

# OpMan 13 - Bylaws of the Association of Old Crows

Effective Date: October 15, 2018  
Updated and Approved November 20, 2020

## ARTICLE I NAME AND OBJECT

**SECTION 1.01 Name.** The name of this Association shall be “Association of Old Crows” and may be known as the AOC. It shall be incorporated as a 501(c)(6) nonprofit organization and shall be civilian in nature. Within the meaning of D.C. Code §29-401.50, the AOC is a member-governed corporation.

**SECTION 1.02 Mission.** The Association of Old Crows is an organization for individuals who have common interests in Electronic Warfare, Electromagnetic Spectrum Operations, Cyber Electromagnetic Activities, Information Operations, and other information-related capabilities. The Association of Old Crows provides a means of connecting members and organizations nationally and internationally across government, defense, industry and academia to promote the exchange of ideas and information and provides a platform to recognize advances and contributions in these fields. 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 the promotion of any outside commercial enterprise. As an international organization headquartered in the United States, AOC shall observe all US laws designed to prevent the export of sensitive technology and technology implementation, and to protect American and international partner technologies from potential adversaries.

## ARTICLE II MEMBERS

**Section 2.01 Categories of Membership, Dues and Fees.** There shall be three (3) categories of membership: Regular, Entity, and Honorary. The Board of Directors may establish sub-categories of these categories, and fix membership dues and fees, which may vary among categories and sub-categories.

**Section 2.02 Regular Members.** Individuals who have an active interest in the Electronic Warfare disciplines, Electromagnetic (EM) Spectrum, Cyber EM Activities, Information Operations, or related fields are eligible to become Regular Members of the AOC. Regular members are entitled to all the rights and privileges of membership.

**Section 2.03 Entity Members.** Government agencies, military units, institutions, academic entities, and companies and corporations of the United States and countries closely allied with the United States interested in furthering the mission of the AOC may become Entity Members of the Association. Entity Members as entities do not have the rights to attend meetings, make motions, speak in debate, or vote.

**Section 2.04 Honorary Members.** Honorary memberships may be conferred by the Board of Directors upon persons who, due to their position or efforts, may contribute or have contributed to the mission of the AOC or the Electronic Warfare/Information Operations. Except as otherwise provided by the Board of Directors, Honorary Members do not have the rights to make motions, speak in debate, or vote.

**Section 2.05 Exclusion of Hostile Persons and Entities.** Persons or entities that are in opposition to the interests of the United States and countries of concern for technology transfers shall not be eligible for membership in the AOC, to attend or provide exhibits at programs or conferences of the AOC, or to participate in AOC events. The Board of Directors shall develop and include in the Operating Manual a list of ineligible countries and/or organizations by reference to, among other things, U.S. laws. (See Appendix A).

### ASSOCIATION OF OLD CROWS PROPRIETARY INFORMATION

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**Section 2.06 Cause for Member Discipline.** Any member of the AOC may be suspended or expelled:

- (a) for misconduct in that person's relations with the AOC;
- (b) upon conviction, by a court of competent jurisdiction, of a felony; or
- (c) for participation in any subversive activity.

**Section 2.07 Procedure for Member Discipline.** The Board of Directors may suspend or revoke the membership privileges of any member in accordance with disciplinary procedures for cause set forth in the parliamentary authority, except to the extent those procedures may be superseded by disciplinary procedures specified in the Operating Manual.

### ARTICLE III CHAPTERS AND AFFILIATES

**Section 3.01 Chapters.**

(a) The Board of Directors may charter Chapters to implement and promote programs organized under its direction and shall specify duties of and rules regulating chapters in the Operating Manual. It may withdraw a Chapter's charter upon finding that the Chapter is not complying with these requirements or that its continued chartering is otherwise prejudicial to the AOC.

(b) A chartered Chapter is authorized to use the Association of Old Crows trademark and logo unless its charter is withdrawn.

(c) Each Chapter may designate one delegate, and any number of alternates in a designated order, to the AOC Assembly of Delegates in accordance with a method of selection specified in the Chapter's bylaws. If its bylaws contain no such specification, the Chapter's president, or in that person's absence its vice-president, shall be the Chapter delegate.

**Section 3.02 Affiliates.** The Board of Directors may by a three-quarters (3/4) vote of those present authorize the establishment of AOC-affiliated organizations in order to fulfill the AOC mission. The officers and Directors of the AOC Board of Directors shall hold the same positions in each AOC-affiliated organization unless otherwise provided by majority vote of the AOC Board of Directors.

