

Combat Control Association, Inc.

Bylaws

Oct 8, 2020





Combat Control Association, Inc.

Bylaws October 8, 2020

Table of Contents

1. Name	1
2. Purpose.....	1
3. Powers.....	1
4. Nonprofit Status And Exempt Activities Limitation	1
5. Membership Classes.....	2
6. Dues.....	2
7. Membership Meetings	2
8. Board of Directors	3
9. Board Meetings.....	4
10 Committees	5
11 Officers	6
12 Financials	7
13 Books and Records	7
14 Fiscal Year	8
15 Conflict of Interest.....	8
16 Nondiscrimination Policy	8
17 Bylaw Amendments.....	8
18 Documentation Retention Policy	8
19 Records, Transparency and Accountability	9
20 Privacy Policy	10



Combat Control Association, Inc.

Bylaws October 8, 2020

1. NAME

1.1 The name of this corporation shall be Combat Control Association, Inc. The business of the corporation will be conducted as the Combat Control Association, Inc. and referred to as the CCA or the Association.

2. PURPOSE

2.1 The CCA is a non-profit corporation operated under Section 501(c)(19) of the Internal Revenue Code for the purposes outlined in the Articles of Incorporation dated Aug 15, 1996 under Florida State Law.

2.2 Specifically, the CCA purpose and mission is to:

2.2.1 Support wounded and injured Combat Controllers.

2.2.2 Support the families of our wounded, injured, and killed in action.

2.2.3 Support Active Duty, Guard, and Reserve Combat Controllers and their families during pre/post deployment resiliency events.

2.2.4 Promote education for our members and families through scholarships.

2.2.5 Support members and families during significant events and natural disasters.

2.2.6 Promote the fellowship of the members of our fraternal organization through gatherings and reunions.

2.2.7 Capture and promote Combat Control History.

3. POWERS

3.1 The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes, for which the corporation is organized. To aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but are not limited to, the acceptance of contributions from public and private sectors, whether financial or in-kind.

4. NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION

4.1 Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried out by an organization exempt under Section 501(c)(19) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

4.2 Upon termination or dissolution of The CCA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(19) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

4.3 The organization to receive the assets of The CCA hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization



Combat Control Association, Inc.

Bylaws October 8, 2020

shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The CCA, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.

4.4 In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to The CCA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

5. MEMBERSHIP CLASSES

5.1 Membership classes are Regular, Associate and Honorary. All memberships are lifetime memberships. Members may resign their membership at any time.

5.2 **REGULAR MEMBERS** are Active duty, retired or separated military personnel who are or were qualified as Combat Controllers, Special Tactics Officers or Special Warfare Officers, who held an appropriate Air Force Specialty Code, in the USAF, Reserves or National Guard. Regular members shall be entitled to vote, serve on the BoD and to hold office in the Association.

5.3 **ASSOCIATE MEMBERS** are individuals not eligible for a Regular Membership, who shall apply for or be nominated for membership by a current member. A majority BoD vote or a majority vote of the general membership is required to approve Associate Members.

5.4 **HONORARY MEMBERSHIPS** may be awarded to persons who have made a substantial contribution to the Combat Control career-field or the Combat Control Association. These persons have the same standards of excellence as every Combat Controller, but have never been assigned to a Combat Control or Special Tactics organization. The BoD shall consider and deny or approve nominees for Honorary Membership by a majority vote.

5.5 Associate and Honorary members may not hold any Association office, be a member of the BoD or vote in association matters. Associate and Honorary members may serve on non-policy making committees.

6. DUES AND REGISTRATION FEES

6.1 Annual member dues are \$50.00 per year commencing on the date of initial payment. Thereafter, dues are due on the last day of the month of the initial payment.

6.2 Life members pay a 1 time registration fee of \$150.00. Applicants may pay by partial payments which when complete will total \$150.00. Payment plans must be approved by the CCA Treasurer on an individual basis.

6.3 Honorary members and spouses of deceased life members do not pay registration fees or dues.

7. MEMBERSHIP MEETINGS

7.1 A **Regular Membership Meeting** shall be held a minimum of once per year, in accordance with Florida state law, at a time and place designated by the President.

