

CHARTER OF THE GOVERNMENT INFORMATION TECHNOLOGY EXECUTIVE COUNCIL

ARTICLE I. NAME, AUTHORITY, PURPOSE

Section 1 - Name

This organization shall be called the Government Information Technology Executive Council, hereafter referred to as the Council.

Section 2 - Authority

The Council was established pursuant to the authority of and in accordance with the desires of the President of the United States as expressed in a White House memorandum to the Heads of Departments of Agencies, dated June 28, 1966, and in the instructions of the 89th Congress as expressed in the summary of H.R. 4845. The Council was incorporated in the State of Maryland in 1996 as a non-profit corporation.

Section 3- Purpose

The Council exists to:

Provide educational material and educational experiences for government information technology executives.

Provide a forum for sharing experiences and information of current interest to government information technology executives.

Develop and maintain communication channels among government information technology executives and federal oversight agencies.

Share information on resource management policy direction and develop and express consensus opinions on matters affecting the government information technology environment.

Demonstrate to the private sector the common needs of government information technology organizations and encourage industry involvement in meeting those needs.

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ARTICLE II. ORGANIZATION

Section 1 - Description

The Council is organized exclusively for nonprofit, educational, charitable and patriotic purposes. It has no political interests or alliances. The actions and activities of the Council are intended to be such as to continue to qualify the Council as an exempt organization under Section 501 (c)(3) of the U.S. Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Review Laws or tax laws of other countries.

Section 2- Educational Focus

Section 2.1 - Disciplines

The focus will be to provide educational material and experiences to any government employee who:

2.1.1 - Operates, manages, or provides oversight to any enterprise-wide information technology including, but not limited to, local or wide area telecommunications and/or data center(s) which is defined as a computing facility with a Federal agency organization offering computing and ancillary services that may include processing, accessing, and storing data; customer assistance; training; performance and capacity planning; equipment operation; telecommunications; and systems analysis and design.

2.1.2 - Operates or manages operations of information processing equipment as defined in the National Institute of Standards and Technology Information Processing Glossary.

2.1.3 - Has an information processing application performed for them by another government activity, commercial organization, or service bureau.

2.1.4 - Plans to develop information processing applications.

2.1.5 - Has information technology management responsibilities.

2.1.6 - Has applications that are suitable for conversion to use of information technology.

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Section 3 - Board of Directors

A Board of Directors comprising not more than fourteen elected members shall supervise the affairs of the Council. The Board may also have one or more appointed non-voting individuals.

Section 3.1 – Duties of the Board of Directors

The affairs of GITEC shall be governed and managed by a Board of Directors. The Directors shall:

- 3.1.1** - Determine GITEC's policies and any necessary changes.
- 3.1.2** - Actively pursue GITEC's objectives and supervise the disbursement of its funds.
- 3.1.3** - Have the power to amend these bylaws and to fill vacancies as they occur.
- 3.1.4** - Adopt such rules and regulations for the conduct of its business as shall be deemed advisable.
- 3.1.5** - Perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 3.2 Elections of the Board of Directors

The Board of Directors incumbent at the time of the annual meeting shall elect new directors, or consider current Directors with expiring terms for re-election. The slate of candidates for Board membership shall be nominated by a standing Nominating Committee. Only members of the Council as defined by the disciplines in Section 2.1 may be nominated and serve as a Director. All nominees for Board membership shall be advised to consider the Hatch Act and 18 U.S.C 1913 as it applies to their activities as a GITEC Director.

Section 3.3 - Term of the Board of Directors

3.3.1 – Elective Term

Except as provided in 3.3.2, the term of a Director shall cover a period that includes two annual meetings. Each Director shall begin serving at the close of the annual meeting during which he/she was elected. Each Director's term shall end with the closing of the second annual meeting. Any Board member is eligible for re-election to the Board. With the exception of invitation by the President or simple majority vote of the Board, no Director can stand for re-election beyond 2 consecutive terms if he/she has not been elected as an Officer of the Board.

