

**THE PALMETTO ROOST CHAPTER
OF THE
ASSOCIATION OF OLD CROWS**

Constitution and By-Laws

**Revision D
27 MAY 2021**



Charleston, South Carolina



Revision History

Revision	Date	Author(s)	Description
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B	28 January 2010	Dave Walman	Updated for Palmetto Roost Committees
C	01 July 2012	Dave Walman	Removal of Consecutive Term Limits for President and Director Attendance
D	27 May 2021	Dave Walman	Addition of Code of Ethics and Non-Discrimination Policy

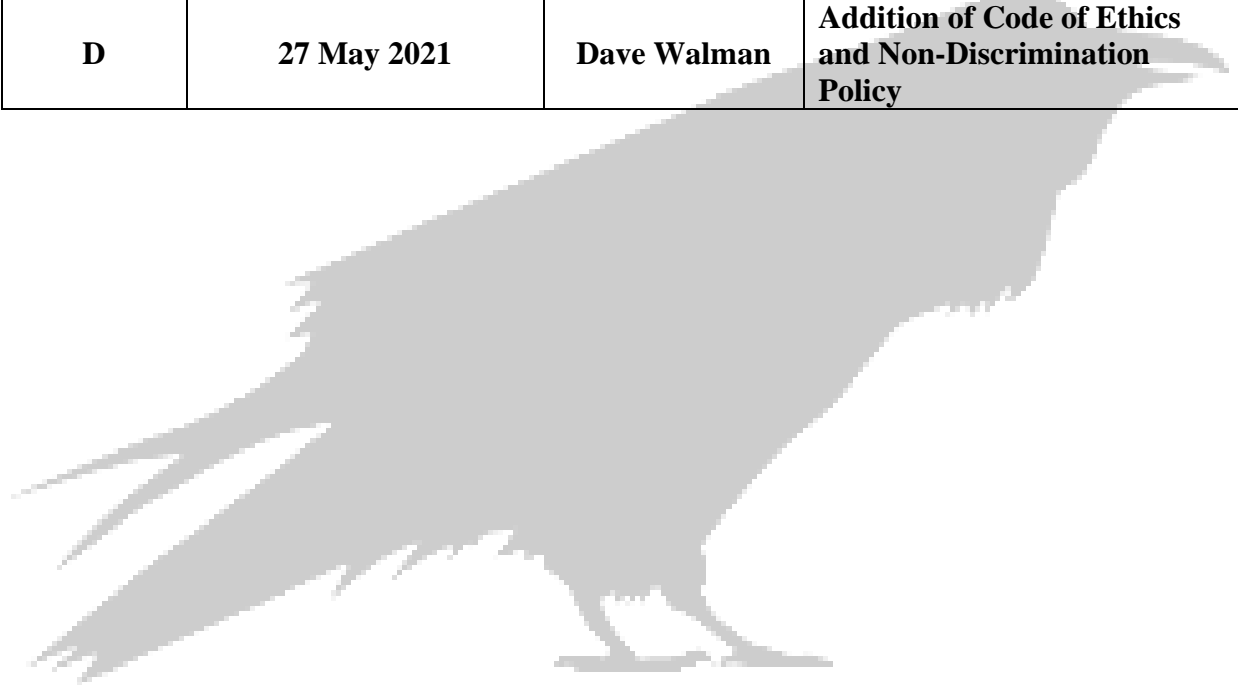




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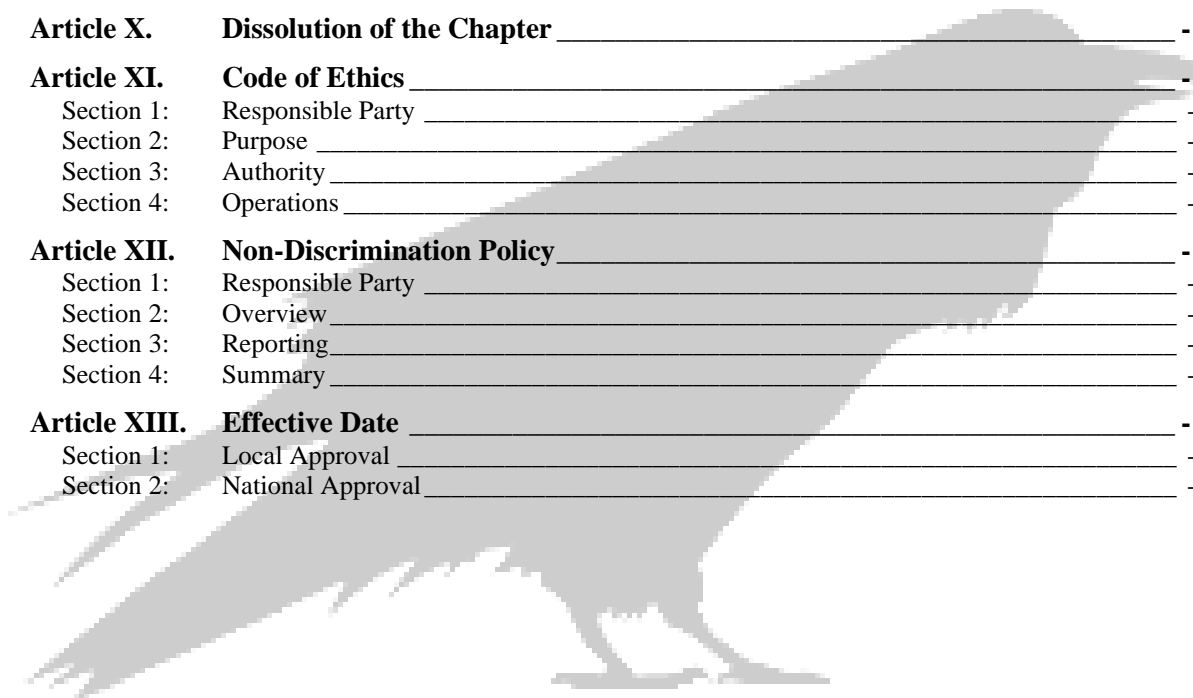
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Article I. The Association

