

**Combat Control Foundation, Inc.**  
**Bylaws May 20, 2020**

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## **ARTICLE 1 - NAME OF ORGANIZATION**

The name of the corporation is Combat Control Foundation, Incorporated. The foundation may be referred to as CCF or USAFCCF.

## **ARTICLE 2 - CORPORATE PURPOSE**

### **2.1. Nonprofit Purpose**

2.1.1 This corporation is organized exclusively for charitable purposes, including, for such purposes, of accepting contributions and making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **2.2. Specific Purpose**

2.2.1 To support enlisted and officer Combat Controllers and Special Tactics Officers and their families during times of hardship where there is a void in USAF and VA benefits.

2.2.2 To honor Combat Control personnel and Special Tactics Officers of all ranks who have helped make this nation great through personal sacrifices and achievements, and to perpetuate the memory of those persons through records and reports of their deeds and contributions.

2.2.3 To foster, promote and encourage a continuing sense of historical appreciation for the origin and growth of Combat Control and the role it has played in economic, political, humanitarian and military operations worldwide.

2.2.4 To receive and maintain a fund or funds, to use and apply in whole, or any part of any income derived there from or the principal thereof for charitable, literary, or educational purposes; either directly or by contributions to organizations structured under the law, as is this one, or duly authorized to carry on similar activities.

2.2.5 To cooperate with other recognized organizations that are actively engaged and interested in similar aims.

2.2.6 To carry on programs to perpetuate the memory of deceased veterans of Combat Control and to comfort their survivors.

2.2.7 To instill, inspire, and strengthen patriotism, and to sponsor or participate in activities of a patriotic nature.

2.2.8 To provide social and recreational activities for members.

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2.2.9 To engage in any and all activities incidental thereto or necessary suitable or proper for the accomplishment of any of the aforementioned objectives.

## **ARTICLE 3 - BOARD OF DIRECTORS**

### **3.1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **3.2. Board Members**

3.2.1 The CCF Board of Directors will consist of the CCA Board of Directors. Board membership and Officers will run concurrently.

### **3.3. Regular and Annual Meetings**

3.3.1 An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the President of the Board of Directors.

3.3.2 The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board.

3.3.3 Notice of these meetings shall be sent to all members of the Board of Directors no less than two (2) days, prior to the meeting date.

### **3.4. Special Meetings**

3.4.1 Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors.

3.4.2 The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

3.5.1 Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting in person, or by telephone or electronic methods or by written notice. Any Director may waive notice of any meeting.

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3.5.2 The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.5.3 Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

3.5.4 The Board of Directors may appoint Honorary Board Members by resolution. Appointments will specify the term of the appointment. Honorary Board Members are non-voting members of the Board of Directors.

### **3.6. Quorum**

3.6.1 The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

3.6.2 The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **3.7. Compensation**

3.7.1 Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **3.8. Informal Action by Directors**

3.8.1 Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least 4 of all of the Directors following notice of the intended action to all members of the Board of Directors.

3.8.2 Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken by electronic vote maintained on a CCA/CCF controlled system.

### **3.9. Parliamentary Procedure**

3.9.1 Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order Newly Revised (RNOR).

## **ARTICLE 4 - OFFICERS**

4.1 The officers of the CCA shall also be the officers of this corporation

### **4.2. President**

4.2.1 The President shall preside at all meetings of the membership.

4.2.2 He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

4.2.3 He/She shall submit a report of the operations of the program for the fiscal year to the public

4.2.4 He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### **4.3. Vice-President**

4.3.1 The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

4.3.2 He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

### **4.4. Secretary**

4.4.1 The Secretary shall attend all meetings of the Board, and assisted by a staff member, will act as a clerk thereof.

4.4.2 He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.

4.4.3 He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.

4.4.4 Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.

4.4.5 He/She shall perform all official correspondence from the Board.

### **4.5. Treasurer**

4.5.1 He/She shall execute all expenditures of funds raised by the Board.

4.5.2 He/She shall present a complete and accurate report of the finances at each meeting of the Board, or at any other time upon request to the Board.

4.5.3 He/She shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

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4.5.4 He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

## **ARTICLE 5 - COMMITTEES**

### **5.1. Committee Formation**

5.1.1 The board may create committees as needed.

## **ARTICLE 6 - CORPORATE STAFF**

### **6.1: Executive Director**

6.1.1 The Board of Directors may hire an Executive Director who shall serve at the will of the Board.

6.1.2 The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Board of Directors.

6.1.3 No member of the Board of Directors may individually instruct the Executive Director or any other employee.

6.1.4 The Executive Director shall make such reports at the Board meetings as shall be required by the President or the Board.

6.1.5 The Executive Director shall be an ad-hoc member of all committees.

6.1.6 The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors.

6.1.7 The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by a majority vote of the Board of Directors. Such removal may be with or without cause.

6.1.8 Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE 7 - BOOKS AND RECORDS**

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7.1 The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors IAW Florida State law.

**ARTICLE 8 - AMENDMENTS**

8.1 The CCA Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each CCA director within the time and the manner provided for the giving of notice of meetings of directors.

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**ADOPTION OF BYLAWS**

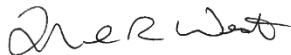
We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 20th day of May, 2020.



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Michael V. Lamonica, President



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Michael R West, Vice-President



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Mark R Nevatt, Secretary



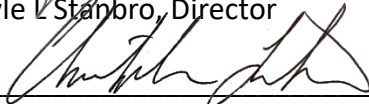
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Bernard W. Oder, Treasurer



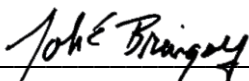
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Kyle L Stanbro, Director



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Chris Larkin, Director



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John E Bringolf, Director