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3.3.2 – Vacated Term

Regardless of whether a Director’s elective term has been completed, his/her position shall be considered vacated when:

- 3.3.2.1 The Director fails to attend two consecutive board meetings or two Board meetings in the same calendar year (attendance can be in-person or telephonic). The President upon receipt of a written statement by the Director that the President deems to show good cause may waive this provision. A Director whose term has been vacated under this provision may be reinstated by majority vote of the Board members at the Board meeting following the one that caused the position to become vacant, except as noted in 3.3.1.
- 3.3.2.2 The Director separates from Federal service, either through retirement, resignation, or termination. In all cases, the Director’s term ends commensurate with the official date of separation from Federal service.
- 3.3.2.3 Any Director may be removed for cause by a two-thirds vote of the Board of Directors at a special meeting called for that purpose, with 30 days' notice given stating the specific purpose of the meeting, whenever in the judgment of the Board Members it is in the best interests of GITEC.
- 3.3.2.4 Reconsideration for Board membership may occur after a one-year absence from the Board.

Section 3.4 - Unexpired Terms of the Board of Directors

If an elected Board member position is vacated before expiration of a term, the remaining Board of Directors shall elect an individual to complete the unexpired term. If a Director, during his/her term, ceases to meet the qualifications (disciplines) in Section 2.1, the Director may serve the remainder of his/her term at the pleasure of the President.

Section 3.5 - Officers of the Board of Directors

Officers of the Board of Directors shall include a President, a Vice President, one or more Vice Presidents-Elect, a Secretary, a Treasurer, and the Immediate Past President. The President shall appoint the Secretary, who shall be a non-voting member. The President may appoint other non-voting members.

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3.5.1 - Duties of the Officers of the Board of Directors

(a) President

The President shall schedule and preside at all meetings of the Board of Directors and at any business meeting of the Council. The President shall appoint the Board Secretary. The President shall appoint members to standing and ad hoc Committees of the Council

(b) Vice President

The Vice President shall assist the President. . In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President with the consent of the Board. When so acting it will be with all the powers of the President, while being subject at the same time to all the restrictions upon the President. The Vice President shall be the host for the Council's annual conference; shall be responsible for the conference agenda and budget; shall have full authority to negotiate all requirements for the conference and commit funds within the approved conference budget. The Vice President shall be accountable for all conference expenditures and receipts and shall, in consultation with the Treasurer and accountant, provide a financial summary to the Board of Directors

(c) 1st Vice-President Elect

The 1st Vice-President Elect shall serve as the Editor for the Council's annual publication, *A View to the Future*. The publication shall contain articles written or sponsored by members of the Council and shall address oversight, management, and technical issues associated with information technology in the government. The publication shall be available (hard copy and/or electronically) during the annual Information Processing Interagency Conference. The 1st Vice-President Elect will continue the planning process for the management of the annual conference that he/she will host.

(d) 2nd Vice-President Elect

The 2nd Vice-President Elect shall initiate strategic planning for management of the annual conference that he/she will host. He/she will also manage the content of the Council's web page.

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(e) Secretary

The President shall appoint the Secretary. The Secretary shall prepare and distribute notices of all regular and special meetings of the Board of Directors and Council business meetings. The Secretary shall ensure proceedings of Council-related meetings are properly recorded and promptly distributed to those concerned. The Secretary shall include committee reports as attachments to minutes of Board of Directors' meetings. The Secretary shall prepare other Council correspondence as requested by the President or other Officers of the Board.

(f) Treasurer

The Treasurer shall be the custodian of all funds received by the Council, shall maintain records of all financial transactions, and provide a written report of revenues and expenses to be presented at regularly scheduled Board of Directors' meetings. The Treasurer shall ensure that a financial system is in place and that it is documented, and that adequate checks and balances are built into the financial System.

(g) Immediate Past President

The Immediate Past President is a voting member of the Board and serves as the senior advisor to the President. The Immediate Past President chairs the standing Nominating Committee and is responsible for developing a slate of candidates for Board membership to be presented for the Board's consideration prior to the annual meeting.

