

BYLAWS

Association of Old Crows Political Action Committee

(Updated 12/3/24)

Article I -Name

The name of this organization shall be the ASSOCIATION OF OLD CROWS POLITICAL ACTION COMMITTEE (hereinafter referred to as "CROW PAC").

Article II - Organization

CROW PAC shall be a voluntary, nonprofit, unincorporated organization operating as a separate, segregated fund of the Association of Old Crows.

Article III - Principal Office and Address

The principal office of the Committee shall be located at 1001 N. Fairfax St, Alexandria, VA.

Article IV – Purpose

Section 1. The purpose of the Committee is to provide the opportunity for individuals who are members of the Association of Old Crows, who are United States citizens or Green Card Holders, and are interested in advancing electromagnetic spectrum operations (EMSO) capabilities, readiness, and professional community to contribute to the support of worthy candidates for Federal, state, or local office who believe, and have demonstrated their beliefs in, the principles to which the organization is dedicated. CROW PAC may also contribute to the leadership PACs of federal candidates. To further these purposes, CROW PAC is empowered to solicit, directly or indirectly, and accept, voluntary personal contributions, and to make expenditures in connection with the attempt to influence the selection, nomination, or election of any individual to any Federal, state, or local office.

Section 2. CROW PAC, and its officers and subcommittees, shall possess and may exercise all powers and privileges set forth in these Articles or incidental thereto, together with all powers and privileges necessary or convenient to the conduct, promotion, or attainment of the purposes of the Committee or these Articles.

Article V – Participation

Any individual member of the Association of Old Crows who is a United States citizen or Green Card Holder is eligible to voluntarily contribute to CROW PAC. CROW PAC is required to receive prior approval for solicitation from eligible employees of members companies, and thereafter is authorized to solicit and accept contributions from any person from whom contributions may be lawfully solicited.

Article VI – Contributions

Section 1. All contributions to CROW PAC by members of the Association of Old Crows shall be voluntary, and no contribution to CROW PAC shall be solicited or secured by physical force, job discrimination, or financial reprisal, or threat thereof, or as a condition of employment.

Section 2. Basic policies with respect to the expenditure or distribution of all contributions to the Committee shall be within the sole discretion of the officers of CROW PAC.

Article VII – Separate Segregated Fund (SSF)

All contributions to the Committee shall be maintained by the Committee as a separate segregated fund in one or more designated campaign depositories, and all expenditures by the Committee in support of any candidate or political committee shall be made from that fund and no other source.

Article VIII – Officers and Board of Directors

Section 1. Officers – The officers of CROW PAC shall be the Chairman, Vice Chairman, Treasurer, Assistant Treasurer, and Secretary.

Section 2. Eligibility - Officers must be U.S. citizens. No officer may hold more than one office concurrently.

Section 3. Board of Directors – The Board of Directors of CROW PAC shall be comprised of no more than 10 individuals on a voluntary basis, plus one (1) ex officio member appointed from the Association of Old Crows Board of Directors. Each Officer and Board of Director term is three (3) years and Board members can serve no more than two (2) consecutive terms or three (3) terms total.

Section 4. Establishment of the Board of Directors – The inaugural CROW PAC Board of Directors and officers shall be appointed by the Association of Old Crows Board of Directors for one (1) term unless otherwise determined by the CROW PAC Board of Directors. The CROW PAC Board of Directors shall establish terms for nominations and elections and corresponding governance within three (3) years.

Section 5. Non-voting Members of the Board of Directors – Permanent non-voting members of the CROW PAC Board of Directors include, (1) the AOC Executive Director; (2) the AOC Director of Advocacy and Outreach; and (3) any registered lobbyist representing the AOC.

Section 6. Duties of the Chairman – The Chairman shall administer and have general and active management and supervision of all the affairs of the Committee.

Section 7. Duties of the Treasurer – The Treasurer shall be the chief financial officer of the Committee, shall keep the financial and other records of the Committee, shall comply with all applicable requirements required by law, shall file appropriate Federal, state, or Local disclosures, and shall perform such other duties as may be assigned to him by the Chairman.

Section 8. Succession – In the event of a vacancy in the offices of either the Chairman or Treasurer, the Vice Chairman and Assistant Treasurer shall succeed to the offices of Chairman and Treasurer, respectively, to serve until the next regular annual election of officers.

Section 9. Selection of Candidates – Within 180 days of the establishment of CROW PAC, the CROW PAC Board of Directors must report to the Association of Old Crows Board of Directors with a defined process for selecting candidates to support through CROW PAC operations.

Article IX – Governance

Section 1. Reporting – The CROW PAC Board of Directors reports to the AOC Board of Directors on a quarterly basis and provides monthly financial statements to the AOC Executive Committee. The AOC Board of Directors has full oversight authority and may require additional reporting as deemed necessary to ensure transparency and accountability.

Section 2. Subcommittees – The establishment of subcommittees is at the sole discretion of the CROW PAC Board of Directors.

Section 3. Compliance – A PAC administrator will be responsible for compliance with Federal Election Commission laws. The PAC administrator will be funded by the Association of Old Crows. No membership dues, individual or corporate, will be used to fund the costs associated with CROW PAC administration.

Section 4. Amendments – These bylaws may be altered, amended, repealed, or new bylaws may be adopted, at any meeting of the Association of Old Crows Board of Directors by a majority vote of those present, so long as the Association of Old Crows Board of Directors is given at least five days' written notice of the intention to alter, amend, or repeal the bylaws or to adopt new bylaws at such meeting.

Article X - Indemnification

Section 1. Scope of Indemnification – Subject to Article X, Sections 2 and 3, every Director, Officer, Committee Chairperson or employee of AOC and such others as may be specified by the CROW PAC 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 2. Standard for Indemnification - Subject to Article 10, Section 3, indemnification under Article 10, Section 1 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 3. 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 XI – Dissolution

CROW PAC may be dissolved at any time by the majority vote of the Association of Old Crows Board of Directors. In the event of such dissolution, all funds contained in the Committee’s campaign depository shall be distributed in a manner appropriate to existing state law.