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B Y L A W S

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Bylaws

of the

Association of Former Employees of the Central Intelligence Agency, Inc.

Article I

Seal
(To be selected by the Organizing Committee)

Article II

Section 1

Retired staff employees of the Central Intelligence Agency who honorably served with loyalty to that Agency and their fellow employees are eligible to apply for membership in the Association of Former Employees of the Central Intelligence Agency.

Section 2

Former employees of the Central Intelligence Agency who achieved career status prior to their resignation and who honorably served with loyalty to that Agency and their fellow employees will be eligible to apply for membership in the Association of Former Employees of the Central Intelligence Agency at a time to be fixed by the Board of Directors of the Association. The timing will be determined solely on the ability of the Association to absorb additional members; however, if any temporary limit on membership is necessary preference will be given to those former meployees who had the longest length of service in the Central Intelligence Agency.

Section 3

Although the Association shall consist only of former employees of the Central Intelligence Agency, no former employee has a right to be a member. The Association may reject the application of any former

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employee. No former employee shall be rejected as a member because of race, creed, color, sex or former grade.

Section 4

Forms for application for membership will be provided by the Association. The application shall be accompanied by the membership fee and annual dues for the year in which the application is made. The former employee's membership must be unanimously approved by the Membership Committee. In the absence of an unanimous approval, or if a member in writing questions the suitability of the applicant for membership, his application will be referred to the Board of Directors for an investigation and decision by a majority of the Directors.

Section 5

A member may resign by submitting his resignation in writing to the Board of Directors. If the member gives a reason for his resignation the Board of Directors at its election may desire to temporarily not accept the resignation pending an exchange of communications with the member to determine if he still feels his reason is valid.

Section 6

A member may be expelled by a two-thirds vote of the Board of Directors for conduct detrimental to the best interest of the Association. This will not be done until the member is given an opportunity to appear before the Board of Directors and answer the charges against him. He may be represented before the Board of Directors only by a member of the Association.

Section 7

At the end of 3 months after dues are payable, the member will be notified of his delinquency. At the end of 6 months, the member will be dropped from the rolls; however, if he pays his dues within the year they are due, he will be automatically reinstated. The Board of Directors may excuse payment of dues for any year if they find that a hardship exists and the member will retain his membership in good standing.

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Article III

Section 1

In order to incorporate and form the Association of Former Employees of the Central Intelligence Agency an organizing meeting will be held in the Washington area. An ad hoc group of not less than 20 retired employees will elect temporary officers,form a nonprofit corporation, and issue an invitation for members to retired employees. Prior to such a meeting a sponsoring committee of 10 retired employees will canvas 300 retired employees, selected at random, for their ideas concerning whether they want a former employees association and what they want it to do.

Section 2

When there are 300 members of the Association, the temporary Board of Directors shall appoint a nominating committee. Nominations may also be made from the membership. All nominations for each office and members at large for the Board of Directors will be submitted to the membership for a primary vote. The high three for each office will then be submitted to the membership for an election of officers and Board of Directors.

Section 3

The temporary officers of the Association shall be President, Vice President, Secretary and Treasurer all of whom will be members of the Board of Directors. Eight additional members at large will be elected to the Board of Directors.

Section 4

The first elected officers of the Association will be the same as Section 3; however, the Board of Directors will recommend to the first annual meeting of the Association any changes in the organizational structure including Bylaws. At this time Sections 1, 2, 3 and 4 of Article 3 become history and may be eliminated since new Bylaws governing future elections will have to be adopted.

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Article IV

Section 1

The President of the Association shall preside over all meetings of the Association and the Board of Directors. In his absence or inability to act, the Vice President shall perform the duties of President.

Section 2

The Secretary of the Association shall be the custodian of all records of the Association. He shall attend all meetings of the Association and the Board of Directors and keep minutes. The Board of Directors may fix such additional duties of the Secretary as they see fit. If the Secretary is absent or is unable to perform his duties for any reason the Board of Directors may appoint an Acting Secretary.