Section 1: Name

The name of this Chapter shall be “*The Palmetto Roost Chapter of the Association of Old Crows.*” The chapter shall be sanctioned by the International Association of Old Crows, and all chapter constitution and by-laws are specifically reviewed and approved by that sanctioning organization.

Section 2: Objective

The Palmetto Roost Chapter of the Association of Old Crows (AOC) has been formed to further within its territory the aims, purposes, and programs of the AOC, that is to provide an organization for individuals having a common interest in EW/EMSO/CEMA/IO who wish to foster and preserve the art; to promote the exchange of ideas and information; to recognize the advances and contributions to EW/EMSO/CEMA/IO; to document the history of EW/EMSO/CEMA/IO and to commemorate fittingly the memory of fellow practitioners. In all cases, the formation of a chapter must be consistent with these purposes. The chapter shall encourage original research; foster the dissemination of new knowledge; further the professional development of those engaged in related scientific, engineering, management and operational activities; improve public understanding of the profession and its contributions, encourage education in appropriate engineering and scientific specialties and appropriately recognize outstanding professional accomplishments.

Section 3: Composition and Nature

The Palmetto Roost Chapter shall be civilian in nature. It shall not be used for the dissemination of partisan principles, for the promotion of the candidacy of any person seeking public office, or for promotion of any outside commercial enterprise.

Section 4: Affiliates

The Palmetto Roost Chapter shall be affiliated with, and each member shall be endorsed by AOC Headquarters.

The Palmetto Roost Chapter conducts a number of its activities at Naval Information Warfare Center – Atlantic (NIWC-ATLANTIC) facilities only with the written consent of the installation commander. These activities, such as the monthly public membership meeting, are conducted on base to accommodate the large number of base employee membership, and in acknowledgement of the close relationship of the Chapter goals to the directly related missions being performed by NIWC-ATLANTIC organizations.



Section 5: Parliamentary Authority

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 By-Laws and any special rules of order the AOC may adopt.

Section 6: National Emblem

The National Emblem of the Association of Old Crows shall be determined by the National Board of Directors (BoD).

Section 7: Local Emblem

The Local Emblem of the Palmetto Roost Chapter shall be determined by the chapter BoD.

Section 8: Conformity

The provisions of this Constitution and By-laws shall be subject to the Constitution and By-laws of AOC Headquarters, as presently provided for as the same might hereafter be amended. In the event of any inconsistencies between the provisions of this Constitution and By-Laws and the Constitution and By-Laws of AOC Headquarters, then the provisions of the Constitution and By-Laws of AOC Headquarters shall govern and prevail.

Article II. Membership

All members of the AOC who reside in the chapter's jurisdiction, as approved by the AOC BoD, shall be eligible for membership. Membership classification shall be in accordance with AOC Headquarters By-Laws and Constitution. There shall be three (3) types of memberships: Regular, Honorary, and Corporate.

Section 1: Regular Membership

Regular members shall be entitled to all powers and privileges of AOC memberships except as defined: Citizens from countries and/or organizations that follow policies in opposition to the interests of the United States shall not be eligible for membership in the AOC, able to attend the Technical Symposium or Exhibits, or to participate in AOC events. The list of ineligible countries and/or organizations shall be designated on the U.S. Department of State [Terrorist Exclusion List](#), in compliance with Section 411 of the USA PATRIOT ACT of 2001 (8 U.S.C. § 1182).

Section 2: Honorary Membership

Honorary Memberships may be conferred by the Chapter's BoD with final approval authority from AOC Headquarters, upon persons who, due to their position or efforts, may or have contributed to the aims of the AOC or the EW/IO fields.



Section 3: Corporate Membership

Companies and Corporations of the United States or closely allied with the United States, who are interested in furthering the aims and goals of the AOC may become Corporate Members of the AOC. The company or corporation as an entity itself shall have no special privileges in voting or membership on the BoD.