### ARTICLE IV BOARD OF DIRECTORS

**Section 4.01 Powers.** The Board of Directors shall have full power and authority over the affairs of the AOC so long as its actions are not inconsistent with the Articles of Incorporation or these bylaws. It shall have power by majority vote to adopt and amend an Operating Manual whose provisions shall be binding except when inconsistent with the Articles of Incorporation or these bylaws.

**Section 4.02 Composition.** The Board of Directors shall include as voting members the President, President-Elect, Immediate Past President, a Regional Director from each Region, At-Large Directors (the number to be designated by the Board), and up to two Appointed Directors, provided that the total number of voting members may not exceed twenty (20). As required by the statute under which AOC is incorporated, a decrease in the number of Directors shall not shorten an incumbent Director's term. Each voting member may cast only one vote on the Board of Directors, even if also serving as an Appointed Officer. In addition, the Executive Director shall be a non-voting member of the Board. Members of the board will maintain a membership in good standing of the AOC and may only execute privileges of a Director if a member in good standing of the AOC.

**Section 4.03 Election.** In accordance with nominating and election procedures and schedules to be specified in the Operating Manual, an election by ballot, to be conducted electronically and/or by paper ballot, shall be held annually for one-third of the Regional and At-Large Directors and in odd-numbered years for President-Elect. For the election ballot or a mail or electronic ballot on any other matter the quorum shall be 1000 of Regular Members.

Each Regional Director, who at the time of election must be a resident of the region that person represents, shall be elected by Regular Members from that region.

All Regular Members may vote for At-Large Directors and for President-Elect. Regular Members may vote only for Regional Directors in their respective region of residence.

**Section 4.04 Appointment.** The President may nominate up to two Appointed Directors, subject to confirmation by the Board of Directors, provided the Board size limitation in Section 4.02 is not exceeded.

**Section 4.05 Terms and Term Limits.**

(a) Newly elected Regional and At-Large Directors shall take office at the same time as the newly elected President or President-Elect takes office and shall serve a term concluding in the third year following the year of their election when their successors take office or, if no successor is then elected, until a successor is elected and takes office.

(b) Appointed Directors shall take office upon their confirmation and shall serve a term concurrent with the term of the President who nominated them.

(c) A Regional or At-Large Director may serve no more than two consecutive terms as a Regional or At-Large Director or any combination of both, but is not prevented from serving immediately thereafter in another capacity on the Board, such as an Appointed Director, President-Elect or President, provided that:

(1) no Director may serve more than eight consecutive years in any combination of Regional Director, At-Large Director, or Appointed Director;

(2) any individual who has served two consecutive terms as a Regional or At-Large Director or any combination of both may not be a candidate for Regional or At-Large Director before the later of (i) the year following the year in which the second such consecutive term ends; or (ii) if such an individual serves as an Appointed Director immediately following that second such consecutive term, the year following the year in which the individual's term as Appointed Director ends.

(d) If a Regional Director, At-Large Director or Appointed Director is elected as President, term limits shall not apply; he/she shall be allowed additional years on the Board to serve as President (President-Elect, President and Immediate Past President). Moreover, he/she shall vacate their elected Director position once assuming the President-Elect position. A replacement may be appointed by the President with the approval of a majority of the Board of Directors at a meeting at which a quorum is established.

(e) Presidents may not serve consecutive terms.

(f) Any individual who has served eight consecutive years or more in any combination of Regional Director, At-Large Director, Appointed Director, or President/President-Elect/Past President may not be a candidate any position on the board before the later of the year following the year in which the consecutive terms end

**Section 4.06 Availability of Minutes.** The minutes of meetings of the Board of Directors, except minutes of its executive sessions, shall be open to inspection by Regular Members or their agents upon reasonable notice.

## ARTICLE V EXECUTIVE COMMITTEE

**Section 5.01 Powers.** The Executive Committee shall be responsible for the affairs of the AOC, subject to the direction of the Board of Directors. It shall ensure that the resolutions of the Board are properly implemented and that actions requiring authorization between meetings of the Board are approved and authenticated.

