

## OpMan 32 - Nominations and Election Committee

Effective: September 12, 2017

Revised and Approved: March 11, 2021

1. **PURPOSE:** The purpose of this OpMan is to provide direction for the conduct of the election of the President and members of the Board of Directors of the Association of Old Crows (AOC).
2. **AUTHORITY AND RESPONSIBILITY:** Authority and Responsibility is assigned to the AOC Secretary.
  - A. The Secretary shall be responsible for authorizing, overseeing, and ensuring Nominations & Election (N&E) Committee compliance with this OpMan.
  - B. These procedures apply only to the AOC Annual International Election and will be followed by the N&E Committee, the AOC staff and all others involved in the AOC Annual International Election process. Collectively, all are responsible for the integrity and transparency of the election process/procedures and its published results.
  - C. The AOC Annual International Election cycle shall begin each year at the first Board of Directors meeting following the annual Assembly of Delegates when the Board of Directors shall elect the N&E Committee Chairperson (hereafter, "Chair").
  - D. Upon election per 2.C, the N&E Chair shall select a committee of at least five to seven members (including the Chair) and publish their names to the Board of Directors within 60 days. Committee members need not be members of the Board of Directors, but all shall be members in good standing of the association.
    - (1) It is recommended the Chair maintain a Committee balance between Board/Regional, Chapter and At-Large senior leadership members in good standing.
    - (2) The Chair and the Committee members shall declare themselves ineligible for the cycle of elections that is being assembled. (See 2.G below)
  - E. Following the announcement of its members, the N&E Committee shall publish a schedule for the AOC Election Cycle (ref Appendix A) to the Board of Directors. The first action on the schedule shall be the Chair's announcement to the Board of Directors and Chapter Presidents providing the details of the election, the offices and positions open for election, the dates for the opening of the nomination period and the deadline for the submission of nominations as well as the dates of the international election.
  - F. The N&E Chair shall coordinate with the AOC Staff assigned by the Executive Director (typically, the Director of Membership) to support the Committee in order for the Staff to publicize the AOC Annual National Election and the call for candidates in the *Journal of Electronic Defense (JED)* and other AOC media; to keep AOC Chapters and members informed of the election cycle details and voting opportunities; and to assist the Chair/Committee in collecting and organizing candidate information as required for eventual use in those media and for the formal elections process.
  - G. The primary function of the N&E Committee is to recruit and qualify candidates for each eligible/vacant AOC Board position. The Board of Directors shall provide, at its discretion, desired/minimum candidate qualifications/credentials to the N&E Committee for the Committee to use in its candidate qualification discussions. (Said "minimums" shall be published accordingly IAW with 2.E and 2.F above.) It shall be the responsibility of the N&E Chair to monitor those qualifications and eligibility of nominees received for each such position and to take action as deemed necessary to ensure sufficient candidates are presented

for election. Members of the N&E Committee shall ensure that there are no improprieties or appearance of improprieties in the search for candidates.

- (1) An ancillary duty of the N&E Chair and/or Committee is to vet anticipated appointed BOD candidates, at the President's request, under the President's authority as granted by Section 3.06 of the Bylaws.
- H. The N&E Committee shall submit the names of all elected Board incumbents to the Board of Directors as proposed candidates if the proper nomination forms are received and the elected incumbent is eligible and agrees to stand for reelection to his or her present position. The Committee is not obligated to include the names of currently serving elected incumbent Board members who decide to stand for election to another position on the Board (i.e., an incumbent Regional Director decides to become a candidate for At-Large Director).
- I. The N&E Committee shall present the list of candidates as the planned slate for elections, to the Board of Directors by providing copies of the candidates' Nominations Forms no later than ten days prior to the meeting at which the Board of Directors will consider the question of the annual election slate.
- J. The Board of Directors will approve the final slate of candidates. The slate may be approved by the Board of Directors as a group or individually as determined by a majority of those Directors, at a meeting where a quorum exists, prior to the commencement of voting. A majority vote shall be required for approval of the annual election slate.
  - (1) Members of the Board of Directors who are being considered for nomination to their current or a different office shall recuse themselves from discussion of and voting for candidates for the office to which they aspire.
- K. Following approval of the annual election slate by the Board of Directors, the candidates and the unsuccessful candidates will be notified of the Board of Directors' actions by the N&E Chair. The N&E Committee shall submit the approved slate of candidates to the *JED* and other AOC media in time to meet the publication deadlines.
- L. Rules for campaigning for candidates shall be published to the candidates and to the AOC membership in the form of an Election Guide, as directed by the Board of Directors
- M. The voting process shall be outsourced to a qualified, independent contractor as recommended by the N&E Chair and as approved by the Board of Directors. For cost reasons, this method is recommended to be automated via an Internet, web-based service. The contractor shall insure that all voting information during the election set-up and active election phases are protected from inadvertent disclosure and tampering. The N&E Chair, and the Director of Membership (see para. 2.F) shall be the only individuals with access to the sensitive details during the active election phase (for proper zeroing after beta testing to begin the elections, to track statistics of voter participation, to periodically check for any irregularities, and to verify the final results.)
  - (1) If paper balloting is used (particularly in the instance of member-requested paper ballots), the ballot positions of candidates in each category will be determined by a double-blind drawing of lots as supervised by the N&E Chair. If an automated/on-line balloting system as identified above is used that randomizes the sequencing of ballot positions, as is typically the case, then a double-blind procedure is unnecessary.
- N. Immediately upon the close of the elections, the N&E Chair shall request the final results from the online voting contractor and verify that no voting irregularities occurred. Assuming none, the N&E Chair shall provide a report of the official election results to the

AOC Secretary. The AOC Secretary shall then independently review the report and validate the results.