3.5.2 – Assumption of Office of the Board of Directors

At the conclusion of the annual meeting, the Vice President shall be designated President for the subsequent term, the 1st Vice President Elect shall be designated the Vice President, and the 2nd Vice President Elect shall be designated the 1st Vice President.

3.5.3 - Election of Officers of the Board of Directors

The Board elects Officers of the Board of Directors. The President is responsible for preparing a slate of Officer candidates for Board consideration. Officers of the Board shall be elected at the Board meeting following the annual meeting. A new 2nd Vice President Elect and Treasurer shall be elected by vote of the Board of Directors. At the pleasure of the Board, additional Vice Presidents Elect may be

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elected, and the Board will determine their order of ascendancy. No member of the Board may serve as an officer unless he/she meets the qualifications (disciplines) in Section 2.1.

3.5.4 - Terms of Officers of the Board of Directors

Officers of the Board serve one-year terms. The Treasurer may be re-elected to serve any number of consecutive terms. The President cannot hold elective office in the year following the term as President. If the term of Board membership for the Vice President expires prior to serving as President, his/her term of Board membership shall be extended for one additional term.

3.5.5 - Unexpired Terms of Officers of the Board of Directors

If the President is incapacitated for a period of no less than three (3) months, the Vice President shall assume the Presidency, as Acting President, until the return of the President or until expiration of the President's term of office. If the Vice President is unable to serve or resigns from the Board, the next Vice President Elect will assume the office of Vice President. In the absence of a Vice President Elect, the Board will elect a new Vice President Elect to fill the unexpired term.

If any other officer of the Board is unable to complete his/her term of office, the Board of Directors shall elect a member of the Board to serve the remainder of his/her term of office.

Section 4 – Executive Advisory Committee (EAC)

The President shall submit to the Board of Directors for approval an Executive Advisory Committee (EAC) composed of no more than twenty-five senior federal and private sector officials with at least five members coming from the active Federal Senior Executive Service (SES) community. The goal for EAC membership is to strive for a balance between federal and private sector representation.

Section 4.1 – Duties of the Executive Advisory Committee

This EAC shall provide advice and recommendations on issues referred by the Council and are sponsors/mentors for the Council's activities. The EAC may make recommendations to the Board of Directors on carrying out the objectives of the Council. The EAC will assist in furthering the partnership between government and industry by facilitating the sharing of information technology information on technical, management, and educational issues. The EAC may serve as liaison to other organizations, e.g., ACT, IAC, AFCEA. The EAC may also provide guidance on topics that would be appropriate

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for the Council to explore and discuss. Examples of EAC initiatives could be pulling together "birds of the feather" meeting(s) at the annual conference or sponsoring half day round-tables on current information technology infrastructure issues throughout the year.

Section 4.2 – Term of the Executive Advisory Committee

The term of EAC Members shall cover a period that includes two annual meetings. Each EAC Member shall begin serving at the close of the annual meeting during which he/she was elected. Each EAC Member's term shall end with the closing of the second annual meeting. Each EAC Member may, at the invitation of the President, serve two consecutive terms without going through the nominating process. Subsequent terms require nomination by a sitting Board member, review by the Nominating Committee, and a vote by the Board under routine electoral procedures. The Immediate Past President shall chair a nomination committee to identify EAC candidates for consideration at the Board meeting held in conjunction with the annual conference. The President at the Board meeting following the annual meeting will present nominations for the EAC.

4.2.2 – Vacated Term

Regardless of whether an EAC member's elective term has been completed, his/her position shall be considered vacated when:

4.2.2.1 In the case of EAC members employed by the Federal government, the EAC member separates from Federal service, either through retirement, resignation, or termination. In all cases, the EAC member's term ends commensurate with the official date of separation from Federal service.