The provisions of Article VIII and Section 9.04 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, Treasurer, an international director and any other Appointed Members. The President may nominate other Directors to serve on the Executive Committee, subject to their confirmation by the Board, provided that a Director who has been appointed to fill a vacancy in the position of At-Large or Regional Director may not serve on the Executive Committee unless authorized to do so by a Board vote of two-thirds of those present. The Executive Director shall be a non-voting member of the Executive Committee. The international director member will not be considered an officer of the AOC

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

## ARTICLE VI OFFICERS

**Section 6.01 Eligibility.** Officers must be U.S. citizens cleared for, or able to be cleared for, a U.S. Secret level security clearance. No officer may hold more than one office concurrently.

**Section 6.02 Relation of President, Vice-President, President-Elect, and Immediate Past President.** The President shall serve a term of approximately two years beginning in an even-numbered year at the time designated in Section 6.04.

At the beginning of the term, the President shall nominate a Vice-President from among the elected Regional and At-Large Directors who were not appointed to fill a vacancy, subject to confirmation by the Board of Directors, who shall serve in that position during the first year of the President's term.

In odd-numbered years a President-Elect shall be elected in accordance with Section 4.03. Upon beginning an approximately one-year term at the time designated in Section 6.04, the President-Elect shall replace the Vice-President, assuming the duties of Vice-President, and in the next even-numbered year shall automatically become President at the time designated in Section 6.04.

Unless removed as President under Section 7.02, upon completion of the President's term that officer shall serve as Immediate Past President until replaced by a successor who becomes Immediate Past President in accordance with this sentence.

**Section 6.03 Secretary, Treasurer and Other Appointed Officers.** From among the elected Regional and At-Large Directors who were not appointed to fill a vacancy, the President shall nominate a Secretary and a Treasurer, and may nominate other appointed officers, subject to confirmation by the Board of Directors.

**Section 6.04 Terms.** In the year of being elected the President-Elect shall assume the office of President-Elect, and in the second year of the incumbent President's term the incumbent President-Elect shall assume the office of President, at the closing banquet or event of the relevant Annual Convention if it is conducted in the Fall; if it is not conducted in the Fall, they shall assume their offices on the first Monday in November of the relevant year unless a different date is appointed by the Board of Directors. EXCOM officers shall be nominated annually by the President and shall serve one-year terms. Officers may serve consecutive terms



**Section 6.05 Duties.** The officers shall perform the duties prescribed for them by these bylaws, by the Operating Manual, by the parliamentary authority, and by the Board of Directors. In addition:

The Immediate Past President, President-Elect and Vice-President shall perform duties prescribed for them by the President. Notwithstanding the preceding sentence or any other provision of these bylaws, the Immediate Past President may choose whether or not to voluntarily accept any duty prescribed for that officer.

The President Elect shall be responsible for the AOC Strategic Plan. In years when there is not an elected incumbent President Elect, the Vice President shall be responsible for the AOC Strategic Plan.

The Treasurer shall oversee the collection and disbursement of all funds of the AOC, be the custodian of such funds, and keep, or cause to be kept, regular accounts of them. The Treasurer shall make a financial report at each regular meeting of the Board and at such other times as may be required by the Board or the President. As Chairperson of the Finance Committee, the Treasurer shall present a proposed operating budget for the current year for approval by the Board and supervise execution of the adopted budget.

The Secretary shall cause a record to be kept of the proceedings of the Board of Directors and of all other matters of which a record shall be ordered by the President or the Board of Directors.

## **ARTICLE VII RESIGNATION, REMOVAL AND REPLACEMENT**

**Section 7.01 Resignation.** The resignation of any Officer or Director shall become effective only after its acceptance by majority vote of the Board. The resignation of an Appointed Officer from that office does not constitute resignation from the Board unless the resignation so states.

**Section 7.02 Removal.** The Board may by a two-thirds vote of the entire voting membership of the Board remove any voting Officer or Director, without cause. The Board may choose to remove an Appointed Officer from that office without removing that person from the Board. The Assembly of Delegates may remove a Director elected by the members as provided in Section 9.01(c).

**Section 7.03 Filling Vacancies.** A vacancy in the office of President shall be filled by the President-Elect or Vice-President, whomever is in office at the time the vacancy occurs. If the Vice President fills the vacancy, that person shall be replaced as President by the newly-elected President-Elect at the beginning of what normally would be the President-Elect's term. When the President-Elect fills the vacancy, that person shall complete the term in which the vacancy occurred and in addition the term of President to which the President-Elect would have succeeded had there been no vacancy. If a vacancy occurs in the office of President when there is neither a President-Elect nor a Vice President in office, the Immediate Past President or, if that person is unavailable, the Secretary shall serve as Acting President until the Board of Directors appoints a replacement as President.

