



Fellow Crows,

Your AOC Board of Directors and Board of Governors are requesting your support for changes to the governing documents for both the association and the educational foundation. **Each of these ballot questions has been unanimously approved by its respective Board and your concurrence is needed to complete the implementation.**

Earlier this year, the Board of Governors proposed changes to its bylaws. In the process of considering these changes, it became apparent that there were potential conflicts between different sections of the bylaws due to multiple individual changes over many years. This led to both Boards approving a comprehensive parliamentary review of each organization's respective governing documents. In general, the review found the basic framework was solid, but some changes were needed to reflect current practices and conflicting language created by multiple independent incremental changes over many years. The ballot issues below allow both Boards to incorporate parliamentary suggestions to correct these discrepancies.

The first ballot issue would amend the AOC Articles of Incorporation in the District of Columbia. These articles have not been updated in some time and quite possibly have been unchanged since the AOC was founded. The current Articles of Incorporation provide for three classes of members – regular (US Citizens), honorary (non-members designated by the Board for their contributions to the AOC), and associate (non-US Citizens). Regardless of why these classes were formed decades ago, it is not a reflection of how the AOC operates today. Both US and non-US members have equal stature as we work together to further the profession of Electronic Warfare and related technical areas. The proposed ballot change simply states that the Association will have members as defined by the Board of Directors in the bylaws. The proposed change to the AOC bylaws identifies those classes as Regular (individuals), Entity (govt agencies, military units, academia, industry, etc.), and Honorary (unchanged from above). This proposed change is both a reflection of current business practices and an adaptable framework that allows the Board to update membership as needed without additional changes to the Articles of Incorporation

The second ballot issue is a modernization of AOC documents to reflect current business practices. When the AOC was founded, it was common practice to have articles of incorporation, a constitution, and bylaws when forming an organization. There was significant overlap in some of the language between the constitution and the bylaws but that wasn't considered an issue. The common practice these days is to have just Articles of Incorporation and Bylaws. After reviewing the documents, the Parliamentarian suggested the Board of Directors drop the Constitution (rescinded) and incorporate any critical pieces into the bylaws. The Board of Directors agreed with this recommendation. The proposed change to the bylaws incorporates the key provisions of the Constitution into Article I. This ballot issue is to rescind the current AOC Constitution and incorporate key provisions of it into the bylaws.

The third ballot issue is an extension of the second ballot issue. If the constitution is rescinded, then the members need to approve the structure by which the AOC will govern itself. Previously there were both a constitution and bylaws now there will just be bylaws. What the Board has done is maintain the aspects of the former constitution which require membership (and BoD) approval in Article I of the new bylaws. These are principally the name and mission of the organization. Articles II - XII contain various operating principles of the organization and would be amendable solely by the approval of the Board of Directors. This is consistent with the former bylaws. Article XIII details these rules for amending the bylaws. While there have been some changes by the Board, the majority of the bylaws are unchanged.

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It should also be noted that this third ballot issue is contingent on the presumed approval of the second ballot issue to rescind the constitution. If the second ballot issue fails, then the third ballot issue becomes null and void – both the AOC constitution and the current AOC bylaws remain in place as is.

The final ballot issue involves the articles of incorporation for the AOC Foundation. This is the portion of the AOC managed by the Board of Governors which manages the AOC sponsored scholarship and STEM (Science, Technology, Engineering, and Math) activities. The current articles of incorporation state that there will be separate elections for the Board of Governors when in fact the practice has been for many years to use the members of the Board of Directors (who are elected by the members) plus one or two appointed Governors nominated by the AOC President to populate the Board. The proposed change says the composition of the Board will be specified in the Foundation bylaws and the bylaws propose that the Board will be the AOC Executive Committee, Regional Directors, and up to two Appointed Directors.

Also part of the fourth ballot issue is a question of the membership of the AOC Education Foundation. The articles currently state all AOC members are foundation members. While this may sound good it is not executable from an implementation standpoint. It means all 13,000 members would be involved in the day to day management decisions of the Foundation. Clearly this is not practical given the geographical diversity of the AOC. In recognition of this, the articles propose that the AOC Education Foundation will have no official members but will be recognized as an allied entity of the AOC. As such it will be managed by the AOC Board of Governors and continue to promote scholarship and STEM consistent with the AOC mission.

Hopefully this letter gives everyone a better understanding what the AOC governing bodies are trying to do by placing all four issues on this year's election ballot. If anyone still has questions or needs additional information, please don't hesitate to contact AOC headquarter via the method that suits you best. Your POC for this will be Shelley Frost and you can reach her by email at frost@crow.org, calling 703.549.1600 or writing to AOC, 1555 King St, Suite 500, Alexandria VA 22314.

Both the AOC Board of Directors and Board of Governors would like to thank the AOC membership for their careful consideration of all four ballot issues. The Boards request that you cast a vote of yes for each ballot issue. Doing so will help us keep the AOC moving forward as the premier voice for Electronic Warfare, Electromagnetic Spectrum Management Operations, Cyber Electromagnetic Activities, Information Operations, and other information related capabilities. Thank you in advance for your support.

Kindly,

Your AOC Board of Directors & Board of Governors



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