Section 4: Association Dues

Initiation fees and annual dues shall be as specified by the AOC and shall be made payable to the AOC. AOC Membership is required to be a member of the Palmetto Roost Chapter. Annual dues to the AOC include a subscription to the AOC's monthly publication, *The Journal of Electronic Defense (JED)*.

Section 5: Chapter Dues

At the discretion of the chapter's BoD, the chapter may also levy dues upon its affiliated members as may be required to carry out its programs. Such assessments or dues shall, during a calendar year, never exceed the amount of AOC annual membership dues. The Palmetto Roost Chapter has no local dues, but reserves the right to assess local dues, should the membership deem such action necessary.

Section 6: Territory

AOC Headquarters assigns members to individual chapters according to members' geographic area. Membership will be moved to a new chapter jurisdiction upon notification of change of address to the AOC. The Palmetto Roost chapter territory shall be that area within commuting distance of Charleston, South Carolina to include such additional or fewer cities and state subdivisions as may be deemed appropriate by the AOC.

Current zip codes within the Palmetto Roost chapter territory include:

{22134; 29039; 29044; 29063; 29072; 29150; 29153; 29154; 29212; 29334; 29341; 29404; 29405; 29406; 29410; 29418; 29419; 29420; 29423; 29449; 29461; 29466; 29483; 29485; 29492; 29510; 29572; 29585; 29588; 29605; 29617; 29621; 29630; 29650; 29654; 29670; 29676; 29690; 29697; 29706; 29710; 29730; 29731; 29907; 29909; 29910; 29928}

Article III. Officers and Directors

Section 1: Officers

There shall be two (2) classes of officers; elected and appointed. The Officers of the Palmetto Roost Chapter shall be President, Vice President, Secretary, and Treasurer.

Section 2: President

The President is the only elected officer of the Chapter. The Vice-President, Secretary, and Treasurer shall be appointed by the elected President from among the elected Directors of the Chapter.



The President shall exercise the powers and perform the duties assigned to this office by the Constitution and By-Laws of this Chapter, and as such shall generally supervise the management of chapter affairs. The President shall have full power to enforce the provisions of the Constitution and By-Laws, and the will of the AOC Headquarters and Palmetto Roost Chapter Membership. The President shall preside at the Chapter Meetings and shall be chairperson of the Chapter BoD. The President shall appoint all necessary committees and shall perform such other duties as are usually incident to the Office. The President shall also be a member of the Regional Executive Committee. The President shall be responsible for the daily mail activities of the Chapter.

The President shall be elected by the regular membership at large to serve for a period of two (2) years and thereafter until the successor is duly elected and installed.

Section 3: Vice-President

The Vice-President shall perform such duties as may be assigned to him by the President or by the Chapter BoD within the terms of the Constitution and By-Laws, and shall perform such other duties as are usually incident to the Office. The Vice President shall discharge the duties of the President whenever, at the discretion of the BoD, the disability or absence of the President makes service advisable. The Vice President shall be appointed by the President from the current elected BoD.

The Vice-President shall serve for a period of two (2) years and thereafter until a successor has been chosen.

Section 4: Secretary

The Secretary shall keep a record of the proceedings of all meetings of the Chapter BoD and of all other matters of which a record shall be ordered by the President or Chapter BoD, being responsible for the official correspondence of the chapter and distributing a copy to AOC Headquarters. The Secretary shall be responsible for overseeing the Palmetto Roost website as well as the production, editing, and distribution of the monthly newsletter, in both paper and electronic format, as applicable. The Secretary shall perform such other duties as may, from time to time, be assigned to the Secretary by the President.

The Secretary shall serve for a period of two (2) years and thereafter until a successor has been chosen.

Section 5: Treasurer

The Treasurer shall collect and disburse all funds of the Chapter and shall serve as custodian of such funds. The Treasurer shall keep regular accounts in books belonging to the Chapter, which shall be open to inspection by any member of the Chapter BoD. The Treasurer shall submit monthly reports on the condition of the Treasury to the Chapter BoD, tracking budgeted incomes and expenses with actual incomes and expenses by line item. The Treasurer shall perform such other duties as may be assigned to the Treasurer by the Constitution and By-Laws of the Chapter or which are usually incident to the Office.



The Treasurer shall serve for a period of two (2) years and thereafter until a successor has been chosen.

Section 6: Directors

There shall be a total of six (6) Directors of the Palmetto Roost Chapter. A director, elected to the office of President, will relinquish the remaining term as Director. The remainder of the term of a director who is elected President, or who resigns, shall be filled by a candidate whose nomination to the BoD yielded the next highest number of votes following those who are elected. Directors shall perform such duties as may be individually assigned by the chapter president or by the BoD.

Directors shall be elected for a period of three (3) years in duration. Their terms shall be staggered such that a proportionate number are elected each year. One-third ($\frac{1}{3}$), or a total of two (2) Directors shall be elected each year.