7.2 **Special meetings** may be called by the President or a simple majority of the BoD. A petition signed by five percent of voting members may also call a special meeting.



Combat Control Association, Inc.

Bylaws October 8, 2020

7.3 **Notice of meetings** shall be provided to each member either by electronic mail, or posted on available and customary media (i.e. CCA website and FB)

7.4 A **quorum** shall consist of at least 25 Regular members (including proxies) in good standing. In the event there is no quorum, all matters pending vote of the membership shall continue in status quo. The Association Secretary, or another officer of the association if the Secretary is not available, shall have the membership roll available at general business meetings to verify membership status and establish existence of a quorum. Topics that require a vote may be presented to the members at large prior to the General Business meeting and votes received by any officer of the Association, may be counted as part of the Quorum. All votes must be verified, by an Officer of the Association, as being received by a regular member in good standing before the vote can be counted as part of the Quorum.

7.5 Membership votes are restricted to Regular Members in good standing. Each Regular Member shall be entitled to one vote on each issue properly introduced for determination by vote. Regular Members in good standing may vote by assigning their vote as a proxy vote to another Regular Member who meets all voting requirements. Regular Members in good standing may also cast their vote online through the CCA website when such a vote is authorized by the board.

7.6 Members serving as members of the BoD shall be entitled to all of the privileges and benefits of the Regular members attending the general business meeting.

7.7 All meetings will be conducted in accordance with Robert's Rules of Order Newly Revised (RONR).

8. BOARD OF DIRECTORS (BoD)

8.1 The CCA shall have a Board of Directors (BoD) consisting of seven (7) directors elected in accordance with Appendix 2—Annual Board Election Procedures.

8.2 All corporate powers shall be exercised by or under the authority of the BoD except as otherwise provided by law. In addition to such powers as are specifically conferred upon it by these By-Laws, the BoD shall be responsible for the general management of the affairs of the Association, future planning of Association matters and make such directives and decisions it deems advisable to insure that matters of business are consistent with the aims of the By-Laws.

8.3 All directors shall be elected to serve a three-year term however the term may be extended until a successor has been elected.

8.4 Director terms shall be staggered so that approximately one third the number of directors will end their terms in any given year. Elections will be for 2 board members each year with three being elected every third year.

8.5 Directors may serve terms in succession.

8.6 The term of office shall be considered to begin January 1st and end December 31st of the third year in office, unless the term is extended until such time as a successor has been elected.

8.7 In order to be eligible to serve as a director on the BoD, the individual must be 18 years of age and a current member of the association in good standing. The election of directors to replace those who have fulfilled their term of office shall take place in September of each year and may be conducted by online voting on the CCA official web server.

8.8 Unexpected vacancies in the BoD due to resignation, death, or removal shall be filled by a majority vote of the



Combat Control Association, Inc.

Bylaws October 8, 2020

board for the balance of the term of the director being replaced.

8.9 A director may be removed by an affirmative vote of at least 5 directors then in office. A director may be removed by resolution any time he/she is absent and unexcused from four or more meetings of the BoD in a twelve month period.

8.10 A director may be removed for cause or no cause, by a majority vote of the membership, if before any meeting of the membership at which a vote on removal will be made the director in question is given electronic or written notification of the membership's intention to discuss her/his case and is given the opportunity to be heard at an officially called regular or special meeting of the membership.

8.11 **COMPENSATION FOR BOARD SERVICE** Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

8.12 **COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS** Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

9. BoD MEETINGS

9.1 **Regular Meetings.** The BoD shall meet at such times and places designated by the President. Board meetings shall be held upon two (2) days notice by first-class mail, electronic mail or twenty-four (24) hours notice is delivered personally or by telephone call or text message to each director.

9.2 **Special Meetings.** Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the BoD. A special meeting must be preceded by at least 2 days notice to each director of the date, time, place and purpose, of the meeting.

9.3 **Notice of meetings** shall specify the place, day, and time of the meeting and if appropriate include a telephone conference call-in number and instructions. The purpose of the meeting need not be specified.

9.4 **Waive Notice** Any director may waive notice of any meeting, in accordance with Florida State law.

9.5 **Quorum** A majority of the directors in attendance personally, via conference call or video chat shall constitute a **quorum** for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.

