



AOC Foundation Bylaws

Approved: August 15, 1985
Amended: October 27, 2002
Amended: August 8, 2006
Amended: August 1, 2008
Revised: June 23, 2011
Revised: July 25, 2018

Association of Old Crows Educational Foundation Bylaws

ARTICLE I NAME AND OBJECT

SECTION 1.01 Name. The name of this organization shall be “Association of Old Crows Educational Foundation” and may also be known as the AOC Foundation. It shall be incorporated as a 501(c)(3) nonprofit organization and shall be civilian in nature.

SECTION 1.02 Mission. The AOC Foundation shall be an organization for individuals who have common interests in Electronic Warfare, Electromagnetic Spectrum Operations, Cyber Electromagnetic Activities, Information Operations, and promoting Science, Technology, Engineering and Mathematics (STEM) education who wish to foster fraternity, career development and commemoration fitting to the memory of fellow Electronic Warfare and Information Operations professionals. It shall not be used for the dissemination of partisan principles, nor for the promotion of the candidacy of any person seeking public office or preferment, nor for the promotion of any outside commercial enterprise.

ARTICLE II MEMBERS

Section 2.01 Membership. The members of the AOC Foundation shall be those individuals serving as members of its Board of Governors.

ARTICLE III CHAPTERS

Section 3.01 Chapters.

The Board of Governors may charter Chapters to implement and promote programs organized under its direction and shall specify duties of and rules regulating chapters in the Operations Manual.

Section 3.02 Withdrawal of Chapter Charter. The Board of Governors may withdraw a Chapter’s charter upon finding that the Chapter is not complying with the requirements for it in the Operations Manual, that it does not currently have an approved scholarship program, or that its continued chartering is otherwise prejudicial to the AOC Foundation.

ARTICLE IV BOARD OF GOVERNORS

Section 4.01 Powers. The Board of Governors shall have full power and authority over the affairs of the AOC Foundation so long as its actions are not inconsistent with the Articles of Incorporation or these bylaws. A majority of those present at a meeting shall have power to adopt and amend an Operations Manual whose provisions shall be binding except when inconsistent with the Articles of Incorporation or these bylaws.

Section 4.02 Composition. The Board of Governors shall include as voting members the members of the Executive Committee of the Association of Old Crows, the Immediate Past President, and Regional Directors of the Association of Old Crows, as well as two Adjunct Governors selected in accordance with Section 4.03. The Executive Director shall be a non-voting member.

Section 4.03 Adjunct Governors. The President may nominate up to two (2) Adjunct Governors who may not be members of the Board of the Association of Old Crows, subject to confirmation by the Board of Governors. The term of Adjunct Governors shall be concurrent with the term of the President by whom they were appointed.

ARTICLE V EXECUTIVE COMMITTEE

Section 5.01 Powers. The Executive Committee shall be responsible for the affairs of the AOC Foundation, subject to the direction of the Board of Governors. It shall ensure that the resolutions of the



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Board are properly implemented and that actions requiring authorization between meetings of the Board are approved and authenticated.

The provisions of Article VII and Section 8.03 do not apply to the Executive Committee.

Section 5.02 Composition. The Executive Committee shall include as voting members the President, President-Elect or Vice President, Secretary, and Treasurer. The Executive Director shall be a non-voting member of the Executive Committee.

Section 5.03 Minutes. Minutes shall be taken of meetings of the Executive Committee and provided to the Board of Governors.

ARTICLE VI OFFICERS

Section 6.01 Relation to AOC. The Officers of the AOC shall serve in the same positions as Officers of the AOC Foundation.

Section 6.02 Duties. The officers shall perform the duties prescribed for them by these bylaws, by the Operations Manual, by the parliamentary authority, and by the Board of Governors. In addition, the Immediate Past President, President-Elect and Vice-President shall perform duties prescribed for them by the President. Notwithstanding the preceding sentences of this section or any other provision of these bylaws, the Immediate Past President may choose whether or not voluntarily to accept any duty prescribed for that officer.

ARTICLE VII COMMITTEES

Section 7.01 Constituting and Discharging Committees. By vote of a majority of all the Governors in office, the Board may create Standing Committees, which have a recurring or annual role in AOC Foundation governance and operations and have a continuing existence, and Ad Hoc Committees (special committees), which go out of existence when they have completed a specified task. The Board may discharge or abolish a Standing Committee and may discharge or abolish an Ad Hoc Committee before it has completed its assigned task, by vote of a majority of those present. The responsibilities of committees created under this Article may be specified in the Operations Manual. Such committees may submit information and recommendations to the Board, but no such committees may be delegated or exercise any of the authority of the Board of Governors and therefore, unlike the Executive Committee, shall not constitute "committees" within the meaning of Va. Code Ann. § 13.1-869.

Section 7.02 Committee Chairs and Members. The President shall appoint the Chairpersons of all Standing and Ad Hoc Committees. All committee Chairpersons must be AOC members. The Chairperson of each committee shall appoint its members. The Executive Director, or a designee of the Executive Director, shall be a non-voting member of all committees.