Section 7: Board of Directors

The Board of Directors shall be the chapter governing body and shall be composed of the President, Vice-President, Treasurer, Secretary, and Directors. Additionally, the immediate Past-President and the AOC Regional Director shall serve as ex-officio members of the BoD, but shall not have voting power. In addition to such powers as are specifically conferred upon it by the By-Laws, the BoD shall be responsible for directing the chapter affairs and may make such rules and procedures, as it deems advisable, consistent with the By-Laws. This record shall be open to review by any Regular Member upon reasonable notice.

Between meetings, the administrative power of the Chapter shall be vested in the BoD. In addition to such powers as are specifically conferred upon by the Constitution or by any other By-Law, the BoD shall be responsible for the general management of the affairs of the Chapter and may make such regulations as it deems advisable, not inconsistent with the Constitution and By-Laws. The BoD is authorized to incorporate other AOC organizations for the purpose of fulfilling the Goals and Purposes of the AOC. The Chapter Secretary shall keep a written record of its proceedings and shall make a written report of the Chapter's activities.

A majority of the voting members of the BoD shall constitute a quorum, specifically four (4) BoD members constitutes a quorum. Absent members may have their vote recorded on matters provided the vote in writing of such absent members as to said matters is received by the Secretary of the Chapter prior to the meeting. Those Regular Members present at duly announced meetings shall constitute a quorum of the general membership.

Section 8: Chapter Advisor

The NIWC-ATLANTIC Technical Director or his appointee within NIWC-ATLANTIC shall serve as the Chapter Advisor to the Palmetto Roost. The Chapter Advisor is not a voting member of the BoD.

Section 9: Election Procedure



Voting shall be conducted following the closeout of nominations by secret, mailed ballots. The ballots shall be counted no later than fifteen (15) days after the closeout of the election in the presence of a majority of the Election Committee and retained for a period of three (3) months. The results shall be announced no later than fifteen (15) days after the ballots have been counted. Chapter officers for the following year shall be installed no later than the end of the calendar year.

Section 10: Attendance

In the event that an officer or board member is unable to attend a chapter function where their duties are required, that officer or board member shall secure a substitute and provide that substitute with written instructions and the information necessary to carry out the assigned duties in his/her absentia. Additionally, the Chapter President and Vice President shall be notified prior to the meeting as to who will be taking on the roles and responsibilities in that officer's or board member's absence.

Section 11: Vacancies

Vacancies shall be filled by appointment of the President. The Vice President will assume the duties of President in the absence of the elected President and serve until the next scheduled election.

Section 12: Removal of Directors

A Director may be removed from his/her position, without cause, with the approval of two-thirds ($\frac{2}{3}$) of the BoD at a meeting at which a quorum is established.

Article IV. Fiscal Responsibility

Chapter officers are reminded they have a fiduciary responsibility to the AOC regarding chapter funds. The officers and directors of inactive or closed chapters must return funds to the AOC or risk being held personally responsible.

Section 1: Tax-Exempt Status

For U.S. Chapters: The AOC was granted its exemption from U.S. federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954. Such tax exemption is not automatic, and as recent IRS actions show, it is not permanent.

Chapters of the association in the United States obtain their initial tax-exempt status under a group exemption letter, which is submitted, annually to the IRS by the AOC headquarters. This status is valued highly and must be protected at all times by the chapters and the headquarters. To maintain this status certain conditions must be met. First, the association and its U.S. chapters must comply with the purpose, character and method of operation as specified in the Constitution and By-laws. Second, the central organization in the form of the AOC headquarters must maintain control of its U.S. subordinate chapters and regions. If called upon to do



so by the IRS, the AOC must submit evidence to show that it maintains adequate control. To be included in the group exemption letter, the following are required:

- Written authorization from each chapter granting the headquarters the authority to include the chapter in its group exemption letter. A duly authorized officer of the subordinate activity must sign this authorization. (Completion of the new petition fulfills this requirement.)
- The chapter must submit copies of its By-Laws to the AOC BoD for approval and retention in permanent files.
- Any change in the purpose, character or method of operation of a chapter must be submitted to the AOC Board for review and reported annually to the IRS. The AOC BoD must approve all changes to a chapter's By-Laws after approval at the chapter level.

Chapters are not required to submit federal income tax returns to the IRS as long as their financial data is included in the AOC IRS returns. Chapters are required to submit a comprehensive financial report no later than 01 March each year.

Section 2: Unrelated Business Income

IRS guidelines concerning the income producing activities of nonprofit associations continue to evolve. The most closely scrutinized area concerns those activities, which the IRS considers to be unrelated business income.

The IRS has ruled that income derived from advertising in periodicals published by nonprofit associations is unrelated business income, and thus, is subject to federal income tax.

Income from technical symposia, exhibits and associated activities is not taxable as unrelated business income.

