

ASSOCIATION OF OLD CROWS
CONSTITUTION FOR THE "PAX RIVER ROOST"¹

ARTICLE I

The name of this club shall be PAX River Roost, a Chapter of the Association of Old Crows.

ARTICLE II

AIMS AND PURPOSES

The PAX River Chapter of Old Crows is formed to provide an organization for individuals who have a common interest in Electronic War-fare and who wish to foster and preserve the art of Electronic warfare, to promote the exchange of ideas and information in the field of Electronic Warfare, to recognize the advances and contributions to Electronic Warfare, to document the history of Electronic Warfare and to commemorate fittingly the memory of fellow Crows.

ARTICLE III

COMPOSITION AND NATURE

SECTION 1. The club shall be civilian in nature and 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 for promotion of any commercial enterprise.

ARTICLE IV

MEMBERSHIP

All members of the Association of Old Crows who reside in the club's jurisdiction as approved by the National Association's Board of Directors shall be eligible for membership.

ARTICLE V

ORGANIZATION

SECTION 1. ORGANIZATION, The club shall be affiliated with the Region and United States Association of Old Crows, with each member accredited to that Association. The club shall be composed of ten (10) or more members.

ARTICLE VI

CHANGE OF RESIDENCE

SECTION I. TRANSFER OF MEMBERSHIP. Any member of this club who is in good standing, may transfer his membership to any other club, provided he shall reside or be regularly employed in the general vicinity of his new club.

ARTICLE VII

ANNUAL DUES

SECTION I. ASSOCIATION DUES. The Association dues shall be payable to the United States National Association. Membership in the United States Association is required in order to be a member of the Pax River Roost.

¹ This document, consisting of the Constitution and By-Laws, is a facsimile of the original document submitted to the AOC National Organization in August 1982. This document produced using Optical Character Recognition technology. Its reproduction is believed to be faithful to the original; however, translation errors may exist.

ARTICLE VIII
CLUB MEETINGS

SECTION I. REGULAR MEETINGS. Monthly meetings shall be held. Time and place to be determined by the Board of Directors.

SECTION II. SPECIAL MEETINGS. The club shall meet in Special session upon the call of the President, acting under authority granted by a majority of the club's Board of Directors.

SECTION III. Notification of meetings shall be by public announcement to area news media or mailed announcement not less than seven (7) clays prior to the meeting date.

SECTION IV. Each regular member of the chapter shall be entitled to one vote in all proceedings.

SECTION V. QUORUM. Those regular members present at a duly announced meeting shall constitute a quorum.

SECTION VI. CLUB YEAR OF OPERATIONS. The club year of operation shall commence on November 1 and terminate on the following October 31. The annual meeting of members for the election of club officers and directors shall take place on September I or at the first regular meeting thereafter.

ARTICLE IX
OFFICERS AND DIRECTORS

SECTION I. OFFICERS: The officers of the club shall be President, Vice-President, Secretary, and Treasurer.

SECTION II. ELECTED OFFICERS: The President and Vice-President shall be elected by the membership of the club to serve for a period of one (1) year and thereafter until their successors are duly installed. No person may be elected to the office of President for more than two (2) consecutive terms.

SECTION III. APPOINTED OFFICERS: The Secretary and Treasurer shall be appointed by the elected President. The appointments shall be made from among the general membership of the club and they shall serve for a period of one (1) year and thereafter until their successors have been installed for the new presidential term.

SECTION IV. DIRECTORS: There shall be six (6) elected directors and they shall be elected for a period of two (2) years. One half (1/2) of the total membership of elected directors shall be elected each year. The initial directors shall be designated as one (1) year or two (2) year directors, to allow for the election of one-half (1/2) of the directors each year. Term of office to be served by the initial group of directors shall be determined by drawing lots by the elected directors.

SECTION V. VACANCIES. In case of any vacancy in any off ice, it shall be filled by appointment of the President with the concurrence of a majority of the Board of Directors for the remainder of the unexpired term and thereafter until a successor is installed except that in case of a vacancy occurring in the office of President the office shall be assumed by the Vice President.

SECTION VI. VOTING: All regular members may exercise the right of voting. Voting will be by secret ballot.

ARTICLE X
BOARD OF DIRECTORS

SECTION I. COMPOSITION. The Directors, President, Vice-President, and immediate past President of the club shall comprise the Board of Directors,

SECTION II. POWERS. Between meetings the administrative power of the club shall be vested in the Board of Directors.

SECTION III. VACANCIES. Any vacancy in the Board of Directors shall be filled as provided in Article IX, Section 5.

ARTICLE XI
STANDING COMMITTEES

SECTION I. The club, from time to time, may provide by its By-Laws, for such standing committees as may be deemed necessary. The President, annually, shall designate the chairman of each committee from among the regular membership.

ARTICLE XII
SPECIAL COMMITTEES

SECTION I. Either the club membership, duly assembled, or the Board of Directors or President, from time to time, may create special committees and define their respective powers and duties.

