

FORWARD AIR CONTROLLER'S ASSOCIATION, INC.

CONSTITUTION - BYLAWS

[A Florida State Non-Profit Corporation]

25 August 2014, Rev 5.0 (Addendum)

FORWARD AIR CONTROLLERS ASSOCIATION, INCOPRORATED, BYLAWS

PREAMBLE

The needs for accurate placement of ordnance onto chosen targets have existed since the beginnings of modern warfare. These needs grew and became more complicated as the abilities to strike targets, especially by air, became more sophisticated. With the growth of systems to deliver ordnance by aircraft came new and innovative ways to place this ordnance with greater precision. Thus, Forward Air Control -- the "eyes and ears" of air to ground battlefield and air interdiction operations -- was born. Forward Air Controllers, mastering the complicated and deadly art of their work, have set high records of bravery and achievement at great risk and loss of life over countless battlefields, in our nation's wars. Desiring to memorialize the risky and complicated nature of this work, and determined to tell others of the heroic achievements of Forward Air Controllers in the service of our country, we do bind ourselves together in camaraderie, love, and respect, and form the Forward Air Controllers Association in pursuit of these worthy aims.

ARTICLE I

Name of the Association

The name of the organization is "The Forward Air Controllers Association, Incorporated."

ARTICLE II

Purposes of the Association

The fundamental purposes of the Association are to:

1. Remember those we left behind, and carry on programs to perpetuate their memory.
2. Promote Forward Air Control (FAC) camaraderie.
3. Preserve the FAC history.
4. Promote the social welfare and common good of the community.
5. Assist our disabled, hospitalized, and needy veterans, and members of the United States Armed Forces, and their dependents, widows and orphans.
6. Conduct programs for patriotic, charitable, literary, or educational purposes, not limited to, but particularly in any such matters having to do with Forward Air Control.

Further, the FAC Association is noncommercial, nonsectarian and nonpartisan. The association is organized for the above purposes as tax exempt organization under section 501(c) 19 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

Membership

The membership shall be as follows:

1. Regular Members: Regular membership in the Association shall be comprised of veterans who have performed full-time duty as Forward Air Controllers/Navigators (ground or air), or instructors of Forward Air Control, or those who have directly supported Forward Air Control activities to include but not limited to: FAC Aircraft Maintenance, Intelligence and Operational Support Personnel, Radio Control Support Personnel, Special Observer and Support Personnel.. In addition to the above, the Board of Directors or the members may establish admission eligibility for others. In all cases of doubt regarding eligibility, the Board may resolve the issues.
2. Associate Members: Persons of good repute who share a passion for the FAC mission but do not meet the requirements for Regular Membership may upon

application be permitted by the Board or the membership to join the Association as Associate Members.

3. Honorary Members: The Board or the membership may confer Honorary Membership upon persons who have rendered significant, "above and beyond" service and support to the aims and purposes of the Forward Air Control Association.

4. Regular and Associate Members shall pay dues as established from time to time. Regular members may hold office as provided, and vote on all matters taken to the ballot. Any member may serve on committees.

5. Membership may be denied or revoked upon determination of misconduct bringing discredit to the Association, disloyalty to the United States, or conviction of a felony.

6. Members remain in good standing by timely payment of dues as established. Members shall be in arrears after a period of delinquency established by the Board. Delinquent members may be reinstated after payment of past dues. A Membership year is defined as the period of 1 January through 31 December of each year with dues payable no later than the last day of February.

ARTICLE IV

Organization

1. **Board of Directors:** There shall be a Board of Directors to oversee and administer the affairs of the Association. The Board shall minimally consist of a President, a Vice President, a Secretary who also may serve as Treasurer, and a Treasurer who may also serve as Secretary. There shall be four "at large" Directors, and one Historian, who shall enjoy the same powers and rights as a Director. The members shall from time to time seat the Association's officers through election. Elections shall be conducted during the general membership business meeting held during each reunion which occurs approximately every two years. The terms of the first panel of officers shall be staggered to provide

future overlap with incoming office holders. A Chaplain appointed by the President shall be a non-voting member of the Board.

2. Board meetings shall be convened from time to time as the Board may decide. Two-thirds of the Board in agreement may call special meetings to address issues announced in prior notice. There shall be a Board meeting in conjunction with any general membership business meeting.. Conduct of the meetings may be informal or formal. In cases where procedural matters are at issue, resort may be made to an appointed parliamentarian or to handbooks commonly addressing such procedures. Expenses incurred in attending these meetings shall be the personal responsibility of the member.

3. The term of office for the President, Vice President, and Historian shall be approximately two years, or until replaced. The term for Treasurer and Secretary shall be approximately four years, or until replaced. The directors will serve staggered and approximate four year terms or until replaced, whichever occurs first. Two directors shall be replaced approximately every two years.

4. The President shall fill vacant positions by appointment. Appointments shall be until the next occasion for voting, whereby the vacated office shall be filled by election. If the office of President becomes vacant, the Board shall appoint a replacement until the next occasion of voting, whereby the members shall elect the successor.

5. **Committees.** The Board and the President may appoint committees or individuals to accomplish particular tasks of the Association. Committee and individuals serve at the pleasure of the appointing authority, or under specified terms.

5.1 Budget and Finance Committee. This committee consisting of the Vice President, Treasurer, and one member of the BOD appointed by the President will be responsible for the preparation of a biennial budget. The budget is a statement of estimated revenue and expense of the Association for a two year

period. The budget prepared by the Budget and Finance Committee will be submitted to the BOD for approval by a 2/3rds vote and upon approval will be presented to the general membership for approval by a majority vote. Budgeted expenses are paid upon an itemized voucher to the Treasurer. Any plans for expenditures beyond the approved biennial budget are authorized by the BOD with approval by a 2/3 vote.