Section 3: Fiscal Year

The Fiscal Year (FY) of the Palmetto Roost Chapter shall correspond to the calendar year, commencing 01 January and terminating 31 December. The BoD meeting held in October will discuss the budget requirements for the upcoming year. The budget shall be approved in November.

Section 4: Financial Authority

The BoD will vote on specific monetary matters until such time as the budget for the next fiscal year has been approved.

- The President, Vice-President, and Treasurer have authority to sign checks from the Palmetto Roost Chapter Regular checking account.
- The President, Vice-President, Treasurer, and Symposium Chair, have authority to sign checks on the Palmetto Roost Symposium checking account.



- The President, Vice-President, Treasurer, and Educational Foundation Chair have authority to sign checks from the Palmetto Roost Chapter Educational Foundation checking account.

Section 5: Indemnification

Every Director, Officer, Committee Chair, employee of the Association and such others as specified from time to time by the BoD shall be indemnified by AOC against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them 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 Chair, employee of the Association or any settlement thereof, whether the person is a Director, Officer, Committee Chair, or employee at the time such expenses are incurred.

The sole exception is in such cases wherein a Director, Officer, Committee Chair, or employee may be adjudged guilty of negligence, willful misfeasance, or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

Article V. Chapter Meetings

A minimum of three (3) meetings or activities of the membership must be held each year for the chapter to remain active.

Section 1: Regular Meetings (Monthly Membership Meetings)

The Chapter BoD shall meet each month. The Chapter shall meet on the dates and locations established by the President. The Palmetto Roost Chapter shall normally meet on the **4th Thursday** of the month at the designated facilities.

Section 2: Special Membership Meetings

Special BoD meetings may be held upon reasonable notice at the call of the President, acting under authority granted by a majority of the Chapter BoD. In addition, the Secretary shall call a special meeting upon written request from two (2) or more members of the Chapter BoD. All meetings and their proceedings are open to the general membership.

Section 3: Notification of Meetings

Notification of meetings shall be by public announcement to area news media or mailed announcement prior to the meeting date. Notification is usually provided via the Palmetto Roost Chapter website: <http://www.PalmettoRoost.org>

Section 4: Voting

Each Regular Member of the Palmetto Roost Chapter shall be entitled to one (1) vote in all proceedings.



Article VI. Committees

Section 1: General

There will be committees of the Palmetto Roost Chapter that may be Standing or Ad-hoc. Standing Committees are permanent in that they remain in existence from year to year. Special or Ad-hoc Committees are temporary in that they shall be authorized for a specific purpose, and upon completion of that purpose, shall be dissolved. Chairpersons of standing committees shall be appointed by the president from among the chapter's membership. Members of the BoD should be selected for the chairpersons of committees where they can be effective; however, their selection is not mandatory. Chairpersons will select their committee members from among the regular membership.

Section 2: Operating Procedures

Each committee shall be charged with the duties assigned to it by the By-Laws, by the committee's operating procedures, by the president or by the Board of Directors, and shall perform such other duties as are appropriate to its functional area. Each committee shall prepare (or revise, as necessary) an operating procedure by which its affairs will be conducted. This new or revised procedure shall be presented to the Chapter BoD for approval. These procedures shall be passed along to the next Committee Chair, thereby providing a measure of continuity in the administration of the Chapter's affairs.

Section 3: Meetings

Each Standing Committee and Special Committee shall hold meetings at such times as may be specified, after due notice to its members, by its Chair, by the Chapter President, by a BoD member, or upon written request of a majority of its members.

Section 4: Reports

Each Standing Committee and Special Committee shall keep a record of its proceedings and shall report on its activities at regular Chapter BoD meetings or such other times as may be required by the Chapter BoD. The Committee Chair shall issue minutes of committee proceedings or present oral reports to the BoD and have their proceedings recorded in the monthly BoD Minutes.

Section 5: Attendance

In the event that a committee chair is unable to attend a chapter function where their duties are required, that committee chair shall secure a substitute and provide that substitute with written instructions and the information necessary to carry out the assigned duties in his/her absentia. Additionally, the Chapter President and Vice President shall be notified prior to the meeting as to who will be taking on the roles and responsibilities in that committee chair's absence.

Section 6: Removal



Any questions as to the jurisdiction of a committee shall be resolved by the President. Any member of a Standing Committee and Special Committee may be removed from office by the Committee Chairperson with the concurrence of the President, or by written request of two-thirds ($\frac{2}{3}$) of the members of the committee.

Section 7: Appropriations

The Chairperson of each committee shall submit a budget request at the September Chapter BoD meeting for appropriation of funds for the next FY for the work of that committee. No committee shall have authority to incur any indebtedness or pecuniary obligation for which the Chapter shall be responsible except to the extent authorized by the approved budget as may be amended by the Chapter BoD.

Section 8: Annual Assembly of Delegates

Each Chapter must 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.

