

# Combat Control Association, Inc.

Corporation Bylaws (2016.02)

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## ARTICLE I - NAME

**1.1 NAME** The name of this corporation shall be Combat Control Association (CCA). The business of the corporation may be conducted as Combat Control Association, Inc.

## ARTICLE II - PURPOSES AND POWERS

**2.1 PURPOSE** The CCA is a non-profit corporation and is a veteran's organization operated for the following purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.1.1 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.

2.1.2 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.

2.1.3 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.

2.1.4 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.

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

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

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

2.1.8 To provide social and recreational activities for members.

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

### 2.2 ASSOCIATION POWERS

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 charitable purposes, for which the corporation is organized, and 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 not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

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## **2.3 NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION.**

2.3.1 The CCA is a Florida non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

2.3.2 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 on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the 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.

2.3.3 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)(3) 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.

2.3.4 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 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, giving preference if practicable to organizations located within the State of Florida.

2.3.5 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.

## **ARTICLE III - MEMBERSHIP**

### **3.1 MEMBERSHIP CLASSES AND DUES**

Membership classes are Regular, Honorary, or Associate members. Subclasses of members are Annual and Life. Members may resign their membership at any time. Qualifications for each class is:

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**3.1.1 Regular Member.** Active duty, retired or separated military personnel who are or were qualified as Combat Controllers or Special Tactics Officers, who held an appropriate Primary, Control or Duty Air Force Specialty Code, in the USAF, the Reserves or National Guard. Regular members shall be entitled to vote and to hold office in the Association. Regular memberships shall be on an annual or lifetime basis.

**3.1.2 Associate Member.** Military or civilians not otherwise eligible for Regular membership, who shall apply for such membership, and be accepted by the Board of Directors or by a vote of the general membership. Foreign Combat Controllers who graduate from Combat Control School may be Associate members. Spouses of deceased life members and the spouse/next of kin of any KIA controller shall automatically be eligible for Associate life membership without any further payment of dues. Associate members may not hold any Association office or vote. Associate members may serve on non-policy making committees, but are not entitled to any Regular member privileges while in that capacity.

**3.1.3 Honorary Life Member.** Honorary Life Membership 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 Board of Directors shall consider, deny or approve nominees for Honorary Life Membership.

## **3.2 DUES**

3.2.1 Annual member dues are \$50.00 per calendar year commencing on the date of payment.

3.2.2 Life member dues are \$150.00 payable at the time of application.

3.2.3 Individuals who are current Annual Members may upgrade their membership to a Life Time membership for \$150.00.

3.2.4 Honorary members and spouses of deceased life members do not pay dues.

## **3.3 MEMBERSHIP MEETINGS**

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

3.3.2 **Special Meetings:** Special meetings may be called by the President, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

3.3.3 **Notice of meetings** shall be provided to each member either by mail, electronic mail, or posted on available and customary media.

3.3.4. **Quorum.** 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,

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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.

3.3.5. **Voting** Only Regular members in good standing may vote in a general business meeting. Each Regular member shall be entitled to one vote on each issue properly introduced for determination by vote. Regular members in good standing may invest their proxy vote to a Regular member in good standing on any or all issue(s) to be decided. Regular members in good standing may also cast their vote by common means of communication approved by the board to include online voting through the CCA website.

3.3.6. **Voting By Officers And Directors.** The officers of the Association and members of the Board of Directors shall be entitled to all of the privileges and benefits of the Regular members attending the general business meeting. Officers and Directors that are unable to attend the regular meeting may cast their votes via proxy or by common means of communication as discussed in paragraph 3.3.5.

3.3.7. **Rules And Procedures.** All meetings will be conducted in accordance with Robert's Rules of Order.

## ARTICLE IV - BOARD OF DIRECTORS

### 4.1 NUMBER OF DIRECTORS

The CCA shall have a board of directors consisting of seven (7) directors.

### 4.2 POWERS

All corporate powers shall be exercised by or under the authority of the board and the affairs of the CCA. Shall be managed under the direction of the board, except as otherwise provided by law. In addition to such powers as are specifically conferred upon it by these By-Laws, the Board of Directors 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.

### 4.3 TERMS

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

4.3.2 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

4.3.3 Directors may serve terms in succession.

4.3.4 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.

### 4.4 QUALIFICATIONS AND ELECTION OF DIRECTORS

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In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and a current Life or Regular member of the association. The election of directors to replace those who have fulfilled their term of office shall take place in September of each year.