4.2.2.2 Any EAC member may be removed for cause by a two-thirds vote of the Board of Directors at a special meeting called for that purpose, with 30 days' notice given stating the specific purpose of the meeting, whenever in the judgment of the Board Members it is in the best interests of GITEC.

Section 4.3 – Vacancies of the Executive Advisory Committee

If An EAC Member resigns during his/her term of service, the President may submit a nomination to the Board for completion of that term of service or may postpone the selection of a new member until the nomination process at the annual conference.

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Section 5 - Standing Committees

The Board of Directors shall have the following standing Committees.

Section 5.1 - Nominating Committee

The Nominating Committee of the Board of Directors shall be chaired by the Immediate Past President and shall be responsible for developing a slate of candidates for nomination as Members of the Board of Directors. This slate of candidates shall be presented to the Board of Directors at its last meeting prior to the annual meeting for approval. The Council shall present the approved slate of candidates at the annual meeting for action.

Section 5.2 - Awards Committee

The Awards Committee shall be chaired by the President and shall be responsible for selecting individuals or organizations for all Council awards. The President may appoint Sub-committees to be responsible for selecting individuals or organizations for specific awards, scholarships or grants. These selections shall be presented to the Board of Directors, as appropriate, at any of its Board Meetings for approval.

5.2.1 – General Awards, Scholarships and/or Grants

The Council authorizes presentation of general awards, scholarships and/or grants to individuals and organizations in recognition of their contributions and/or services in support of or which further the purposes of the Council. These may include, but are not limited solely to, awards to speakers and vendors at the annual conference; awards given by the President of the Council; and awards, scholarships, and/or grants nominated by any member of the Board of Directors and approved by the Board. In addition, the Board of Directors may make additional awards to other non-profit organizations to further the purposes of the Council.

5.2.2 – Special Standing Awards and Scholarships

The Council authorizes the presentation of several standing awards and scholarships as follows:

5.2.2.1 - Ginny McCormick Scholarship

The purpose of the Ginny McCormick Scholarship(s) is to provide financial aid for pursuing college-level information technology courses. One or more scholarships are approved annually by the Board of Directors

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and are presented during the annual conference.

5.2.2.2 – Don Fulford Leadership Scholarship

The purpose of the Don Fulford Scholarship(s) is to provide financial aid for pursuing college-level information management courses. One or more scholarships are approved annually by the Board of Directors and are presented during the annual conference.

5.2.2.3 – High School Scholarship

The purpose of the High School Scholarship(s) is to provide financial aid for pursuing college-level information technology courses to deserving high school students. The Board of Directors selects the school and works with the school administration to select deserving recipients. One or more scholarships are approved annually and presented to the recipients at their high school.

Section 5.3 – Conference Planning Committee

The Conference Planning Committee shall be chaired by the Vice President and shall be responsible for all activities associated with and leading up to the annual IPIC. Membership shall include the conference Program Director and chairpersons of the Speaker, Public Relations and Sponsorship committees.

5.3.1- Speaker Committee

A member of the Board or Executive Advisory Committee as appointed by the Vice President shall chair the Speaker Committee. Membership on the committee can be comprised of interested parties from either government or industry; membership on the GITEC Board or EAC is not required. The Chairperson reports to the Vice President and is responsible for ensuring that:

- Selection of moderators, speakers and panel members properly represent the IPIC agenda as developed by the Vice President, and that final selection is properly vetted and approved through the Vice President;
- Funding commitments for travel, lodging and honoraria are within the budget allocation for the conference, and approved by the Vice President; and
- All deadlines for publication of the IPIC agenda are met.

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5.3.2 - Public Relations Committee

A member of the Board or Executive Advisory Committee as appointed by the Vice President shall chair the Public Relations Committee. Membership on the committee can be comprised of interested parties from either government or industry; membership on the GITEC Board or EAC is not required. The Chairperson reports to the Vice President and is responsible for planning, developing and implementing outreach activities to support the IPIC.