The Assembly of Delegates is held once a year in conjunction with the AOC Annual Symposium and Convention. If for any reason the Assembly of Delegates cannot be held during the Annual Symposium it will be held virtually. Each chapter shall designate at delegate to attend. The Chapter's president or in that person's absence its vice president shall be the delegate. If neither the president nor vice president can attend, then chapter's executive committee shall nominate a delegate, which can be from their chapter board or general chapter membership.

Article VII. Authorized Standing Committees

The authorized Standing Committees of the Palmetto Roost Chapter shall be as follows:

- a) Awards
- b) Constitution & By-Laws
- c) Educational / Scholarship Foundation
- d) Finance
- e) Historical
- f) Membership
- g) Nominations & Elections
- h) Programs
- i) Publicity / Chapter Awareness
- j) Social Affairs



k) Other such committees as determined to be necessary by the Chapter BoD

Section 1: Awards Committee

The purpose of the Awards Committee is to insure a program to recognize outstanding individuals in the support of activities. This committee shall be responsible for preparing any nomination for AOC awards and administering the local Palmetto Roost Awards Program, with awards presented as necessary.

Section 2: Constitution & By-Laws Committee

The purpose of the Constitution and By-Laws Committee shall be to ensure the Palmetto Roost Chapter's Constitution and By-Laws remain updated in accordance with AOC's Constitution and By-Laws.

Section 3: Educational / Scholarship Foundation Committee

The Educational Foundation Committee shall be established in accordance with the AOC Policy and Procedure Manual, and Educational Foundation Procedures, and is therefore structured differently than the other Standing Committees of the Palmetto Roost Chapter.

The purpose of the Educational Foundation Committee is to administer the scholarship program of the Palmetto Roost Chapter. The Educational Foundation shall meet quarterly in conjunction with a Chapter BoD meeting.

Section 4: Finance Committee

The purpose of the Finance Committee shall be to manage Palmetto Roost Chapter funds, with approval of the BoD. The Finance Committee shall be comprised of, at a minimum, the Palmetto Roost Treasurer and President. The Finance Committee shall assist the Treasurer with the preparation of the annual budget for submission to the Chapter BoD no later than the November Chapter BoD meeting. Committee Chairs are to provide inputs to the budget by the September Chapter BoD meeting. Other responsibilities of the Finance Committee are to track budgeted expenses and provide monthly reports to the BoD.

Section 5: Historical Committee

The purpose of the Historical Committee is to document the activities of the Palmetto Roost Chapter on an annual basis, so that an accurate archive of organizational activities exists.

Section 6: Membership Committee

The purpose of the Membership Committee is to increase the membership of the Palmetto Roost Chapter. The Membership Committee shall also be responsible for maintaining an accurate list of members, recruiters and their new members, and to provide membership-mailing information for the Palmetto Roost website and newsletter as applicable.



Section 7: Nominations & Elections Committee

The Chapter Nominations and Elections Committee shall implement the process to elect the President and Directors. The Nominations and Elections Committee shall be comprised of at least three (3) Regular Members of the Palmetto Roost Chapter who have been appointed by the incumbent president during the year preceding the election and who are not up for election or re-election to any office.

The Committee shall conduct solicitation of candidates who have indicated in writing a willingness to serve prior to being named a candidate for President and Directors. All members in good standing who are willing and eligible to serve will be placed on the ballot if nominated. The resulting list of candidates shall be presented at a general membership meeting, when additional nominations may be made from the floor. All nominations from the floor shall require a second. No member of the nominating committee shall be eligible for election in the year in which the member is serving on that committee.

- a) Nominations. The Nominating Committee shall be responsible for identifying a list of nominees for President and the BoD, and presenting the list of nominees to the BoD for approval at the January BoD meeting. At the January membership meeting, nominations from the floor shall be requested from the general membership. Any member may nominate another member for any positions upon which election is to be held.
- b) Elections. An election shall be conducted by secret ballot mailed to the membership in the February Newsletter. The ballots shall be due prior to the scheduled BoD meeting for March. The Nominating Committee shall count the ballots and present the results at the March BoD meeting. The President is responsible for notifying all nominees of the results, contacting those not chosen first. Newly elected President and BoD members will be installed at the Symposium Banquet.
- c) Disclosure. The BoD will not discuss the results of the election with anyone until the day following the Board Meeting where the results of the election were presented for approval.

Section 8: Programs Committee

The purpose of the Programs Committee is to plan and execute programs of interest to the membership for the monthly membership meetings.

Section 9: Publicity / Chapter Awareness Committee

The purpose of the Publicity/Chapter Awareness Committee is to explore opportunities within the local community to advance the community's awareness of the Palmetto Roost Chapter and the National AOC. This committee will be responsible for publication of all newsworthy articles and shall be responsible for preparing the request for AOC Chapter Awareness funds.



Section 10: Social Affairs Committee

The purpose of the Social Affairs Committee shall be planning social activities of interest to the membership.

