

CONSTITUTION OF THE
NATIONAL GEOSPATIAL-INTELLIGENCE ALUMNI ASSOCIATION

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ARTICLE I Name and Offices

Section 1. Name.

The name of the organization shall be the National Geospatial-Intelligence Alumni Association (NGAA), herein referred to as the Association. The Association will have Chapters.

Section 2. Business Address.

The Association will publish from time to time an address that can be used to conduct business. The Association web site will provide contact information. Each Chapter will establish its own local mailing address.

ARTICLE II Purpose.

Section 1. Nature of Association.

The Association will operate in a non-profit mode. It is organized and shall be exclusively operated for continued social interaction, pleasure, recreation, educational and any other purpose for the benefit of its Chapters and their members.

Section 2. Primary Purposes.

Section 2a. Provide a means to coordinate sharing of interests, experiences, ideas and social contact among the Association Chapters and their memberships .

Section 2b. Serve as the authorized point of contact for the National Geospatial-Intelligence Agency, other Federal and State agencies, and other geospatial or geospatial intelligence organizations. Communicate information of interest to the Association Chapters and pass along inquiries regarding educational, technical or administrative expertise that might reside in the Chapters. Facilitate Chapter contact with the National Geospatial-Intelligence Agency and other geospatial organizations.

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ARTICLE III Board of Directors

Section 1. General Powers.

The Board of Directors shall have the general power to manage the affairs of the Association and shall have full power, by majority vote, to adopt rules and procedures governing the action of the Board. The Board of Directors does not have the power to direct any Chapter to expend funds (except for yearly dues to the Association Board) or take any specific action not otherwise approved according to a Chapter's by-laws.

Section 2. Standard of Conduct.

Each Director, in his/her capacity as such and including any duties as a member of any committee of the Association as provided in Article VI, shall discharge his/her duties in accordance with his/her good faith judgment for the best interest of the Association.

Section 3. Number, Qualifications, Election and Tenure of Directors.

Section 3a. The number of Directors constituting the Board of Directors shall be determined by the number of Chapters. Each Chapter is authorized two (2) Directors. The initial Board of Directors shall be formed within ninety (90) days of the approval of this Constitution.

Section 3b. Chapters will devise their own methods to designate qualified Directors, but in the best interest of efficient management Directors should be selected based on experience, e.g. current or past Chapter President, current or past member of a Chapter Board, or someone from the general membership with extensive Chapter experience.

Section 3c. Election to the Board of Directors shall be through a process as determined by each individual Chapter.

Section 3d. Initially, each Chapter will designate one Director to serve one year, and one to serve two. Subsequent replacement will be for two-year terms. At the first and each subsequent annual meeting of the Board of Directors, the Directors from each Chapter shall be reaffirmed or replaced by a representative of their respective Chapter. These terms refer only to Director time serving on the Board and are unrelated to time spent in any Officer position.

Section 4. Vacancies.

Any vacancy occurring in the Board of Directors that shall occur prior to the expiration of a term shall be filled by such person as shall be appointed or elected thereto by the Chapter with the vacancy. A Director so designated to fill a vacancy shall hold office for the remainder of the unexpired term of his/her predecessor in office.

Section 5. Removal.

Any Director may be removed, with or without cause, by the Board of Directors upon an affirmative vote of two-thirds of the remaining members of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. A Director may also be removed with or without cause by his/her host Chapter according to a process determined by the individual Chapter.

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Section 6. Annual Meetings.

The annual meeting of the Board of Directors shall be held in January each year, at such time and place or by such electronic communication means as shall be designated by the Chairperson of the Association. Maximum use of electronic methods should be employed to minimize or eliminate travel. The attendees will include the current Directors. All the most recent prior Directors will also be invited to attend. The agenda of the annual meeting shall be submitted to the Directors and Chapter Presidents at least forty-five (45) days before the annual meeting.

Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Association or any two of the Directors. The person or persons authorized to call special meetings of the Board of Directors shall coordinate with the Directors to fix the date and time for holding any special meeting of the Board called by them. Maximum use of electronic methods should be employed to minimize or eliminate travel. A chapter may designate a substitute to act for a Director who cannot attend.

Section 8. Notice.

Notice of any meeting (other than the Annual Meeting) of the Board of Directors, shall be given at least five (5) days prior thereto, either orally or by written communication, to include electronic, to each Director at his/her address as shown in the records of the Association.

Section 9. Quorum.

A majority of the total number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. At least one Director from each Chapter must be present.

Section 10. Manner of Acting.

The Board of Directors shall act only by a majority vote at a meeting at which a quorum is present, unless the act of a greater number is required by law or by this Constitution. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone, video conference or similar communications equipment whereby all persons participating by such means shall be able to hear all other participants. Participation by such means shall constitute presence in person at such a meeting. A written record shall be made of the actions taken at each meeting.

Section 11. Compensation.

Directors shall not receive any stated salaries for their services.

Section 12. Informal Action by Directors.

Any action required, which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 13. Resignation of Directors.

A Director may resign from the Board of Directors at any time by giving written notice of his/her resignation addressed to the Chairperson or Secretary of the Association, or by presenting a written resignation at an annual or special meeting of the Board of Directors. A copy of any such correspondence will be provided to the President of each Chapter.

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ARTICLE IV Officers

Section 1. Officers.

The officer positions of the Association shall be filled by Directors. There will be a Chairperson, a Vice Chairperson a Secretary and a Treasurer. The Board of Directors may appoint such other officers as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed by the Board of Directors.

Section 2. Election and Term of Office.