ARTICLE XIII
DISCIPLINE

SECTION I. ACTION, HOW TAKEN. The Board of Directors, after notice and proper hearing, may suspend or revoke the membership privilege of any member.

SECTION II. CAUSES FOR ACTIONS. Any member of the club may be suspended or expelled for misconduct in his relations to the Association or club, for disloyalty to the United States, or upon conviction of a felony by a court of competent jurisdiction.

ARTICLE XIV
AMENDMENTS

SECTION I. HOW EFFECTED. This Constitution may be amended, but only by a two-thirds (2/3) majority vote of the membership of the club voting by written ballot, provided that written notice of the proposed amendment shall have been given by the Secretary to such members at least thirty (30) days before the amendment is offered for final adoption. This Constitution and By-Laws of this club, and all amendments thereto, are subject to review and approval by the Constitution Committee of the United States Association of Old Crows and are inoperative until such review and approval have been obtained.

ARTICLE XV
CONFORMITY

SECTION 1. The provisions of this Constitution and By-Laws shall be subject to the Constitution and By-Laws of the United States Association, as presently provided or as the same might hereafter be amended. In the event of the inconsistency between the provisions of this Constitutions and By-Laws and the Constitution and By-Laws of the U. S. National Association, then the provisions of the U. S. National Constitution and By-Laws shall govern and prevail..

ARTICLE XVI
EFFECTIVE DATE

SECTION 1. This Constitution shall take effect immediately upon its adoption.

ASSOCIATION OF OLD CROWS
BY-LAWS

ARTICLE I
NAME

The name of this chapter shall be the PAX River Roost of the Association of Old Crows. It shall be a chapter within the meaning specified by Article IV, Section I of the By-Laws of the Association of Old Crows.

ARTICLE II
TERRITORY

This chapter's territory shall be that area within commuting distance of Lexington Park, Maryland, to include additional or fewer cities and state subdivisions as may be deemed appropriate by the Association of Old Crows. Zip codes for the Chapter will be 20601 through 20699.

ARTICLE III
OBJECTIVE

Objective of this chapter is to further within its territory the aims, purposes, and programs of the Association of Old Crows, that is, to promote the exchange of ideas and information in the field of Electronic Warfare, to recognize advances and contributions to electronic warfare, to document the history of Electronic Warfare, and to commemorate fittingly the memory of Fellow Crows. The club 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 stimulate outstanding professional accomplishments,

ARTICLE IV
MEMBERSHIP

Those members of the Association of Old Crows who live or work within the club's territory shall be considered members of the club. The administrative test of such membership shall be the mailing address of the member. Additional members from outside its territory may be affiliated with the club by assignment by the Association or by their own request. Classes of membership as well as the rights and privileges of each shall be as specified in the Constitution of the Association.

ARTICLE V
MEMBERSHIP FEES

Initiation fees and annual dues shall be as specified by the Association of Old Crows and shall be paid directly to the Association. Annual rebates are then provided to the club by the Association based on the number of club members in its territory at the time of rebate. The club, at the discretion of its Board of Directors, may also levy dues upon its affiliated members as may be required to carry out its programs. Such assessments or dues shall at no time exceed the National annual dues.

ARTICLE VI
OFFICERS AND DIRECTORS

SECTION I. OFFICERS. There shall be two classes of officers, elected and appointed.

a. Elected Officer, President. The President shall be elected by the regular membership at large to serve for a period of one (1) year and thereafter until a successor is duly elected and installed. He shall

exercise the powers and perform the duties assigned to him under the By-Laws and as Chief Executive Officer of the club shall serve as Chairman of the Club's Board of Directors. As such he shall generally supervise the Club's affairs, presiding over the regular meetings of the club, and shall have full power to enforce the provisions of the By-Laws and the will of the club's Board of Directors.

b. Elected Officer, Vice-President. The Vice-President shall be elected by the regular membership at large to serve for a period of (1) one year and thereafter until a successor is duly elected and installed. He shall assist the President in the discharge of his duties and in his absence act as President.

c. Appointed Officer, Secretary. This officer shall be selected by the incoming President from among the general membership. He shall serve for the Presidential term in which appointed and thereafter until a successor has been installed for the new Presidential term. He shall keep a record of the proceedings of the Board of Directors and of all other matters for which a record shall be ordered by the President or Board of Directors. He shall be responsible for the official correspondence of the club and shall send copies to the Mid-Atlantic Region Director, Executive Secretary and President of the Association. He shall make all club records for which he is responsible available for examination by any member of the club, upon reasonable notification.

d. Appointed Officer, Treasurer. This officer shall be selected by the incoming President from among the general membership. He shall serve for the Presidential term in which appointed and thereafter until a successor has been installed for the now Presidential term. He shall collect and disburse all funds of the club and shall serve as custodian of such funds. He shall keep regular accounts in books belonging to the club which shall be open to inspection by any member of the club's Board of Directors or by any officer or Director of the Association, and within reasonable time to any regular member. He shall make a financial report at each regular meeting and at such other times as shall be required by the Board of Directors or by the President.