Article VIII. Amendments

Section 1: Ratification

These By-Laws shall be ratified by an affirmative vote of a simple majority of the members present at a regularly scheduled general meeting which will have been announced by a notice accompanied by a printed copy.

Section 2: Proposed Amendments

Proposed amendments or changes to this Constitution and By-Laws may be amended by a two-thirds ($\frac{2}{3}$) vote of the BoD.

The Constitution and By-Laws may be amended without notice only by the unanimous vote of the Chapter's Regular Membership present at the meeting at which the proposed amendment is offered for adoption.

Section 3: Effective

Amendments or changes will be adopted provided that the majority of the votes cast are for the proposed amendments or changes. If submitted at the annual election, the results will be counted with the annual election results.

All subsequent changes to the Constitution and By-Laws of this Chapter shall be forwarded to the Constitution Committee of the National Association and are inoperative until such review and approval have been attained. The National BoD has the authority to overrule any changes to the approved By-Laws of AOC chapters.

Article IX. Maintaining of the Chapter

To maintain an active status, chapters must comply with the following:

- Submit a financial report no later than 01 March of each year.
- Certify by letter each year, upon receiving the copy of the chapter roster for rebates, that they have fulfilled the requirements of the AOC By-Laws and chapter By-Laws vis-à-vis number of members, meetings, and program activity. This certification letter is due back to the AOC headquarters by 01 June of each year. (The letter also requests an operating subsidy that may be authorized by the BoD in accordance with the By-Laws.)

Deadlines for the following reports/submissions are noted:



- Submit chapter nominations for AOC officers' and directors' positions by 15 February.
- Submit AOC Award nominations to AOC headquarters by the 2nd Friday in May.
- If a chapter has a Scholarship and/or Enlisted Tuition Grant program, they are required to submit their Scholarship Program report by 01 November of each year.

Chapters, which, over the period of two (2) years do not meet the minimum requirements for an active status, will be placed in an inactive chapter status category. The AOC headquarters staff will notify the Membership Committee at their spring meeting of any chapters that have entered the inactive status. The Membership Committee, with input by the headquarters staff, will then decide whether to continue such chapters as "conditional" inactive chapters or to begin actions to close down the chapter. Chapters in the conditional inactive status may include those, which comply with all the reporting requirements but do not satisfy one or more of the other requirements of an active chapter. The Membership Committee and the headquarters staff will review the record of involved chapters regularly to determine if the chapter's status should be changed at any point. All such actions will be reported to the full board.

Article X. Dissolution of the Chapter

Actions to close chapters can be initiated in two ways, first, when a majority of the chapter officers or ten (10) chapter members petition the AOC for chapter dissolution. The petition should be in the form of a simple letter, signed by the petitioners, requesting dissolution of the chapter. The second method will be initiated by the AOC headquarters staff and will occur whenever a chapter has been placed in the inactive chapter status category. In either case, the staff will notify the Membership Committee at the spring (usually March) meeting, which, by majority vote, will authorize beginning actions to close the chapter. The BoD will be notified of this action at the spring BoD meeting or at any other point during the year when such actions are deemed necessary.

When the committee has authorized beginning actions to close a chapter, within two (2) weeks, the AOC staff will prepare and send a letter, notifying all members of the affected chapter, as delineated in the most current headquarters list of chapter members, of the proposed action. The AOC President and the Regional Director of the chapter will sign a letter providing the rationale for closing the chapter and request a response if a particular member or members volunteer to take actions to maintain the chapter in good standing. As an alternative, the members can be given the option to merge their chapter with another chapter in the area.

Chapter members will be given two (2) months to respond. At the same time that the letter is being mailed to chapter members, the headquarters staff will include a notice of the action in the Association News portion of the JED, also requesting



response from the chapter members to preserve the chapter. This notice will run for two (2) issues. If, after the time periods described above, there is no or negative response, or an indication the members want to merge with another chapter, a vote will be taken at the next scheduled Membership Committee meeting to dissolve the chapter and the BoD will be notified at their next meeting if the decision is to close/merge the chapter. The BoD can accept the action of the Membership Committee or, by vote, direct other action.

When the decision has been made and accepted to close/merge a chapter, the headquarters staff will prepare a letter to the last officers of the chapter requesting return of the chapter's funds, both scholarship and operating, to the headquarters. The chapter will be required to provide a full accounting of the chapter's funds and, if required, the chapter's Regional Director will personally go to the chapter and collect the funds for return to the headquarters. At the same time, if the chapter is not merging with another chapter, the former chapter's members will be sent a letter notifying them that the chapter has been closed and giving them the opportunity to select either another chapter in the area to have their membership assigned to or to become at-large members. Any member who does not indicate a preference within one month of the date of this letter will be automatically assigned as an at large member without a chapter affiliation.

As none of these actions are desired, each letter will emphasize the wish to keep the chapter in good standing and offer as much assistance as possible if some members will only indicate a willingness to work toward this end. However, if no such volunteers can be found, a chapter must be closed. If, at any time up to the date the letters are mailed requesting the chapter's funds and notifying the chapter members that the chapter has been closed, the chapter provides its financial statement, all actions to close the chapter will cease and the chapter will be regarded as being active again.

