



**The VIKING ROOST**  
**Constitution and By-Laws**

*as approved by the AOC*  
*August 1989*

## **Constitution for the Viking Roost**

*as approved by the AOC Board of Directors*

*August 1989*

### **Article I**

The name of this chapter will be the **Viking Roost** of the Association of Old Crows.

### **Article II**

#### **AIMS AND PURPOSES**

SECTION 1. AIMS AND PURPOSES. The Viking Roost, Chapter of Old Crows, is formed to provide an organization for individuals, who have a common interest in Electronic Warfare 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. COMPOSITION AND NATURE. The Chapter 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**

SECTION 1. MEMBERSHIP. All members of the Association of Old Crows who reside in the Chapter's jurisdiction, as approved by the National Association's Board of Directors, shall be eligible for membership.

### **Article V**

#### **ORGANIZATION**

SECTION 1. ORGANIZATION. The Chapter shall be affiliated with the

United States Association of Old Crows, with each member accredited to that Association. The Chapter shall be composed of ten (10) or more members.

**Article VI  
CHANGE OF RESIDENCE**

SECTION 1. TRANSFER OF MEMBERSHIP. Any member of this Chapter, who is in good standing, may transfer his membership to any other chapter, provided he shall reside or be regularly employed in the general vicinity of his new Chapter.

**Article VII  
ANNUAL DUES**

SECTION 1. 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 Viking Roost.

**Article VIII  
CHAPTER MEETINGS**

SECTION 1. REGULAR MEETINGS. Quarterly meetings shall be held. Time and place to be determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS. The Chapter shall meet in special session upon the call of the President, acting under authority granted by a majority of the Chapter's Board of Directors.

SECTION 3. NOTIFICATION. Notification of meetings shall be by mailed announcement not less than seven (7) days prior to the meeting date.

SECTION 4. VOTE. Each Regular Member of the Chapter shall be entitled to one vote in all proceedings.

SECTION 5. QUORUM. Those members present at a duly announced meeting shall consist a quorum.

SECTION 6. CLUB YEAR OF OPERATION. The Chapter year of operation shall commence on March 1st and terminate on the following February 28th. The annual meeting of members for the election of Chapter Officers and Directors shall take place on March 1st or at the first regular meeting thereafter.

**Article IX**  
**OFFICERS AND DIRECTORS**

SECTION 1. OFFICERS. The Officers of the Chapter shall be President, Vice-President, Secretary and Treasurer or Secretary/Treasurer.

SECTION 2. ELECTED OFFICERS. The President shall be elected by the membership of the Chapter to serve for a period of two (2) years and thereafter until his successor is duly chosen. No person may be elected to the office of President for more than two (2) consecutive terms.

SECTION 3. APPOINTED OFFICERS. The Vice-President, Secretary and Treasurer shall be appointed by the elected President. The appointments shall be made from among the elected directors of the Chapter and they shall serve for the presidential term in which appointed and thereafter, until their successors have been chosen for the new presidential term.

SECTION 4. DIRECTORS. There shall be six (6) elected Directors and they shall be elected for a period of three (3) years. One-third (1/3) of the total membership of elected directors shall be elected each year. The initial directors shall be designed as one (1) year, two (2) year and three (3) year directors, to allow for the election of one-third (1/3) 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 5. VACANCIES. In case of any vacancy in any office, it shall be filled by appointment by the President for the remainder of the unexpired term and thereafter until a successor is elected. In case of a vacancy occurring in the office of President, the office shall be assumed by the Vice-President.

SECTION 6. VOTING. All Regular Members may exercise the right of voting. Voting will be by ballot.

**Article X**  
**BOARD OF DIRECTORS**

SECTION 1. COMPOSITION. The Directors, Officers and immediate Past President of the Chapter shall comprise the Board of Directors.

SECTION 2. POWERS. Between meetings the administrative power of the Chapter shall be vested in the Board of Directors.

SECTION 3. VACANCIES. Any vacancy in the Board of Directors shall be filled as provided in Article IX, Section 5.

**Article XI**  
**STANDING COMMITTEES**

SECTION 1. STANDING COMMITTEES. The Chapter, from time to time, may provide its By-Laws, for such standing committees as may be deemed necessary. The President, annually, shall appoint the members, designate the Chairman and fill the vacancies.

**Article XII**  
**SPECIAL COMMITTEES**

SECTION 1. SPECIAL COMMITTEES. Either the Chapter membership, duly assembled, the Board of Directors or President, from time to time, may create special committees and define their respective powers and duties.

**Article XIV**  
**AMENDMENTS**

SECTION 1. HOW EFFECTED. The Constitution may be amended, but only by a two-thirds (2/3) majority vote of the membership of the chapter voting by ballot, provided that 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. The Constitution 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. The Constitution and By-Laws of this Chapter, and all amendments thereto, are subject to review and approval by the Constitution Committee of the Association of Old Crows and are inoperative until such review and approval have been obtained.