SECTION II. DIRECTORS. There shall be six directors and they shall be elected by the club membership at large for a period of two (2) years. Their terms shall be staggered such that one-half (1/2) or three (3) shall be elected each year. A Director shall perform such duties as may be assigned to him by the club President or by the Board of Directors.

SECTION III. No elected officer may serve more than two consecutive terms in the same office.

ARTICLE VII BOARD OF DIRECTORS

SECTION I. MEMBERS. The Board of Directors shall be the club's governing body and shall be composed of the President, Vice-President, and the six elected Directors. The immediate past President shall be an ex-officio member of the Board.

SECTION II. MEETINGS.

a. Regular Meetings. The President shall establish the dates and location of regular meetings of the Board of Directors. Advance notice shall be given to the Board members by the Secretary. Both scheduled and unscheduled items may be considered unless otherwise prohibited by established procedures.

b. Special Meetings. special- meetings may be called by the Secretary upon request of the President or of three members of the Board of Directors. Notification of a special meeting must contain the specific reason for the meeting and the issue(s) to come before the Board, Notification should be received in

sufficient time to allow members to prepare for the meeting. The Board may take action only upon the issues(s) specified in the notification.

SECTION II. QUORUM. Five members present shall constitute a quorum.

SECTION IV. PROXIES. Proxies assigned In writing shall be used to allow members who cannot be present to express their concurrence or non-concurrence with issues coming before the Board at either regular or special meetings. A Board member may submit his vote in writing (pro or con) in advance to the Secretary who will count his vote when the issue(s) is (are) called for vote.

SECTION V. POWERS. In addition to such powers as are specifically conferred upon it by the By-Laws, the Board of Directors shall be responsible for directing the club's affairs and may make such rules and procedures as it deems advisable, not inconsistent with the By-Laws. A record of its proceedings will be kept by the Secretary, This record shall be open to review by any regular member upon reasonable notice.

ARTICLE VIII COMMITTEES

SECTION 1. STANDING COMMITTEES. The following standing committees are authorized:

- a. Awards,
- b. BY-Laws,
- c. Finance,
- d. Historical,
- e. Membership,
- f. Nomination and Election,
- g. Program (Meetings), and
- h. Publications

Chairmen of these committees shall be appointed annually by the President from among the club's regular membership. Members of the Board of Directors may be selected for chairmen of committees where they can be effective. Chairmen will select their committee members from among the regular membership, Each ,Standing committee shall hold a meeting at such time and place as may be specified, after due notice to its members, by its chairman, by the club President or upon the request of a majority of the committee members. A record shall be kept of each committees' proceedings and submitted, in writing, to the Secretary to become a part of the permanent record. any committee member may be removed from membership on the committee by the committee chairman with the President's concurrence or upon request of two- thirds of the committee members. Committee chairmen may be removed by the President. Each committee shall be charged with the duties assigned to it 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. Any questions as to the jurisdiction of a committee shall be resolved by the President. No committee shall incur any indebtedness or pecuniary obligation for which the club shall be responsible without: prior specific authorization by the Board of Directors.

SECTION II. SPECIAL COMMITTEES. Special, or AD HOC, committees may be appointed as deemed appropriate by the President or as directed by the Board of Directors or -by the membership duly assembled. These committees shall function in the 'same manner as standing committees except they shall in general be limited to short periods of existence.

SECTION III. COMMITTEE OPERATING PROCEDURES. Each committee shall prepare (or revise, if necessary) an Operating Procedure by which its affairs will be conducted. This new, or revised, procedure shall be presented to the Board of Directors and get their approval before it becomes effective. This procedure will be passed along to the next committee chairman and thereby provide a measure of continuity in administration of the club's affairs.

ARTICLE IX
CLUB CALENDAR

The club will hold regular meetings monthly. The club's fiscal year shall correspond to the operational year as set forth in the chapter Constitution. The following major events, as a minimum, will occur each year:

- a. Nominations for President and Directors submitted to the U. S. National Nomination and Election Committee Chairman.
- b. Awards nominations submitted to the U. S. National Awards Committee Chairman.
- a. Nominations for club President, Vice-president, and Directors in August of each year. .
- d. Club elections in September of each year.
- e. New Officers and Directors installed in November of each year. A list thereof and a financial statement submitted to the National Association by 15 February each year.
- f. A minimum of three (3) meetings or activities of the membership must be held each year to remain active. The schedule for submitting nomination to the U. S. National Committees shall be specified by the U. S. National Committee Chairmen whose functions are geared to the Annual Association of Old Crows Convention.

ARTICLE X
AMENDMENTS

The club's By-Laws may be amended upon approval by two-thirds of the regular club members present at a regularly scheduled meeting, provided that written copies were received by the membership sufficiently in advance to allow proper deliberation on the proposed changes. Amendments must be approved by the Association Board of Directors after review by the Constitution Committee.

ARTICLE XI
PARLIAMENTARY PROCEDURES

Procedures governing the conduct of club business not explicitly covered in the club Constitution or these By-Laws will be in concurrence with Robert's Rules of Order.