A Director whose term does not expire in the year that person is elected President-Elect shall, by taking office as President-Elect, create a vacancy in that person's original Director position which shall be filled in accordance with this section.

The Board of Directors shall fill a vacancy in the office of President-Elect.

The President shall nominate individuals to fill vacancies in the positions of Vice-President, Secretary, Treasurer or Director, subject to confirmation by the Board of Directors. An individual nominated to fill a Regional Director vacancy must be a resident of the region at the time of confirmation. The appointed individual shall serve the remaining period of the vacated term.

Notice is not required for the Board to fill a vacancy.

## ARTICLE VIII COMMITTEES

**Section 8.01 Constituting and Discharging Committees.** By majority vote, the Board may create Standing Committees, which have a recurring or annual role in AOC governance and Operating and have a continuing existence, and Ad Hoc Committees (special committees), which go out of existence when they have completed a specified task. Except for Standing Committees established by Section 8.02, 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 majority vote. The responsibilities of Standing Committees shall, and those of Ad Hoc Committees may, be specified in the respective Committee Charter. A list of the current Ad-hoc Committees is provided in Appendix B.

**Section 8.02 Specific Standing Committees.** There shall be a Nominations and Elections Committee, whose Chairperson shall be a member of the Board appointed by the Board and who may only be removed by the Board by the vote specified in the parliamentary authority. There shall be a Governance Committee whose Chairperson shall be a member of the Board. There shall be a Finance Committee whose Chairperson shall be the Treasurer, and there shall be a Human Resource Committee. A list of the current Standing Committees showing chairpersons, assigned OpMans and Committee Charter status is provided in Appendix B.

**Section 8.03 Committee Chairs and Members.** With the exception of the Chairperson of the Nominations and Elections Committee, the President shall appoint, and may remove, 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 and may remove any with the concurrence of the President; a committee member shall also be removed at the written request of two-thirds of its members. The Executive Director, or a designee of the Executive Director, shall be a non-voting member of all committees.

**Section 8.04 Committee Appropriations.** The Chairperson of each committee shall submit its proposed budget to the Finance Committee. No committee may expend funds or incur any pecuniary obligation without prior authorization by the Board.

**Section 8.05 Committee Reports.** In addition to any reports that a committee may submit to the Board 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.

## ARTICLE IX MEETINGS

**Section 9.01 Assembly of Delegates; Annual Convention.**

(a) An Annual Convention shall be held at a time and place fixed by the Board.

(b) There shall be an Assembly of Delegates composed of the voting members of the Board of Directors and one delegate from each Chapter designated in accordance with Section 3.01(c). The Executive Director shall be a non-voting member of the Assembly of Delegates. Instead of meetings of members, annual meetings of the Assembly of Delegates shall be held in conjunction with the Annual Convention or at such other times and places as the Board may provide. The Assembly of Delegates shall receive reports from the President and Treasurer and may adopt resolutions expressing the views of the delegates on the conduct of AOC business for consideration by the Board of Directors. Notice of each meeting of the Assembly of Delegates shall be sent by or under the supervision of the Secretary to its members at least ten (10) days before the date of the meeting. The quorum shall be the majority of those voting members registered as in attendance.

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

- (1) The Assembly of Delegates may remove, with or without cause, one or more Directors who have been elected by the members. The notice of a meeting of the Assembly of Delegates at which removal of a Director is to be considered shall state that the purpose, or one of the purposes, of the meeting is removal of the director. The Secretary shall include that purpose in the notice upon written request of any two delegates. On a motion to remove a Regional Director, only those delegates representing chapters in that Director's region may vote.
- (2) A special meeting of the Assembly of Delegates may be called by 25% of its voting members who sign, date, and deliver to the corporation one or more demands for the meeting describing the purpose for which it is to be held in the form of information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.
- (3) A delegate may waive notice before or after the date and time stated in the notice. The waiver shall be in the form of information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form, signed by the delegate entitled to the notice, and filed with the minutes. A delegate's attendance at a meeting waives objection to lack of or defective notice of the meeting, unless the delegate at the beginning of the meeting objects to holding the meeting or transacting at the meeting and the delegate's attendance also waives objection to consideration of a particular matter that is not within the purpose described in the meeting notice, unless the delegate objects at the meeting to considering the matter.