**Article XV**  
**CONFORMITY**

SECTION 1. CONFORMITY. 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 inconsistency between the provision of this Constitution 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.

**By-Laws for the Viking Roost**  
*as approved by the AOC Board of Directors*  
*August 1989*

**Article I**  
**NAME**

The name of this chapter shall be the **Viking Roost** of the Association of Old Crows. It shall be a chapter within the meaning specified by Article IV, Section 1 of the By-Laws of the Association of Old Crows.

**Article II**  
**TERRITORY**

This Chapter's territory shall be the Country of Sweden.

**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 the advances and contributions to Electronic Warfare; to document the history of Electronic Warfare and to commemorate fittingly the memory of fellow Crows. 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 stimulate outstanding professional accomplishments.

**Article IV**  
**MEMBERSHIP**

Those members of the Association of Old Crows who live or work within the Chapter's territory shall be considered members of the Chapter. The administrative test of such membership shall be the mailing address of the member. 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 Chapter by the Association based on the number of members in its territory at the time of rebate. The Chapter, 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 1. 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 two years 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 chapter shall serve as Chairman of the Chapter's Board of Directors. As such he shall generally supervise the Chapter'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 Board of Directors.

b) *Appointed Officers*, Vice-President, Secretary and Treasurer. These officers shall be appointed by the incoming President from among the Directors. They shall serve for the presidential term in which appointed and, thereafter, until their successors have been chosen for the new presidential term. The Vice-President shall assist the President in the discharge of his duties and in his absence act as President. The Secretary 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 Chapter and shall send copies to the Association of Old Crows and the International Director. The Treasurer shall collect and disburse all funds of the Chapter and shall serve as custodian of such funds. He shall keep regular accounts in books belonging to the which shall be open to inspection by any member of the



Chapter's Board of Directors and within reasonable time to any regular member. He shall make a financial report at each regular Board Meeting and at such other times as shall be required by the Board of Directors or by the President.

SECTION 2. DIRECTORS. There shall be six Directors and they shall be elected by the Chapter membership at large for a period of three years. Their terms shall be staggered such that one third, or two, shall be elected each year. A Director shall perform such duties as may be assigned to him by the President or by the Board of Directors. He shall serve as a member of the Board of Directors.

SECTION 3. No elected officer may serve more than two consecutive terms.

## **Article VII BOARD OF DIRECTORS**

SECTION 1. MEMBERS. The Board of Directors shall be the Chapter's governing body and shall be composed of the President and the six elected directors. The immediate past president shall be an ex officio member of the Board.

SECTION 2. MEETINGS.

a. Regular Meetings. The President shall establish the dates and location of regular meetings of the Board of Directors. Advance written 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 issue(s) specified in the notification.

SECTION 3. QUORUM. Five members present shall constitute a quorum. A member may be included in the quorum count if one of those present has been given the member's proxy in writing for that meeting.

SECTION 4. PROXIES. Proxies assigned in writing may be used to allow

members who cannot be present to express their 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 5. POWERS.** In addition to such powers as are specially conferred upon it by the By-Laws, the Board of Directors shall be responsible for directing the Chapter'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)
- h. Publications

Chairmen of these committees shall be appointed annually by the President from among the Chapter's regular membership. Members of the Board of Directors should be selected for chairmen of committees where they can be effective; however, their selection is not mandatory. 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 Chapter's President or upon the request of a majority of the committee members. A record shall be kept of each committee's proceedings and submitted, in writing, to the Secretary to become a part of the permanent record. Any committee member may be removed from membership of 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 these By-Laws, by the committee's Operating Procedures, and by such other

duties as are appropriate to its functional area. Any question as to the jurisdiction of a committee shall be resolved by the President. No committee shall incur any debts or pecuniary obligation for which the Chapter shall be responsible without prior specific authorization by the Board of Directors.

**SECTION 2. SPECIAL COMMITTEES.** Special, or ad hoc, committees may be appointed as deemed appropriate by the President or as directed by the Board of Directors. These committees shall function in the same manner as standing committees except they shall in general be limited to short periods of existence.

**SECTION 3. 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 for 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 Chapter's affairs.

#### **Article IX CHAPTER CALENDAR**

The Chapter will hold regular meetings at least quarterly. A minimum of three meetings or activities of the membership must be held each year to remain active.

The fiscal year shall correspond to the calendar year. The Chapter year of operation shall commence on March 1st and terminate on the following February 28th.

The annual meeting of members for the election of Chapter officers and Directors shall take place on March 1st or at the first regular meeting thereafter. A list of elections shall be submitted to the U.S. National Association immediately thereafter.

#### **Article X AMENDMENTS**

The Chapter's By-Laws may be amended upon the concurrence of two-thirds of the members of the Board of Directors or upon approval by two-thirds of the regular 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.