## **4.5 VACANCIES**

Unexpected vacancies in the board of directors due to resignation, death, or removal shall be filled by a majority vote of the board for the balance of the term of the director being replaced.

## **4.6 REMOVAL OF DIRECTORS**

4.6.1 A director may be removed by two-thirds vote of the board of directors then in office, if the director is absent and unexcused from four or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.

4.6.2 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.

## **4.7 BOARD OF DIRECTORS MEETINGS.**

4.7.1 **Regular Meetings.** The board of directors shall meet at such times and places designated by the President. The President shall call a special meeting on his own volition, or upon written request of the Vice President, or simple majority vote of the Board of Directors. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or twenty-four (24) hours' notice delivered personally or by telephone call or text message. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting and if appropriate include a telephone conference call-in number and instructions. The purpose of the meeting need not be specified.

4.7.2 **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 board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, and purpose, of the meeting.

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

## **4.8 MANNER OF ACTING.**

4.8.1 **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

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**4.8.2 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.

**4.8.3 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.

**4.8.4 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.

## **4.9 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.

## **4.10 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.

## **ARTICLE V - COMMITTEES**

### **5.1 COMMITTEES**

The board of directors 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:

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

5.1.2 fill vacancies on the board of directors of in any committee which has the authority of the board;

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

5.1.4 amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

5.1.5 appoint any other committees of the board of directors or the members of these committees;

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

5.1.7 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.

## 5.2 STANDING COMMITTEES

5.2.1 **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. Except as stated above, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

5.2.2 **NOMINATING COMMITTEE.** Prior to any Association election, the Board of Directors 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 Board of Directors 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 general business meeting, The Nominating Committee may solicit nominations from the membership by personal, electronic or written communications.

5.2.3 **REUNION COMMITTEE.** During those years in which there is a reunion or national convention, a reunion committee will be formed to handle the details and functions of the reunion. Any funds needed shall be coordinated with the Board of Directors. No commitments will be made without the approval of the Board.

5.2.5 **HALL OF FAME.** The Board of Directors will administer the CCA Hall of Fame (HoF) under the guidelines published in the HOF Annex. The CCA President, with the approval of the BoD, appoints a CCA HoF Committee of a minimum of five and no more than seven members, of which no fewer than two members will be active duty. All HoF committee members will be Life Members of the CCA.

The CCA will publish requests for HoF nominations in the April CCA Newsletter and post on the CCA website. The CCA will accept nominations at any time, but no later than 31 July of the year to be considered. Nominations received after the deadline will be held for following year's selection process. Nominations that fall short of the HoF Committees selection criteria will be returned to the nominator with an appropriate letter of explanation. The committee will review nominations and finalize their selections in sufficient time to present their recommendations to the CCA BoD at the August meeting. Once approved by the CCA BoD, the CCA President will then send a letter to the selectees as soon as possible to provide sufficient time for the selectees to plan their attendance at the annual reunion where the final presentation will be made. A courtesy copy of the selection letter will be sent to the person who submitted the nomination.

5.2.6 **SCHOLARSHIP.** The Board of Directors will administer the Mark Forester Scholarship under the guidelines published in the Scholarship Annex. The Board will select one Board member to oversee and guide the scholarship committee and process. The committee will be an impartial committee of five people (to include one CCA board member, once active duty STO, one retire STO/CCT Officer, one active duty CCT, and one retired CCT). Board member will be the

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tiebreaker if necessary; otherwise the board member will not vote.

The scholarship committee will work independently, without collusion, and present their tally sheet, clearly identifying each candidate in rank order. No committee member will be related to any applicant. Judges will base their selections only on the applications submitted. Applicant's name, race, and sex will not appear on any portion of the application seen by the judges. Applications will be evaluated based on the criteria published in the Scholarship Annex.

**5.3 ADDITIONAL COMMITTEES.** When deemed necessary, the Board of Directors may appoint additional committee to review and report on individual subjects necessary for the board to make informed decisions. The resolution appointing additional committees will include the task, objectives, limits, reporting process and the exact data and time the committee will be in effect.

**5.4 DUTIES.** Each committee shall perform the duties assigned according to the Constitution and By-Laws of the Association. The President shall resolve any questions that may arise as to the jurisdiction of a committee.