Section 3

The Treasurer of the Association shall be responsible for the funds of the Association under rules prescribed by the Board of Directors.

Article V

Section 1

The Board of Directors are the managers of the Association. They shall have authority to fix duties of the Secretary and Treasurer not inconsistent with the Bylaws of the Association.

Section 2

The Board of Directors shall prepare a budget and approve expenditures of the funds of the Association; however, they shall not have authority to borrow money. No expenditure shall be approved, contract made or indebtedness incurred unless there are sufficient unobligated funds in the Treasury to meet such obligation.

Section 3

The Board of Directors will establish rules under which the Association may accept and solicit contributions.

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Section 4

The President of the Association shall be Chairman of the Board of Directors. He may call special meetings of the Board of Directors. A majority of the Board of Directors may also call a special meeting.

Section 5

During the first year after the election of Officers and Board of Directors the Board shall meet 4 times. Eight members shall constitute a quorum for transacting business. An agenda will be submitted to the Board by the Secretary prior to all regular and special meetings. Each Board member may suggest items for the agenda. As chapters of the Association are formed they may suggest agenda items for consideration by the Board.

Section 6

The Board of Directors shall establish committees which they think should be of a permanent nature. They shall exist until the first annual meeting. After the first annual meeting amendments to the Bylaws establishing permanent committees shall be presented to the membership for approval. The President shall have the power to appoint committees from the membership to assist him in the conduct of his business.

Article VI

Section 1

During the formative period of the Association the President with the general advice and guidance of the Board of Directors may suggest, based on the location of members, the formation of Chapters of the Association. In addition 10 members may petition the Board of Directors to form a Chapter. Upon approval of the Board of Directors the Secretary will furnish to the petitioners the names and addresses of any known former employee residing or working in the area of the Chapter. Unfortunately the addresses of most former employees are not known. The National Headquarters should be informed by petitioners or Chapters of of the name and address of any former employee residing in their area. The Chapters may have their own bylaws provided no bylaw shall be inconsistent with the National Bylaws.

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Article VII

Section 1

A membership fee of _____ together with the annual dues of _____ shall accompany the application for membership.

Section 2

The Board of Directors shall fix the fiscal year of the organization as beginning the 1st day of the month following the month during which invitations to join the Association are mailed to former employees who qualify for membership. Annual dues for subsequent new members will be prorated on a quarterly basis from the beginning of the fiscal year.

Section 3

The first annual meeting of the members may be called by the Board of Directors one year following the announcement of the result of the first election of officers. The exact date shall be determined by the Board of Directors. All members will be invited to attend. Each member will have one vote except a member may cast the total signed proxy votes which he has filed with the Board of Directors or a delegate so authorized by his Chapter may cast the total votes of the members of his Chapter.

Article VIII

It is envisioned that there will eventually be Chapters of the Association throughout the United States and that there will be regional officers; however, providing for such at this time would be premature.

Article IX

Section 1

As soon as funds permit, the Association shall start a publication concerned with the activities of the Association, its Chapters and its members.

Section 2

When in the opinion of the Board of Directors the number of members justify it a directory of members, their address and occupation or retired

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status will be published. The directory will have no name or identifying data which could indicate what it is a directory of.

Section 3

The membership directory must not be used by any member for commercial purposes. A non-member may not use the directory for any purpose.

Article X

The first elected Board of Directors will draw up procedures for amendments to the Bylaws and submit them to the membership for approval.

Article XI

There are security considerations inherent in this Association. The temporary Board of Directors will confer with appropriate authorities in the Central Intelligence Agency and shall arrive at appropriate security guidelines to protect the United States, the Central Intelligence Agency, the Association of Former Employees of CIA and each individual member.

Article XII

The Director and Deputy Director of the Central Intelligence Agency are Presidential appointees. They shall be eligible to become members of the Association.

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