9.6 **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

9.7 **Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the President, Vice President and Treasurer in that order shall have the power to swing the vote based on his/her discretion.

9.8 **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.



Combat Control Association, Inc.

Bylaws October 8, 2020

9.9 ACTION WITHOUT A MEETING Any action required or permitted to be taken by the BoD at a meeting may be taken without a meeting using online voting procedures. Online voting must include a method for directors to record opinions about the resolution, visible to all BoD Members.

10. COMMITTEES

10.1 The BoD may, by resolution, adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more members, to serve at the pleasure of the board. Committees may be either a "standing committee," appointed for a definite time, as a session or a year; or a "special committee," appointed for a special purpose. Any committee, to the extent provided in the resolution, shall have all the authority granted in the resolution, except that no committee, regardless of board resolution, may:

10.1.1 take any final action on matters which also requires board members approval or approval of a majority of all members;

10.1.2 fill vacancies on the BoD or in any committee which has the authority of the board;

10.1.3 add to, amend or repeal the letter of incorporation or Bylaws;

10.1.4 amend or repeal any resolution of the BoD which by its express terms is not so amendable or repealable;

10.1.5 appoint any other committees of the BoD or the members of these committees;

10.1.6 expend corporate funds to support a nominee for director; or

10.1.7 approve any transaction to which the corporation is a party and one or more directors have a material financial interest, or between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

10.2 **NOMINATIONS COMMITTEE.** Prior to any election for the BoD, the BoD shall appoint a Nominating Committee, or it may reserve this function for itself. The Nominating Committee shall meet at a time and place selected by the President with the concurrence of the BoD and shall proffer the name of at least one nominee for each elected office that is to become vacant in the following year and which is to be filled by election during the next election cycle. Prior to the next annual membership meeting in which an election for board positions will be held, the Nominations Committee may solicit nominations from the membership by personal, electronic or written communications.

10.3 **SCHOLARSHIP COMMITTEE.** The BoD will administer the Mark Forester Scholarship under the guidelines published in Appendix 1 of these bylaws, titled Mark Forester Scholarship Procedures. The Board will select one Board member to oversee and guide the scholarship committee and process.

10.4 **ADDITIONAL COMMITTEES.** The BoD may appoint additional committees to review and report on individual subjects necessary for the board to make informed decisions. The resolution appointing each additional committee will include the task, objectives, limits, reporting process and the exact dates and times the committee will be in effect.

10.5 **MEETINGS.** Regular committee meetings shall be called by the Chairman at a time and place of his or her choosing. The majority of members of a committee may request a meeting. Meeting notification may be by mail or electronic mail. Special meetings of the committee may also be called by resolution of the BoD. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The BoD may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws. Meetings will conform to



Combat Control Association, Inc.

Bylaws October 8, 2020

the extent possible to Roberts Rules of Order Newly Revised (RNOR).

10.6 APPROPRIATIONS. The Chairman of any committee may make application to the BoD for the appropriation of funds for the work of the committee. No committee shall have the authority to incur any indebtedness for which the Association may be responsible, except to the extent authorized in advance by the BoD.

10.7 Each committee shall keep a record of its proceedings and shall make a written report of its activities as required by the BoD.

10.8 REMOVAL. Committee members serve at the pleasure of the Board and may be removed accordingly, or may be removed by the written request of two-thirds of the committee members. With the exception of those committees specifically created by these bylaws, entire committees may be dissolved at any time by Board resolution.

11. OFFICERS

11.1 BOARD OFFICERS The officers of the corporation shall consist of the President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the BoD. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws, the Letter of Incorporation or Florida State Law. The Secretary and Treasurer positions may be combined.

11.2 ELECTION OF OFFICERS At the first BoD meeting after a Board Election, the new board will elect the officers for the next year. The meeting will be chaired by a returning board member in the following order, President, Vice President, Secretary, Treasurer, board member with the most consecutive board time and then by oldest in chronological age. Nominations will be taken for each office and a verbal or written ballot will be taken. In the event of a single nominee and without objection a vote is not required. The Chairman will be responsible for recording the minutes of this meeting.