**5.5 QUORUM.** A quorum of any committee shall consist of a simple majority of its members.

**5.6 MEETINGS.** Each committee shall meet from time to time after due notice and call by the Chairman. The majority of members of a committee may request a meeting.

**5.7 APPROPRIATIONS.** The Chairman of any committee may make application to the Executive Committee and/or to the Board of Directors for the appropriation of funds for the work of the committee. No committee shall have the authority to incur any indebtedness of pecuniary liability for which the Association shall be responsible, except to the extent authorized in advance by the Executive Committee or Board of Directors.

**5.8 REPORTS.** Each committee shall keep a record of its proceedings and shall make a written report of its activities as required by the Board of Directors.

**5.9 REMOVAL.** Appointed 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.

## **5.10 MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws. Meetings will conform to the extent possible to Roberts Rules of Order, Newly Revised during all meetings.

## **5.11 INFORMAL ACTION BY THE BOARD OF DIRECTORS**

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Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. Additionally, online web form consensus may be used as long as it includes a method for directors to record opinions about the resolution. The intent of this provision is to allow the board of directors to use email and web forms to approve actions, as long as a quorum of board members gives consent.

## **ARTICLE VI - OFFICERS**

### **6.1 BOARD OFFICERS**

The officers of the corporation shall be a board President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

### **6.2 ELECTION OF OFFICERS**

Immediately after a Board Election, the new board will hold a meeting to 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 secret written ballot will be taken. In the event of a single nominee a voice vote may be used. If board members are attending remotely their voice vote may also be admitted. The Chairman will be responsible for recording the minutes of this meeting.

### **6.3 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. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, 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.

### **6.4 REMOVAL AND RESIGNATION**

The board of directors may remove an officer at any time, with or without cause. 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 date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.5 BOARD PRESIDENT**

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The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

## **6.6 VICE PRESIDENT**

In the absence or disability of the board president, the vice-president shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

## **6.7 SECRETARY**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the 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 the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. Members of the Executive Committee, the Board of Directors, and any committee established by the Association, shall provide the Secretary with copies of any correspondence and other documentation relating to their function on a regular and timely basis. He shall coordinate with the Treasurer as necessary to file the Association's tax-exempt paperwork with the state of Florida and the Internal Revenue Service. The Secretary shall perform any and all administrative functions required by the President, the Board of Directors, or the Association. He shall maintain/oversee a Combat Control homepage, database of deceased Combat Controllers, and historical records of Combat Control units or personnel accomplishments. He shall maintain membership rolls, membership directories, and prepare membership credentials.

## **6.8 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 board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board 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 member of the Board of Directors. Any investments shall be made at fair market value and approved in writing in a contractual agreement

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to the effect the Association shall be without any risk. In the event the Secretary is not available at business or board meetings; the Treasure will be responsible for providing the Secretary's report.

## ARTICLE VII - FINANNCIALS

### 7.1 CONTRACTS AND OTHER WRITINGS

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.

### 7.2 CHECKS, DRAFTS

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. The Board President along with one other officer may spend/donate up to \$500 without an official vote as long as all Board members are notified in a timely fashion.

### 7.3 DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time 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.

### 7.4 LOANS

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.

### 7.5 INDEMNIFICATION

(a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that

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he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## ARTICLE VIII - MISCELLANEOUS

### 8.1 BOOKS AND RECORDS

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

### 8.2 FISCAL YEAR

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

### 8.3 CONFLICT OF INTEREST

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.

### 8.4 NONDISCRIMINATION POLICY

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.

### 8.5 BYLAW AMENDMENT

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that 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)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

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(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation, Florida State and United States Law.

## ARTICLE IX - DOCUMENT RETENTION POLICY

### 9.1 PURPOSE

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.

### 9.2 POLICY

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.

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Forms 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) 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.

(c) 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 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.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) 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.

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- (f) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (g) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.
- (h) Electronic Mail. E-mail that needs to be saved should be either:
- (i) printed in hard copy and kept in the appropriate file; or
  - (ii) 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.

## ARTICLE X - Transparency and Accountability

### 10.1 PURPOSE

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 general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

### 10.2 BOARD

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

### 10.3 STAFF RECORDS

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

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

(d) Staff records shall be made available to the board when requested.

## **11.07 DONOR RECORDS**

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

(c) 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.

## **CHANGE RECORD**

2016.02 – Nov 11, 2016 Editorial update. John Bringolf