Combat Control Association, Inc

Bylaws

January 2025

Combat Control Association, Inc.

Draft Bylaws June 2024

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1. NAME

1.1 The name of this corporation shall be Combat Control Association, Inc. The corporation's business 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 nonprofit corporation operating under Section 501(c)(19) of the Internal Revenue Code for the purposes outlined in the Articles of Incorporation dated August 15, 1996, under Florida State Law.

2.1.1 Specifically, the CCA's purpose and mission are to:

2.1.2 Support wounded and injured Combat Control Team (CCT) members and Special Tactics Officers (STO).

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

2.1.4 Support Active Duty, Guard, Reserve CCT/STO and their families during pre/post deployment resiliency events.

2.1.5 Support any teammate and/or their family from the Special Tactics/USAF Special Warfare community in need.

2.1.6 Promote education for our members and families through scholarships.

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

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

2.1.9 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 corporation's powers 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 outlined 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 at 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; the verified petition shall contain statements that reasonably indicate the applicability of this section. Upon finding that this section is applicable, the court 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 that 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 and special tactics officers who hold 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 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 substantially contributed 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, Special Tactics, or Special Warfare 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. MEMBERSHIP MEETINGS

6.1 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.

6.2 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.

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

6.4 A quorum shall consist of at least 25 Regular members (including proxies) in good standing. If there is no quorum, all matters pending the membership vote shall continue in status quo. Suppose the Secretary of the CCA or another Association officer is unavailable. In that case, the Secretary shall have the membership roll available during general business meetings to verify membership status and establish the existence of a quorum. Topics that require a vote may be presented to the members at large before the General Business meeting, and votes received by any Association officer may be counted as part of the Quorum. An association board member must verify all votes, as they are being received by a regular member in good standing before the vote can be counted as part of the Quorum.

6.5 Membership votes are restricted to Regular Members. 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 vote online through the CCA website when the Board authorizes such a vote.

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

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

7. BOARD OF DIRECTORS (BoD)

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

7.2 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 expressly conferred upon it by these Bylaws, 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 ensure that matters of business are consistent with the aims of the Bylaws.

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

7.4 Director terms shall be staggered so that approximately one-third of the directors will end their terms in any given year. Elections will be for two board members yearly, with three elected every third year.

7.5 Directors may serve terms in succession.

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

7.7 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. 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 website.

7.8 Unexpected vacancies in the BoD 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.

7.9 A director may be removed by an affirmative vote of at least five directors then in office. A director may be removed by resolution any time they are absent and unexcused from four or more meetings of the BoD in 12 months.

7.10 A director may be removed for cause or no cause by a majority vote of the membership if, before any membership meeting 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 their case. It can be heard at an officially called regular or special membership meeting.

7.11 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.

7.12 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's Conflict of Interest policy and state law.

8. BoD MEETINGS

8.1 **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 if delivered personally or by telephone call or text message to each director.

8.2 **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.

8.3 **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.

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

8.5 **Quorum:** A majority of the directors in attendance personally, via conference call or video chat, shall constitute a quorum for the business transaction at that meeting. The Board shall consider no business at any meeting at which a quorum is absent.

8.6 **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. The ranking elected board member (President, Vice President, or Treasurer) will not vote unless there is a tie. For email votes, if directors of the Board cannot decide based on a tied number of votes during a voting window, the President, Vice President, and Treasurer in that order shall have the power to swing the vote based on his/her discretion.

8.7 **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.

8.8 **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, which will be visible to all BoD Members.

9. COMMITTEES

9.1 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:

9.1.1 Take any action on matters which also require board approval or approval of a majority of all members;

9.1.2 fill vacancies on the BoD or in any committee which has the authority of the Board;

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

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

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

9.1.6 expend corporate funds to support a nominee for director or

9.1.7 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.

9.2 **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. It shall proffer the name of at least one nominee for eache lected office that will become vacant in the following year and which will 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 through personal, electronic, or written communications.

9.3 **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.

9.4 **CCT/STO TRAINING PIPELINE AWARDS COMMITTEE**: The committee will work with the Combat Control School and the Special Tactics Training Squadron to fund student awards. This has historically included the Richard L. Fox Award, Jerome Bennet Award, and John Chapman Award.

9.5 **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.

9.6 **MEETINGS**. Regular committee meetings shall be called by the President at a time and place of their choosing. The majority of members of a committee may request a meeting. Meeting notification may be by mail or electronic mail. Special committee meetings 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 governing the committee that are not inconsistent with the provision of these Bylaws. Meetings will conform to the Roberts Rules of Order Newly Revised (RNOR) to the best of its ability.