### **Section 9.02 Board of Directors**

(a) Regular meetings of the Board of Directors, of which a minimum of three shall be held annually, may be called by the President or scheduled by resolution of the Board of Directors. Notice of each meeting of the Board of Directors 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 Directors 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 be a majority of its voting members.

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

(1) Action by the board of directors may be taken without a meeting if each director signs and delivers to the Secretary a consent in the form of information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form describing the action to be taken. Any such action shall be included in the minutes of the next regular meeting of the Board.

(2) A Director may waive notice before or after the date and time stated in the notice. The waiver shall be in the form of information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form, signed by the director entitled to the notice, and filed with the minutes. A Director's attendance at or participation in a meeting waives notice to the director of the meeting, unless the Director 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 9.03 Executive Committee.** Executive Committee meetings may be called with ten (10) days' notice by the President, President-Elect, or Vice-President, subject to waiver of notice in the same manner as applicable to Board of Directors' meetings under Section 9.02(d)(2).

**Section 9.04 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 Directors' meetings under Section 9.02(d)(2). Committees shall adopt and preserve minutes of their meetings.

**Section 9.05 Electronic Meetings.** At meetings of the Board of Directors, 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 meeting of the Assembly of Delegates may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the delegates have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the delegates, pose questions, and make comments. Participation by such means shall be deemed presence at the meeting.

#### **ARTICLE X EXECUTIVE DIRECTOR**

**Section 10.01 Authority.** The Executive Director shall be the paid Chief Operating Officer of AOC, with responsibility for executing its programs, managing its business affairs, and hiring, supervising, and firing all other employees. The Executive Director is authorized to maintain regular direct contact with all Committee Chairpersons.

**Section 10.02 Qualifications, Selection and Term.** The Executive Director shall be a U.S. citizen who is cleared for, or able to be cleared for, a U.S. Secret level security clearance. After receiving a list of at least three (3) qualified candidates identified and vetted by the Human Resource Committee, the Board shall select the Executive Director, who shall serve at the pleasure of the majority of the Board.

**Section 10.03 Reports.** The Executive Director shall report on Headquarters operations at each meeting of the Board of Directors and Executive Committee. The President shall annually prepare a performance review of the Executive Director and provide it, for information only, to the Board at its year-end meeting.

**Section 10.04 Financial Records.** The financial books of account shall be open to inspection by any member of the Board of Directors and after reasonable notice to any Regular Member.

#### **ARTICLE XI INDEMNIFICATION**

**Section 11.01 Scope of Indemnification.** Subject to Sections 11.02 and 11.03, every Director, Officer, Committee Chairperson or employee of AOC 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 Director, Officer, Committee Chairperson or employee of AOC or other individual involved with AOC 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) acted in good faith and reasonably believed:

- (1) in the case of conduct in an official capacity, 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 in connection with a proceeding:

(a) 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) with respect to conduct for which the individual was adjudged liable on the basis that the director received a financial benefit to which that person was not entitled, whether or not involving action in an official capacity.

## 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 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 Name and Object.** An amendment to Article I of these bylaws may be proposed by a two-thirds vote of Board members present, or by 100 Regular Members. When an amendment has been proposed in accordance with Section 13.01 by 90 days before the date scheduled for distribution of the election ballot in the Operating Manual it shall be submitted to the Regular Members in conjunction with and in accordance with the procedures for the election ballot for that calendar year under Section 4.03; if it has been proposed after that date in a calendar year, it shall be submitted in conjunction with the election ballot for the next calendar year. However, by majority vote the Board may direct that the amendment be submitted to the Regular Members for a ballot vote separately and at a different time from the election ballot, in which case the Board shall set the dates for sending the ballots and by which the ballots must be returned, with an interval between those dates equivalent to that used in the case of election ballots. Such an amendment shall be adopted if approved by a majority of the votes cast by Regular Members, except that when the statute under which AOC is incorporated requires separate approval by different voting groups, it shall be adopted if approved by a majority of the votes cast by each of those voting groups.