- (1) If there is question about voting results or perceived irregularity the Secretary shall convene an immediate EXCOM meeting to (a) discuss the issue(s) and (b) mediate a solution that validates the election results.
  - (2) If any issue(s) still persist after 2.N(1), the Board will be convened in accordance with Article VII (Meetings) of the Bylaws, for the purpose of adjudicating a solution that leads to final validation of the election results
  - (3) In the event of a tie between candidates that cause an indeterminate result, and the candidates do not involve any sitting Directors, an emergency, official, virtual BOD meeting will be called in accordance with existing notification and quorum guidelines for the purpose of voting to break the tie.
  - (4) Similarly, if a tie occurs and the candidates in question involve one or more of the sitting Directors, an adhoc voting group (AVG) will be assembled by the N&E Chair, consisting of the President (to break a potential tie of this AVG), a minimum of 6 elected BOD members (not involved as one of the candidates), and a minimum of 8 Chapter Presidents. In preparation for a potential tie, the N&E Chair shall assemble each year the AVG's membership 15 days before the start of the election and shall inform the BOD who comprises the AVG. If needed to be invoked, an official virtual meeting of the AVG shall be called in accordance with the normal rules that govern an emergency meeting of the BOD.
- O. Upon validation of the results and vote totals, the N&E Chair will notify any sitting Board Members of their own result and then the AOC Secretary shall report the total results of the election to the Board of Directors. All voting data is available to all Board of Directors members to be used in confidence with the Board and Association staff. Sitting Board Members involved in running for any elected position may recuse themselves at their own discretion.
- P. Once the Board of Directors has been notified, the N&E Chair shall contact all candidates to inform them of the results. The N&E Chair, Executive Director, or Director of Membership will provide a candidate, in confidence, that individual's vote total and their position relative to the lowest successful candidate, upon request. Once candidate notifications have been completed, the AOC Staff shall publish the results to the membership via the JED, e-Crow, and other relevant AOC media.
- (1) Publishing Association-level voting results shall consist of
    - (a) Eligible AOC voter statistics and resultant total voting turnout; and
    - (b) Vote count [yay/nay] for any Constitution or similar referendum/survey issue.
  - (2) Publishing individual-level voting results shall consist of
    - (a) In single races: If a Ranked Choice Voting (RCV) process is implemented in any election cycle, then the results will be published with the name of the successful candidate. Otherwise, the successful candidate (by-name) and the percentage of votes cast for that candidate in that race. If opposed by one, no further details will be published. If opposed by more than one other, the next two placed candidates will be published anonymously with their respective voter percentages received.
    - (b) In multiple selection races (At-Large Directors): If a Ranked Choice Voting (RCV) process is implemented in any election cycle, then the results will be

published with the names of all successful candidates. Otherwise publish the successful candidates and if opposed by one other, no further details will be published. If opposed by more than one other, the next two placed candidates will be published anonymously with their respective voter percentages received.

- Q. Newly elected Directors shall be installed as directed by the Board of Directors. (See Section IV of the AOC Bylaws.)
- R. The N&E and Audit Chairs will retain actual vote results until the installation of all elected officers. After installation, the AOC Secretary and the Executive Director shall retain the results for a minimum of three (3) years from the date of installation. The aforementioned contractor shall be consulted to insure that voting records in their possession are also kept for a minimum of three (3) years from the date of installation.

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## Appendix A – Annual Elections Cycle