9.7 **APPROPRIATIONS**. The Chairman of any committee may make an 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.

9.8 **RECORDS.** Each committee shall keep a record of its proceedings and make a written report of its activities as requested by the BoD.

9.9 **REMOVAL**. Committee members serve at the pleasure of the Board and may be removed accordingly or by the written request of two-thirds of the committee members. Apart from those committees created by these bylaws, committees may be dissolved at any time by Board resolution.

10. OFFICERS

10.1 **BOARD OFFICERS** The corporation's officers 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 to perform the duties outlined in these Bylaws, the Letter of Incorporation, or Florida State Law. The Secretary and Treasurer positions may be combined.

10.2 **ELECTION OF OFFICERS** At the first BoD meeting after a Board Election, the new Board will elect the officers for the following 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. A vote is not required if a single nominee is without objection. The Chairman will be responsible for recording the minutes of this meeting.

10.3 **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.

10.4 **REMOVAL AND RESIGNATION** The BoD may remove an officer at any time, with or without cause, by a vote of 5 or more Directors. Any officer may resign at any time by giving written notice to the corporation without prejudice to the corporation's rights, if any, 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.

10.5 **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.

10.6 **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 and be subject to all the restrictions upon the BoD President. The Vice-President shall have other powers and perform the duties prescribed by the BoD or the BoD President.

10.7 **SECRETARY:** The Secretary shall keep or cause to be kept a record of all meetings and actions of directors and committees. The minutes of each meeting shall state the attendance, time, and place it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held per 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.

10.8 **TREASURER:** The Treasurer shall be the lead director overseeing the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the corporation's financial condition and audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and ensure that appropriate financial reports, including an account of major transactions and the corporation's financial condition, 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. With the approval of the BoD, the Treasurer may appoint a qualified fiscal agent or staff member to assist in performing all or part of the Treasurer's duties. Account books shall be maintained and open to inspection by any Association Regular Member in good standing.

11. FINANCIALS

11.1 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.

11.2 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 may expend up to $1000 a month without an official BoD vote but must inform the BoD within five (5) business days of obligation. The President and Treasurer will review all recurring expenses up to $5,000 annually for validation. All validated recurring expenses do not require BoD approval.

11.3 All subaccounts (i.e., reunion accounts, etc.) may cut checks, drafts, and other forms of payment from their account without board approval. However, they must provide receipts to the Treasurer within ten (10) business days for accounting purposes.

11.4 The Treasurer shall deposit all corporation funds not otherwise employed to the corporation's credit in such banks, trust companies, or other depository as the Board or a designated committee of the Board may choose.

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

11.6 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) because 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. The organization may maintain insurance at its expense to protect itself and any such person against any such liability, cost, or expense.

12. BOOKS AND RECORDS

12.1 The corporation shall keep correct and complete books and records of account. It 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 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.

13. FISCAL YEAR

13.1 The corporation's fiscal year shall be from January 1 to December 31 of each year.

14. CONFLICT OF INTEREST

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

15. NONDISCRIMINATION POLICY

15.1 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. The CCA's policy is not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

16. BYLAW AMENDMENT

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

16.2 No amendment shall be made to these Bylaws that 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.

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

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

17. DOCUMENT RETENTION POLICY

17.1 This document retention policy aims to establish 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.

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

17.3 **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.

17.4 **Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain information on recruitment, employment, and personnel. 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 keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. 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.

17.5 **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.

17.6 **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.

17.7 **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc., should be kept for three years.

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

17.9 **Electronic Mail**. Emails that need 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 email's subject matter, as covered elsewhere in this policy.

18. RECORDS, TRANSPARENCY AND ACCOUNTABILITY

18.1 By publicly providing complete and accurate information about its mission, activities, finances, and governance, The CCA practices and encourages transparency and accountability to the membership.

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

18.3 **STAFF RECORDS**

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

18.3.2 No staff records shall be made available to anyone outside the corporation except the authorized governmental agencies.

18.3.3 Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the Board when requested.

18.4 **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 anyone 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.

19. PRIVACY

19.1 Members with an authorized login and password, authenticated by the CCA Membership Database, will have access to a limited data set. For example, name, CCS class, address, and phone number are available only if authorized by the individual to whom the information pertains. Checking the appropriate box in the profile submission is considered authorization to share personal information. All activities by members will be logged for security purposes.

19.2 Only those Officers, Board Members, and Staff with a legitimate business purpose for accessing and

handling personal information obtained by us are authorized to do so. The access or use of such information by any other source is unauthorized.

19.3 The CCA will not distribute members, sponsors, or staff information without the consent of the

Information owner.

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