Article XI. Code of Ethics

Section 1: Responsible Party

The Executive Committee (EXCOM) is responsible for ensuring that the staff and members of the Association conducts its operations and functions in accordance with the highest ethical standards. The Ethics Committee shall serve as the action agent for the EXCOM in satisfying this responsibility.

Section 2: Purpose

To require AOC, its staff and members, to comply with all laws and regulations governing its domestic and foreign operations and to conduct its affairs in keeping with the highest moral, legal, and ethical standards.

Section 3: Authority

The AOC Code of Ethics states explicitly those actions, which the members and employees of the Association agree to take in support of this policy, including reporting actual or possible violations of ethical and professional conduct.



- A) The Code of Ethics embodies the core values of the profession and its members. It is the highest expression of our professional conduct. It is not a set of laws or rules; rather, it is a framework intended to guide conduct and the critical appraisal of conduct in situations that have ethical implications. It is based on an honor system. Adherence to the Code of Ethics is the responsibility of members and employees.
- B) The Ethics Committee shall review all complaints, questions, and recommendations regarding actual or possible violations of this Code of Ethics. Complaints should be in writing and addressed to the Executive Director, who will forward copies to the Executive Committee and Ethics Committee.

Section 4: Operations

A copy of the “Code of Ethics for the AOC Board of Directors” shall be executed annually by each active Board member and employee to become a permanent record of the AOC. Moreover, as a professional association, it is understood that the special expertise of AOC membership carries the obligation to serve with the utmost sincerity and integrity. We accept a personal obligation to our profession, its members, and the communities we serve and to commit ourselves to the highest ethical and professional conduct, which includes, but is not limited to:

- A) Acting in a professional manner as a faithful agent for our employer(s) with proper regard for the safety, health, and welfare of the public in the performance of our professional duties.
- B) Treating all persons fairly and with dignity, regardless of race, religion, gender, age, or national origin. We will take affirmative action to ensure that equal employment and advancement opportunity are provided and that the work environment is free of all forms of discrimination and harassment.
- C) Acting with honor and in accordance with the highest professional standards and utmost sincerity, honesty, and integrity.
- D) Avoiding real or perceived conflicts of interest. However, if they do occur, disclosing them to the Executive Director, who will forward copies to the Executive Committee and Ethics Committee immediately.
- E) Stating claims or estimates honestly and realistically to avoid injuring others, their property, reputation or employment by false, deceptive, or malicious claims, comments, or actions.
- F) Not disclosing proprietary information concerning the business affairs or technical processes of a current or former employer.
- G) Ensuring that credit for professional work is given to those to whom credit and acknowledgement is properly due.



- H) Reporting any matters, which may represent a violation of ethics, law or regulation, health or safety standard, or breach of national security to the Executive Director, who will forward copies to the Executive Committee and Ethics Committee for resolution.
- I) Actively preventing and reporting potential breaches of the antitrust laws and/or anti-competitive activities.
- J) Refraining from engaging in any form of marketing, advertising, or communications that is false, fraudulent, deceptive, or misleading.

Article XII. Non-Discrimination Policy

Section 1: Responsible Party

The Executive Committee (EXCOM) and HR Committee shall be responsible for ensuring compliance with this policy.

Section 2: Overview

The Association of Old Crows (AOC) does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations (see note below).

- A) Activities include, but are not limited to, hiring, and firing of staff, selection of vendors, and the provision of services to members and the public. The AOC is committed to providing an inclusive and welcoming environment for all of its members, staff, volunteers, subcontractors, and vendors.
- B) No person shall be excluded from participation in, be denied the benefits of, or be subjected to discrimination in any program or activity available through the AOC on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status (see note below).
- C) The AOC is an equal opportunity employer. As such, the AOC will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status.

Section 3: Reporting



AOC members upon receiving knowledge of violations of this non-discrimination policy should notify the Executive Director who shall notify the EXCOM and HR Committee in all cases.

Section 4: Summary

While it is impossible to cover every contingency that might arise, it is essential that AOC members, the Board, and the officers and staff have a basic understanding and stay mindful of the non-discrimination policy.

NOTE: The AOC Bylaws (OpMan 13) stipulate observance of 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. 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 the Technical Symposium or Exhibits, or to participate in AOC events. A list of ineligible countries and/or organizations will be developed and maintained by the AOC Board of Directors, by reference to, among other things, applicable US laws.

Article XIII. Effective Date

Section 1: Local Approval

This Chapter Constitution was approved by the Palmetto Roost Board of Directors on:

27 MAY 2021

Chapter Membership Approval Date

Section 2: National Approval

This Chapter Constitution was reviewed and approved by the Constitution Committee of the National Association of Old Crows on:

Constitution Committee of the National Association of Old Crows Approval Date