**Section 13.02 Other Bylaws Amendments.** Amendments to articles other than Article I may be made exclusively by two-thirds of the entire voting membership of the Board of Directors after notice including a copy of the proposed amendment has been given the Board members at least thirty (30) days prior to the meeting at which the amendment is adopted by any member of AOC. The exclusive authority of the Board of Directors to amend the bylaws with the exception of Article I includes, but is not limited to, amendment of bylaw provisions:

- (a) providing that some of the members have different rights or obligations than other members with respect to voting, dissolution, transfer of memberships or other matters;
- (b) authorizing the levying of dues, assessments, or fees on some or all of the members;
- (c) relating to the termination or suspension of members;
- (d) authorizing the purchase of memberships;
- (e) requiring cause for members to remove a director or specifying what constitutes cause to remove a director;
- (f) relating to the removal of a director who is designated in a manner other than election or appointment; and
- (g) relating to the creation of any body designated to have vested in it some of the powers, authority, or functions of the Board of Directors or of the members.

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## Appendix A

### Ineligible Countries and/or Organizations and Individuals for Membership, Attend Technical Symposium or Exhibits, or Participate in AOC Events

AOC observes all US laws designed to prevent the export of sensitive technology and technology implementation and to protect American and international partner technological accomplishments from potential adversaries.

The Department of State is responsible for the export and temporary import of defense articles and services governed by 22 U.S.C. 2778 of the Arms Export Control Act (ACEA) and Executive Order 13637. The International Traffic in Arms Regulations ("ITAR," 22 CFR 120-130) implements the AECA.

ITAR §126.1 prevents the export of defense technology, products, and services and therefore, any country with ITAR §126.1 restrictions may pose a possible threat of technology export to persons the US government does not want to have access. By preventing such citizens from attending conferences or being members, the AOC is protecting its staff, Board of Directors, members, exhibitors, and speakers from questions or discussions that might accidentally disclose ITAR-protected information.

In accord with the Bylaws (Section 2.02), citizens or entities from countries on the Department of State Directorate of Defense Trade Controls "Country Policies and Embargoes" list ([https://www.pmdtc.state.gov/ddtc\\_public?id=ddtc\\_public\\_portal\\_country\\_landing](https://www.pmdtc.state.gov/ddtc_public?id=ddtc_public_portal_country_landing)) are not eligible for membership in the AOC, to attend the Technical Symposium or Exhibits, or to participate in AOC events. These countries are:

Afghanistan	Kyrgyzstan
Belarus	Lebanon
Cambodia	Libya
Central African Republic	Myanmar (Burma)
China (CPR)	North Korea
Cuba	Russia
Cyprus	Somalia
Democratic Republic of the Congo	Sudan
Eritrea	South Sudan
Ethiopia	Syria
Haiti	Venezuela
Iran	Yemen
Iraq	Zimbabwe

This list is extracted from [https://www.pmdtc.state.gov/ddtc\\_public?id=ddtc\\_public\\_portal\\_country\\_landing](https://www.pmdtc.state.gov/ddtc_public?id=ddtc_public_portal_country_landing) and reviewed and approved by AOC Board of Directors. This list must be reviewed quarterly.

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## Appendix B

### Standing Committees

COMMITTEE NAME	CHAIR	ASSIGNED OPMAN	CHAPTER CHARTER STATUS
Awards	Ken Parks	OpMan 31	Feb 2021
Ethics	Steve Oatman	OpMan 15	Mar 2021
Executive	Brian Hinkley	OpMans 16, 17, 18, 25, 41, 51 & 52	Oct 2022
Finance	Jim Utt	OpMans 21, 22, 23, & 24	Jun 2017
Governance	Wayne Shaw	OpMans 11 & 13	Jun 2017
Advocacy and Outreach	Scott Oliver	None	Sep 2017
Human Resources	Wayne Shaw	OpMans 92	Aug 2017
International Advisory	Erik Bamford	None	Jan 2022
Membership	Eric Colon	OpMans 72, 73 & 74	Sep 2017
Nominations & Elections	Frank Ball	OpMan 32	Aug 2017
Strategic Planning	Tony Lisuzzo	OpMan 14	Aug 2017
Training and Education	Ken Dworkin	None	Oct 2019
Conference	Paul Vavra	None	June 2017

### Ad-Hoc Committees

COMMITTEE NAME	CHAIR	ASSIGNED OPMAN	CHAPTER CHARTER STATUS
Annual Symposium	Lisa Fruge Cirilli	None	Dec 2020
Editorial		None	
History	Wayne Shaw	None	Feb 2022
Young Professional	Amanda Brockermeier	None	Oct 2023
Security	Mark Schallheim	None	Nov 2021