11.3 TERM OF OFFICE Each officer shall serve a one-year term of office. The president and treasurer may not serve more than two (2) consecutive terms of office. This restriction may be waived by unanimous consent of the incoming board members. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

11.4 REMOVAL AND RESIGNATION The BoD may remove an officer at any time, with or without cause by a vote of at least 5 Directors. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the time and date specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

11.5 PRESIDENT The BoD President shall lead the BoD in performing its duties and responsibilities, including, if present, presiding at all meetings of the BoD and Membership Meetings. The BoD President shall perform all other duties incident to the office or properly required by the BoD.

11.6 VICE PRESIDENT In the absence or disability of the BoD President, the Vice-President shall perform the duties of the BoD president. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the BoD President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the BoD or the BoD President.

11.7 SECRETARY The secretary shall keep or cause to be kept a record of all meetings actions of directors and



Combat Control Association, Inc.

Bylaws October 8, 2020

committees. The minutes of each meeting shall state the attendance, time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with Florida State Law and these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the BoD or the BoD President.

11.8 TREASURER The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the BoD on a timely basis or as may be required by the BoD. The treasurer shall perform all duties properly required by the BoD or the BoD President. The treasurer may appoint, with approval of the BoD a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer. Account books shall be maintained and open to inspection by any Association Regular Member in good standing.

12. FINANCIALS

12.1 Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

12.2 All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board. BoD members and CCA Staff Members may expend up to \$500 without an official BoD vote. The CCA Store purchasing agent may expend up to \$2,500 per purchase with Treasurer pre-approval. All spending under this paragraph must be reported to the Treasurer as soon as possible.

12.3 All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

12.4 No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

12.5 The Organization agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Organization, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. Organization may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

13. BOOKS AND RECORDS

13.1 The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its BoD, a record of all actions taken by BoD without a meeting, and a record of all



Combat Control Association, Inc.

Bylaws October 8, 2020

actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

14. FISCAL YEAR

14.1 The fiscal year of the corporation shall be from January 1 to December 31 of each year.

15. CONFLICT OF INTEREST

15.1 The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

16. NONDISCRIMINATION POLICY

16.1 The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of The CCA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

17. BYLAW AMENDMENT

17.1 These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the BoD.

17.2 No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(19) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

17.3 No amendment can be made that will affect the voting rights of directors.

17.4 All amendments must be consistent with the Articles of Incorporation, Florida State Law and United States Law.

18. DOCUMENT RETENTION POLICY

18.1 The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of The CCA records. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

18.2 Corporate records include the corporation's Articles of Incorporation, By-Laws, applicable IRS Forms and Applications. Corporate records should be retained permanently. All forms shall be available for viewing by the membership.

18.3 **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return

18.4 **Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final



Combat Control Association, Inc.

Bylaws October 8, 2020

memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

18.5 Board and Board Committee Materials. Meeting minutes should be retained in perpetuity. A copy of all other Board and Board Committee materials should be kept for no less than three years.

18.6 Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

18.7 Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

18.8 Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

18.9 Electronic Mail. E-mail that needs to be saved should be either: printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

19. RECORDS, TRANSPARENCY AND ACCOUNTABILITY

19.1 By making full and accurate information about its mission, activities, finances, and governance publicly available, The CCA practices and encourages transparency and accountability to the membership.

19.2 All board meeting minutes shall be open to the membership unless the Board specifically votes to make individual items confidential. Confidentiality shall be limited to personnel, disciplinary and personal information pertaining to members and staff.

19.3 STAFF RECORDS

19.3.1 All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

19.3.2 No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

19.3.3 Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

19.3.4 staff records shall be made available to the board when requested.

19.4 DONOR RECORDS All donor records shall be available for consultation by the members and donors concerned or by their legal representatives. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.



Combat Control Association, Inc.

Bylaws October 8, 2020

20. Privacy

20.1 CCA Members with an authorized login and password, authenticated by the CCA Membership Database will have access to a limited set of data. For example: Name, CCS, address and phone. All activities by members will be logged for security purposes.

20.2 Only those Officers, Board Members and Staff that have a legitimate business purpose for accessing and handling personal information obtained by us are given authorization to do so. The access or use of such information by any other source is unauthorized.

20.3 The CCA will not distribute members, sponsors or staff information without the consent of the information owner.

* * * * * END OF DOCUMENT * * * * *