Section 7.03 Removal. A Committee Chairperson may be removed from that position, without cause, by two-thirds of the members present at a Board of Governors meeting. Any member of a committee may be removed by its Chairperson with the concurrence of the President; a committee member shall also be removed at the written request of two-thirds of its members.

Section 7.04 Minutes and Reports. Committees shall adopt and preserve minutes of their meetings. In addition to any reports that a committee may submit to the Board of Governors for information or with recommendations for action, each committee shall annually provide a written report summarizing its activities to the Executive Director to be maintained on file and posted on the Board of Governors webpage.



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ARTICLE VIII MEETINGS

Section 8.01 Board of Governors

(a) Regular meetings of the Board of Governors, of which a minimum of three shall be held annually, may be called by the President or scheduled by resolution of the Board of Governors. Notice of each meeting of the Board of Governors shall be sent by or under the supervision of the Secretary to its members at least thirty (30) days before the date of the meeting.

(b) Special meetings of the Board of Governors may be called by the President or any five members of the Board who shall send notice to its members at least ten (10) days before the date of the meeting, specifying the purposes for which it is called.

(c) The quorum for a Board meeting shall require:

- (1) The President, President-Elect, or Vice President;
- (2) The Secretary or Treasurer; and
- (3) One half of the Regional Directors.

(d) In accordance with the statute under which the AOC Foundation is incorporated:

- (1) The affirmative vote of a majority of the Governors present at a meeting with a quorum is the act of the Board of Governors unless the bylaws, including the parliamentary authority adopted by the bylaws, require the vote of a greater number.
- (2) Action by the Board of Governors may be taken without a meeting if each Governor signs a consent describing the action to be taken and delivers it to the corporation. Any such action shall be included in the minutes of the next regular meeting of the Board.
- (3) A Governor may waive notice before or after the date and time stated in the notice. The waiver shall be in writing, signed by the Governor, and filed with the minutes. A Governor's attendance at or participation in a meeting waives notice to the director of the meeting, unless the Governor at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 8.02 Executive Committee. Executive Committee meetings may be called with ten (10) days notice by the President, President-Elect, or Vice-President. In accordance with the statute under which the AOC Foundation is incorporated, the provisions of paragraphs (1) through (3) of Section 8.01(d) apply to the Executive Committee as though each reference to "Board of Governors" or "Board" referred to the Executive Committee and the word "regular" was omitted from Section 8.01(d)(2).

Section 8.03 Committees. Committee meetings may be called with ten (10) days notice by the Committee Chairperson, the President, or a majority of its members, subject to waiver of notice in the same manner as applicable to Board of Governors' meetings under Section 8.01(d)(3).

Section 8.04 Electronic Meetings. At meetings of the Board of Governors, Executive Committee, and committees, the body may permit members to participate in by, or the body may conduct the meeting through the use of, any means of communication by which all its members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IX EXECUTIVE DIRECTOR

Section 9.01 Authority. The Executive Director shall be the Chief Operating Officer of the AOC Foundation, with responsibility for executing its programs, managing its business affairs, and hiring, supervising, and firing all other AOC Foundation employees.



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Section 9.02 Relation to AOC. The Executive Director of the Association of Old Crows, or that person's designee, shall serve as the Executive Director of the AOC Foundation.

ARTICLE X FISCAL YEAR

Section 10.01 Relation to AOC. The fiscal year of the AOC Foundation shall be consistent with that of the Association of Old Crows.

ARTICLE XI INDEMNIFICATION

Section 11.01 Scope of Indemnification. Subject to Sections 11.02 and 11.03, every Governor, Officer, Committee Chairperson or employee of AOC Foundation and such others as may be specified by the Board shall be indemnified by AOC against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them, or any settlement thereof, in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a Governor, Officer, Committee Chairperson or employee of AOC Foundation or other individual involved with AOC Foundation specifically indemnified by the Board, regardless of whether the person holds such a position at the time such expenses are incurred.

Section 11.02 Standard for Indemnification. Subject to Section 11.03, indemnification under Section 11.01 shall be available if the individual to be indemnified:

(a) conducted himself or herself in good faith and believed:

(1) in the case of conduct in an official capacity with the corporation, that the conduct was in the best interests of the corporation;

(2) in all other cases, that the conduct was at least not opposed to the best interests of the corporation; and

(b) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 11.03 Disqualification for Indemnification. In the absence of a court order to the contrary, an individual shall not be eligible for indemnification:

(a) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred if it is determined that the individual met the relevant standard of conduct under Section 11.02; or

(b) in connection with any other proceeding charging improper personal benefit to the individual, whether or not involving action in an official capacity, in which the individual was adjudged liable on the basis that personal benefit was improperly received by the individual.

ARTICLE XII PARLIAMENTARY AUTHORITY

Section 12.01 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the AOC Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Operating Manual, and any special rules of order the AOC may adopt.

ARTICLE XIII AMENDMENT OF BYLAWS

Section 13.01 Action By Board of Governors. An amendment to these bylaws may be adopted by a two-thirds vote of the Board of Governors members present at a Board meeting.

Proviso: That this AOC Bylaws Foundation Revision is contingent and effective on adoption by vote of the Regular Members of the Amendments to the Articles of Incorporation of the Association of Old Crows Foundation being proposed by the Board of Directors.