5.3.3 - Sponsorship Committee

The Sponsorship Committee shall be chaired by an industry member of the Executive Advisory Committee as appointed by the Vice President. To ensure compliance with all government ethics rules, membership on the committee can be comprised of interested parties from industry; membership on the GITEC EAC is not required. The Chairperson reports to the Vice President and is responsible for soliciting industry support for the annual IPIC.

5.3.4 – Budget Committee

The Treasurer shall chair the Budget Committee. Membership shall be limited to members of the Board, EAC, Program Director, Business Manager, or Accountant, and shall include the Vice President, 1st Vice President-Elect, and 2nd Vice President-Elect. The Budget Committee shall establish the budget, oversee financial matters and support the Vice President for the annual IPIC conference.

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ARTICLE III. MEETINGS

Section 1 - Meetings of the Board of Directors

Section 1.1 - The Board of Directors shall meet at least three times during the year.

Section 1.2 - The President may call meetings of the Board as needed.

Section 1.3 – Presence of at least 51% of sitting) Board members shall constitute a quorum.

Section 1.4 - Except as noted in Article II, Section 3.3.2.3, a simple majority vote of those present shall be required to approve actions of the Board.

Section 2 - General Meeting

Section 2.1 - At least one general meeting, referred to as the annual meeting, shall be held each year. The time and place of the annual meeting and/or any other meetings shall be decided by the Board and shall be publicized at least two months prior to the meeting.

Section 2.2 - Members of the Council present at the annual meeting shall constitute a quorum.

Section 2.3 - Except as noted in Article II, Section 3.3.2.3, a simple majority vote of those present shall be required for all actions at the annual meeting.

Section 2.4 - The agenda of the annual meeting shall consist of election of members to the Board of Directors and any other business presented by the Board of Directors.

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ARTICLE IV. COUNCIL FINANCES

Section 1 - Fiscal Year

The fiscal year for the Council will be from January 1 through December 31.

Section 2 - Council Earnings

No part of the net earnings of the Council shall inure to the benefit of, nor be distributed to, its members, Directors, Officers, or other private persons. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent Section 501 (c)(3) tax exempt organizations are so permitted; and the Council shall not participate in nor intervene in (including publishing or distributing statements in) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Council shall not carry on any activities not permitted for an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 194, as amended (or the corresponding provision of any future United States internal revenue law).

Section 3 – Compensation

Council Officers and Board members shall not receive any salaries or compensation for their services, however they may be reimbursed for actual and reasonable expenses for travel and related conference activities as approved by the Board of Directors.

Section 4 – Insurance/Indemnification

It is GITEC's policy to maintain adequate liability insurance for its government Board members and Officers. Further, all government Board members and Officers of GITEC shall be indemnified by GITEC. This indemnification applies to expenses actually and necessarily incurred by GITEC's government Board members and Officers 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 government Board members and Officer. This indemnification will not apply to matters in which they are adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such government Board members and Officers may be entitled, under any bylaw, agreement, or vote of the Board of Directors.

Section 5 – Audit

The accounts of GITEC shall be audited at least once every two years by a certified public accounting firm which is independent of GITEC affiliation.

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Section 6 – Payments

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of GITEC, shall be signed by the Treasurer

Section 7 – Deposits

All funds of GITEC shall be deposited in a timely manner to the credit of GITEC in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8 – Dissolution

Upon dissolution of GITEC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of GITEC, dispose of all of the assets of GITEC exclusively for the purposes of GITEC in such manner, or to such organization(s) organized and operated exclusively for charitable purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the jurisdiction in which the principal office of GITEC is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE V - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern GITEC in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE VI. APPROVAL AND AMENDMENTS

Section 1 - Approval

This Charter shall be adopted by the Board of Directors and shall be effective upon adoption.

Section 2 - Amendments

Amendments may be proposed by any regular Council member and shall be submitted in writing to the Council Secretary. Amendments shall be presented to the Board and shall require a two-thirds vote for incorporation into the Council Charter.

Approved this day, the 27th of February, 2005 by the Board of Directors.

James McVey (signed), Secretary