6. Duties of the President: He shall be the Chief Executive Officer for the Association. He shall chair the meetings of the membership and the Board. He shall assure the recordation of activities of the Board and the Association. He shall appoint replacements for vacancies on the Board. He may appoint an Executive Director for his term, and under conditions approved by the Board. He and/or the Board may appoint Committees and chairs as appropriate. Budgeting for President annual expenses will be included in the biennial budget who will represent the FAC Association when participating in events at the request/approval of the BOD. Mileage reimbursement in accordance with the current IRS business mileage rate is authorized. Any needed expenditures above the budgeted amount will be approved by a 2/3 vote of the BOD.

7. Duties of the Vice President; He shall serve in the capacity of the President in his absence. He accomplishes tasks assigned by the President or the Board. Further, he shall serve as the primary officer of the FAC Association to ensure recognition of our "Departed Brothers", those members that pass from this earth.

8. Treasurer: The Treasurer shall keep the financial books and records of the Association and shall provide a semi-annual financial report to the Officers and Board. He provides reports as directed by the Board according to standard and regular practices. He shall attend to tax records and filings as required by law. He advises the Board on best investments and accounting of interest-bearing accounts. He follows the Board's instructions regarding investments and disbursements. The financial accounts of the Association shall be audited

annually by a committee of two persons appointed by the president. The audit shall be completed by 31 March of each year.

a.) support the Budget and Finance Committee in the preparation of the biennial budget to be approved by a 2/3rds vote by the BOD and subsequently by a majority present at the general membership meeting. Any planned expenditures during budget execution over the budgeted amount must be approved by a 2/3rds vote of the BOD prior to expenditures or reimbursement will not occur.

b.) keep an accurate account of receipts and disbursements.

c.) pay out all money as approved by the BOD and/or the general membership, in accordance with the provisions of these bylaws. Requests for reimbursement by members of the BOD or the general membership shall be approved by two of the authorized persons on the account.

d.) present a semi-annual financial report, to include account activity, balances and liabilities, to the BOD. A financial report will also be presented to the membership at the general membership meeting.

e.) prepare and submit any tax forms as required by law.

9. **Secretary:** The Secretary maintains the paperwork of the Association. He records and publishes minutes of meetings and discussions. He is responsible for proper filing of documents, minutes and papers, and receives incoming correspondence, which he appropriately arranges for response. He receives instructions from the Board regarding the scope of his ministerial duties.

10. **Directors:** The Director shall attend meetings as convened. The administration of the Association's affairs is his major concern. A majority of the Board present at meetings shall constitute a quorum. Votes cast by Board members electronically or telephonically shall be valid after proper and due notice concerning the issue to be decided. Expenses incurred in attending these meetings shall be the personal responsibility of the member.

11. **Historian:** The Historian shall serve a term concurrent with the extant President. He shall attend meetings as convened. His duties are to coordinate the collection, collation, and compilation from all reasonably accessed sources, FAC related information, data, anecdotes and archival recordation and the dissemination of data for such uses as would serve the aims of the Association. Budgeting for Historian annual expenses will be included in the biennial budget who will represent the FAC Association when participating in events at the request/approval of the BOD. Mileage reimbursement in accordance with the current IRS business mileage rate is authorized. Any needed expenditures above the budgeted amount will be approved by a 2/3 vote of the BOD.

12. **Chaplain:** The President shall appoint the Chaplain in a non-voting capacity. He shall enjoy a reputation of adherence to community high standards of decency, dignity, morality, and a good report within the Association and the community. He attends to memorial ceremonies and to spiritual matters where the Association has an interest. He leads prayers at ceremonies, meetings and banquets as requested.

13. There shall be no personal or individual liability of any character of any officer for any debts, obligations, or torts of the Corporation. No officer shall be liable to any person for any act or negligence or default on the part of any one or more of the other officers, in the absence of specific knowledge on the part of the officer, of the negligence or default of any one or more on the other officers.

ARTICLE V

Dues and Assets

Payment of dues shall be set from time to time by the general membership. 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 Article II purposes clause hereof. Unbudgeted requirements are possible and these bylaws recognize that. Approval of any planned expense for a project not in the approved budget shall require the approval of 2/3rds vote of the BOD prior to expenditure. Travel by any BOD member with the approval of a 2/3rds vote of the

BOD prior to the travel is reimbursable on a case by case basis.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 Article II hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(C)(19) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(19) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

General Membership Meetings and Reunions

The membership may decide from time to time the times, dates, and places for general membership business meetings, conventions, memorial ceremonies and reunions.

ARTICLE VII

Newsletter

The Association may from time to time publish a Newsletter or issue correspondence.

ARTICLE VIII

Amendments to Bylaws

The Board or the membership may amend these Bylaws by 2/3 vote of those casting ballots. The Bylaws must comport to requirements of the laws, the IRS rules, and the Articles of Incorporation, and construed in light of these documents.

Addendum - 24 Oct 2012

At the General Membership meeting on October 20, 2012, the following were elected as officers and directors with terms as noted:

President Phillip Litts - until 2014

Vice President Bob Green - until 2014

Historian Al Matheson - until 2014

Director Tom McGrain - until 2016

Director Brad Wright - until 2016

Chaplain Dale Hill - NA

The following incumbent Officers' terms from 2010 will expire in 2014:

Secretary Jay Barnes - until 2014

Treasurer Bob Gorman - until 2014

Director Denny Crouch - until 2014

Director Darrel Whitcomb - until 2014