2021



Quorum Count	ELECTION CYCLE	B	C	A	B	C	A	B	C	A	B
	Election State (ESL) ***Term Ltd Appointed (A)	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026
1	A At-Large #1	Watters	Ryan(A)	Ryan (A) ESL			Hinkley ESL				ESL
2	A At-Large #2			Patschke ESL			Kawahigashi ESL				ESL
3	B At-Large #3	Harm, Hinkley, Kammier, ESL			Kammier*** ESL			Patschke ESL			ESL
4	B At-Large #4				Stupples ESL			Ryan ESL			ESL
5	C At-Large #5	Caruso	Ebert (A) ESL			Andrews ESL			ESL		
6	C At-Large #6		Bourque ESL			Wittstruck ESL			ESL		
7	A International 1			Robertson ESL			Robertson*** ESL				ESL
8	A Pacific			Nelsen ESL			Lu ESL				ESL
9	A Northwest	[Established 2017]	Hinkley (actg) ESL	[One-time extension to 4-yr term approved by BOD in 2017]			Schallheim ESL				ESL
10	B International 2	[One-time extension to 4-yr term approved by BOD in 2016]			Walsh*** ESL			Opfer ESL			ESL
11	B Southern	McFalls (A) ESL			Brigance ESL			Brigance*** ESL			ESL
12	B Northeast	Amoroso ESL			Ryan (A) ESL			Murphy ESL			ESL
13	C Mountain-West	Roberts ESL	[One-time extension to 4-yr term approved by BOD in 2017]			Roberts*** ESL			ESL		
14	C Central		Koesters*** ESL			Everly ESL			ESL		
15	C Mid-Atlantic		Pryor ESL			Pryor*** ESL			ESL		
16	Appointed #1	Quinn	Hinkley	Bourque	Koesters	Das					
17	Appointed #2	Carlson	Lyke	Harm	Harm	Bourque					
18	President	Fruge-Cirilli	Fruge-Cirilli	Watters	Watters	Carlson	Carlson	2021 Slate	2021 Slate	2023 Slate	2023 Slate
19	President-Elect / Vice President	Watters (A)	Watters	Wittstruck (A)	Carlson	Hinkley	2021 Slate (President-Elect)	Appointed VP from BOD	2023 Slate (President-Elect)	Appointed VP from BOD	2025 Slate (President-Elect)
	<b>BOD Quorum [IPP optional]</b>	18 ... [+1]		18 (in Appointed VP years) or 19 ... [+1]							
	Immediate Past President (IPP) [+1]	Hime	Hime	Fruge-Cirilli	Fruge-Cirilli	Watters	Watters	Carlson	Carlson	(2021 Slate)	(2021 Slate)
	BOG #1	Andrews	Andrews	Hinkley	Lyke	Lyke					
	BOG #2	Wittstruck	Wittstruck	Lyke	Amoroso	Qunitero					



## Nominations and Election Committee Template

Action	Sequence Criteria	POC	Action Date
<b>Organization of the N&amp;E Committee</b>			
Election of N&E Committee Chair	First BoD Mtg after Last Assembly of Delegates	BoD	
Appointment of N&E Committee	Last Assembly of Delegates + 60 days	Chair	
Announcement of N&E Committee to BoD	First Bod Mtg + 60 days	Chair	
<b>Call for Candidates</b>			
Nomination Letter to BoD/Chapter Presidents	Delegates Mtg – 9 Mos.	Chair	
Call for Candidates Notice in JED	Delegates Mtg – 9 Mos.	Staff	
<b>Solicitation of Nominations</b>			
Opening of Nomination Period	Delegates – 8 Mos.	Staff	
Deadline for Nominations (1 Month active solicitation)	Delegates – 7 Mos.	Staff	
<b>Committee Deliberations</b>			
Selection of Recommended Slate	Delegates – 6 ½ Mos.	N&E	
<b>Selection of Candidates</b>			
Nomination Packets to Board of Directors (10 days prior to BoD Mtg)	Delegates – 6 Mos.	Staff	
Board of Directors Approves Slate of Candidates	at Bod Mtg Delegates – 6 Mos.	BoD	
Notification Letters to Candidates	Delegates – 5 ½ Mos.	Chair	
<b>Publication of Candidates</b>			
Election Guide Submitted to <i>JED</i>	Delegate – 5 Mos.	Staff	
Develop Candidate Election Materials -- Videos, Biographies, Get Out the Vote Statements	Delegates – 4 Mos.		
<b>Annual Election</b>			
Run Mock Election Tests - Then "Zero" w/ Contractor	Delegates – 3 Mos.	Chair/Staff/BOD	
Paper Ballots Mailed to Members	As Requested	Staff	
Start of Election	Delegates – 2 Mos.	OpMan	
N&E Chair/Audit Chairs Monitoring of Election	Duration 1 Mo.	Chairs	
End of Election	1 Mo. After start	OpMan	
<b>Notification of Election Results</b>			
Authentication of voting integrity	1 Day after Closing Voting	Audit Chair	
Election Results Reported to & Validated by AOC Secretary	Within 1 week of Closing	Chair	
Election Results Reported to Board of Directors	ASAP after Sec Validation	Secretary	
Election Results Reported to Candidates	Immediately following BoD Acceptance	Chair	
<b>Announcement of Election Results</b>			
Election Results - Website	Delegates – 1 Mo.	Staff	
Election Results - e-Crow	Delegates – 1 Mo.	Staff	
Election Results - <i>JED</i>	Delegates – 1 Mo.	Staff	
Installation of New Officers	In Conjunction with Assembly of Delegates	BoD	

2021 N&E Committee Members
Keith Everly, Chair
Sharon Lyczak

Greg Patschke  
Lisa Fruge-Cirilli

Dave Hime

Jim Utt
Bob Andrews
Sam Roberts
Sue Robertson

Sam Roberts  
Sue Robertson

AOC Staff:  
Glorianne O'Neilin