Section 2a. If the NGAA is composed of two Chapters, the Chapters may agree that certain officer positions (e.g. Secretary and Treasurer) will be permanently attached to a specific Chapter. Any officer positions not so designated will be rotated annually among the Chapters.

Section 2b. Each year, Chapters will designate which Directors from their Chapter will fill their authorized office(s) for that year. The sequence of rotation and the any assignment of any permanent Chapter positions will be revised by the Board of Directors as required if Chapters are added or subtracted.

Section 3. Removal.

Any officer may be removed by the Board upon an affirmative vote of a majority of the entire Board of Directors, whenever in its judgment the best interests of the Association would be served thereby. A Chapter may remove its representative(s) according to procedures established in its individual by-laws.

Section 4. Vacancies.

If a vacancy occurs, the resultant Director vacancy on the Board will be filled by the relevant Chapter according to procedures established in its by-laws. The office vacated shall be filled by the other Director from the same Chapter and shall serve the unexpired portion of the term to which he/she succeeds.

Section 5. Chairperson.

The Chairperson shall in general supervise and conduct the business affairs of the Association. The Chairperson shall preside at meetings of the Board of Directors. The Chairperson may sign any letter, memorandum or other instrument(s) which the Board of Directors has authorized to be executed. In general, he/she shall perform all duties incident to the office of Chairperson and such duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chairperson.

The Vice Chairperson shall preside at meetings of the Board of Directors in the absence of the Chairperson. The Vice Chairperson shall have such responsibility and authority, and shall perform such duties, as shall be determined by the Board of Directors or may be assigned by the Chairperson.

Section 7. Secretary.

The Secretary shall keep the minutes of the meetings; see that all notices are duly given in accordance with the provisions of this Constitution or as required by law; be custodian of the corporate records; keep a register of the post office address, e-mail address and phone number of each Director and Chapter

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President, which shall be furnished to the Secretary by such Directors and Chapter Presidents; provide materials to an Association Webmaster and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

Section 8. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association Board of Directors; establish and maintain a voucher system for expenditures; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be approved by the Board of Directors; and, in general, perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors, including but not limited to preparation of the Annual Operating Budget for approval. A quarterly financial report will be provided to the Directors.

ARTICLE V Members

Section 1. Chapters.

The Association of Aerospace Charting Seniors (ACS) and the National Geospatial/Intelligence Alumni Association (NGIAA) are charter Chapters of the Association. Additional Chapters may be established by written petition to the Board of Directors and an affirmative vote of a majority of the Directors. The business and activities of each Chapter shall be independent and shall be established by the membership of the respective Chapter. Each chapter will establish by-laws for operational purposes consistent with this Constitution. Chapters will accept current and former employees of NGA and its predecessor organizations without discrimination. Withdrawal of Chapter membership from the Association does not require a vote by the Board of Directors but can be accomplished by written notification by a Chapter president to the Chairperson of the Association.

Section 2. Other Members.

The Association may from time to time decide to recognize other types of membership. If so, such membership will be established and defined by a majority vote of the Board of Directors. Chapters retain the right to designate their types of memberships.

Section 3. Member Dues

To provide initial operating funds, each charter Chapter will provide one hundred dollars (\$100) to the Association at the first meeting of the Board of Directors. Thereafter, dues will be on a per capita basis and the Board of Directors will establish the amount of Chapter and Other Members dues and method(s) of payment on an annual basis in conjunction with the annual Operating Budget. Each Chapter will decide how to collect from its members to meet its annual Association dues requirement.

ARTICLE VI. Advisory and Other Committees.

Section 1. Appointment.

The Board of Directors may appoint such other committees, including an Advisory Committee, as the Board may determine, which shall have such powers and duties as shall from time to time be prescribed by the Board. All committees will have an equal number of members from each chapter.

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Section 2. Term of Office.

Each member of a committee shall continue as a member thereof until the next annual meeting of the Board of Directors of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairpersons of Committees.

One member of each committee shall be appointed Chairperson thereof by the Board of Directors.

Section 4. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own government consistent with this Constitution and with rules/procedures adopted by the Board of Directors.

ARTICLE VII Records

The Association shall keep correct and complete minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Records shall include but are not limited to minutes, quarterly financial reports, committee reports and official correspondence.

ARTICLE VIII Business Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December. The Board of Directors shall develop an Annual Operating Budget for each Business Year that will include anticipated expenses as well as dues from Chapters.

ARTICLE IX Dissolution

The Association may dissolve and wind up its affairs in accordance with a proposal to that effect from a Director that is supported by a majority vote. Upon dissolution of the Association and the winding up of its affairs, the records of the Association shall be distributed as provided by guidance from the Board of Directors. Member chapters of the Association will continue to operate as independent elements if the Association is dissolved.

ARTICLE X By-Laws

The Board of Directors may, at their initiative, prepare by-Laws and/or Policy Memorandums to augment this Constitution. These documents may also be changed by the Board of Directors as they deem appropriate. The initial documents and subsequent changes must be approved by a majority of the elected Directors.

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ARTICLE XI Discrimination Policy

The Association prohibits discrimination in all activities on the basis of race, national origin, color, creed, religion, sex, age, disability, veteran status, sexual orientation, gender identity or associational preference.

ARTICLE XII Amendments to Constitution

This Constitution may be altered, amended, or repealed and a new Constitution may be adopted by the affirmative vote of a majority of the Board of Directors present at any annual meeting or at any special meeting. Notice of proposed changes must be provided to Chapter Presidents with sufficient time as determined by the Directors to permit Chapter membership input.

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