



AOC Educational Foundation

OpMan 11 – Foundation Purpose, Oversight, and Responsibilities

Effective Date: 21 October 2021

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1. **PURPOSE:** To define the role, structure, and guiding principles of the AOC Educational Foundation and to establish a framework for its operational policies and procedures. This Operating Manual (OpMan) ensures that all Foundation activities are aligned with its mission, fulfill legal and regulatory requirements, and promote effective stewardship of resources in support of educational, charitable, and strategic goals.

Mission

The AOC Foundation shall be an organization for individuals who promote education and career development across the global electromagnetic warfare (EW) and spectrum operations community. Our vision is to empower the next generation of EMSO professionals through innovative education, strategic partnerships, and a commitment to excellence in career development.

2. **RESPONSIBILITIES:**

A. The Foundation Board of Governors is responsible for:

- Establishing and upholding policies that govern the Foundation's programs, operations, and financial activities.
- Ensuring all initiatives support the Foundation's charitable mission and adhere to IRS 501(c)(3) nonprofit guidelines.
- Overseeing compliance with applicable laws, regulations, and internal policies.
- Providing oversight for Foundation-managed programs, including scholarships, grants, fundraising, and special initiatives.
- Reviewing and approving policies outlined in all subordinate Operating Manuals.

B. Foundation Staff are responsible for:

- Executing the policies and procedures set forth by the Board.
- Managing the day-to-day operations of the Foundation's programs.
- Maintaining accurate records and documentation to support transparency, reporting, and compliance.
- Coordinating with chapters, donors, volunteers, and partners to deliver mission-aligned activities.
- Providing guidance and support to chapters operating under the Foundation umbrella.



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3. **BOARD MEMBERS' LEGAL RESPONSIBILITIES:** Members of the Foundation's Board of Governors are expected to fulfill their fiduciary duties, including:

- Duty of Care – Act in good faith and in a manner that is reasonably believed to be in the best interests of the Foundation.
- Duty of Loyalty – Place the interests of the Foundation above personal or professional interests and avoid conflicts of interest.
- Duty of Obedience – Ensure that the Foundation complies with applicable laws and operates in alignment with its charitable mission.

4. **ETHICAL CONDUCT AND CONFLICT OF INTEREST:** All Board members, officers, staff, and volunteers must act ethically and in accordance with the Foundation's values. A Conflict-of-Interest Policy is maintained, and all members are required to disclose potential conflicts annually and as they arise. All parties must avoid any activity that may improperly benefit themselves or others personally at the expense of the Foundation's charitable mission.

This policy applies to all members of the Foundation's Board of Governors, officers, employees, and volunteers who are in a position to make or influence decisions on behalf of the Foundation. Volunteers with access to sensitive information or involved in financial, programmatic, or donor-related activities are expected to disclose potential conflicts and adhere to the same ethical standards as board and staff.

5. **ACCOUNTABILITY AND REPORTING:** The Foundation is committed to transparency, accountability, and ethical conduct. Staff, board members, or volunteers who observe misconduct, mismanagement, or unethical behavior are encouraged to report concerns in accordance with AOC and the Foundation's Whistleblower Policy. Retaliation against individuals who report concerns in good faith is strictly prohibited.

6. **RELATIONSHIP TO THE AOC:** While the AOC Educational Foundation is a separate legal entity from the AOC Association, it shares governance through common members of the Executive Committee and Board. The Foundation maintains distinct financial accounts, operational policies, and compliance obligations in accordance with its 501(c)(3) status. Shared staff and infrastructure are managed under clearly defined roles to preserve the legal and functional independence of the Foundation.

7. **GOVERNANCE STRUCTURE:** The Executive Committee shall be responsible for the affairs of the AOC Foundation, subject to the direction of the Board of Governors (BOG). The BOG includes as voting members: the members of the AOC Executive Committee, the Immediate Past President, the AOC Regional Directors, and two Adjunct Governors selected in accordance with Section 4.03 of the AOC Foundation Bylaws. In accordance with Section 6.03 of the Foundation Bylaws, the President may appoint a member of the Board of Governors to serve as the Chair of the Foundation. The Chair, when appointed, is not an officer of the Foundation but, at the request of the President, may provide leadership and oversight of Foundation activities and serve as the



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principal point of coordination for its work. The Executive Director serves as a non-voting member. The Director of Foundation Operations shall serve as the staff liaison for the Foundation.

8. **PROGRAMMATIC FOCUS AREAS:** The Foundation fulfills its mission through the following primary program areas:

- Global and Chapter Scholarship Programs – Providing financial support to students pursuing education related to electromagnetic spectrum operations.
- Youth STEM Engagement – Supporting science, technology, engineering, and mathematics initiatives to inspire the next generation of innovators.
- Community Education – Promoting broader public understanding through educational events and resources.
- Grant-Making and Special Projects – Supporting emerging needs or mission-aligned initiatives.

Each program is governed by its own Operating Manual, maintained by staff and approved by the Foundation Board of Governors.

9. **RELATED OPERATING MANUALS:** The following Operating Manuals provide detailed policies and procedures that fall under the governance of this Purpose & Oversight OpMan:

Section 10 – Governance and Compliance

- OpMan 11 – Purpose, Oversight, and Responsibilities
- OpMan 13 – Bylaws
- OpMan 14 – Strategic Planning
- OpMan 15 – Code of Ethics
- OpMan 16 – Meeting Minutes (*shared with AOC*)
- OpMan 18 – Non-Discrimination Policy (*shared with AOC*)
- OpMan 19 – Whistleblower Policy (*shared with AOC*)

Section 20 – Finance and Operations

- OpMan 21 – Financial Management
- OpMan 22 – Reserve Fund Investment Policy
- OpMan 23 – Travel and Expense (*Shared with AOC*)
- OpMan 24 – Records Retention (*Shared with AOC*)
- OpMan 25 – Anti-Trust Compliance Policy (*Shared with AOC*)
- OpMan 26 – Grant-Making Procedures

Section 30 – Scholarship Program



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- OpMan 31 – Global Scholarship Program
- OpMan 32 – Chapter Scholarship Program
- OpMan 33 – Future 5 Program

Section 40 – STEM Program

- OpMan 41 – STEM Operations

Section 50 – Community Education Program

- OpMan 51 – Community Education Operations

10. **REVIEW AND MAINTENANCE OF POLICIES:** This OpMan is maintained by Foundation staff and reviewed by the Foundation Board of Governors. It will be reviewed at least every two years and updated as needed to ensure compliance with legal standards and alignment with evolving program goals.