DRAFT BYLAWS OF OPERATIONAL CONTROL ALLIANCE ("OCA")
A District of Columbia Nonprofit Corporation

ARTICLE I – NAME AND PURPOSE

1. Name. *The name of the corporation is* ***OPERATIONAL CONTROL ALLIANCE*** *("OCA" or the "Corporation").*

2. Purpose. *The Corporation is organized and operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of OCA is to promote the common business and professional interests of aircraft dispatchers, flight operations controllers, and other professionals engaged in aviation operational control; to improve conditions in the line of business of aviation operational control and dispatch; and to advocate for policies that advance aviation safety, professional standards, and the responsible integration of technology while preserving essential human oversight in flight operations.*

ARTICLE II – MEMBERSHIP

1. Classes of Membership. *OCA shall have two classes of membership: Organizational Members and Individual Members.*

2. Organizational Members. *Organizational Members shall consist of national, regional, or international organizations that represent aircraft dispatchers or operational control professionals. Organizational Members shall have full voting rights and may designate one or more representatives to exercise those rights.*

3. Individual Members. *Individual Members shall consist of licensed aircraft dispatchers, operational control professionals, and other individuals who support the mission of OCA. Individual Members shall have the right to participate in educational programs, committees, and events but shall not have voting rights on matters reserved for Organizational Members unless otherwise provided by the Board of Directors.*

4. Admission and Dues. *Membership shall be granted upon application and payment of dues as established by the Board of Directors. The Board may establish different dues levels for each class of membership. Upon formation, OCA will collect a one-time special assessment of $3000 per each Organizational Member. Dues schedules shall be posted and maintained on the OCA website at www.theoca.org or it's successor.*

5. Termination. *Membership may be terminated for non-payment of dues, violation of these Bylaws, or conduct detrimental to OCA, as determined by the Board of Directors.*

ARTICLE III – BOARD OF DIRECTORS

1. Powers. *The Board of Directors ("BOD") shall manage the affairs of OCA and shall have all powers necessary to carry out the purposes of the Corporation, except as limited by law, the Articles of Incorporation, or these Bylaws.*

2. Number and Composition. *The BOD shall consist of not fewer than three (3) nor more than fifteen (15) directors. The Board shall include representatives from Organizational Members to the extent practicable.*

3. Election and Term. *Directors shall be elected by the Organizational Members at the Annual Meeting for staggered terms of two (2) or three (3) years, as determined by the Board.*

4. Meetings. *The BOD and Executive Board shall meet at least quarterly and as described in Article V of the bylaws. Special meetings may be called by the Chair or by any three (3) directors. Meetings may be held in person or by electronic means.*

5. Quorum and Voting. *A majority of the directors then in office shall constitute a quorum. Decisions shall be made by majority vote of directors present, unless otherwise required by these Bylaws.*

6. Action Without Meeting. *The Board may take action without a meeting if all directors consent in writing (including by electronic means).*

ARTICLE IV – OFFICERS

1. Officers. *The officers of OCA shall be an Executive Director, Executive Vice President, Secretary, and Treasurer*. The Board may create additional officer positions as needed. The totality of these Officers shall constitute the Executive Board.*

2. Election and Term. *Officers shall be elected annually by the Board of Directors.*

3. Retired Members. *Retired members in good standing may serve as Officers of the OCA through the same process as described in Section 2 of these bylaws. There shall be no distinction between an officer who is active and one who is retired.*

4. Duties.

- *The **Executive Director (E.D.)** shall preside over meetings and serve as the chief spokesperson of OCA.*
- *The **Executive Vice President (E.V.P.)** shall perform the duties of the E.D. in his absence.*
- *The **Secretary** shall maintain minutes and corporate records*.*
- *The **Treasurer** shall oversee financial matters and report to the Board**

**Note – The Secretary and Treasurer roles may be combined to a singular officer should the BOD deem it favorable or necessary.*

ARTICLE V – REQUIRED MEETINGS

1. Annual Meeting. *An Annual Meeting of Organizational Members shall be held each year for the election of directors and transaction of other business.*

2. ***Quarterly Meetings*** *– On a quarterly cadence, OCA Officers shall meet with the BOD for the purpose of updating the BOD and Membership on OCA activities and to receive guidance from both. The dates and locations may be timed to coincide with the quarterly meetings of the Organization Members.*

3. Special Meetings. *Special meetings of members may be called by the Chair, the Board of Directors, or by petition of at least twenty-five percent (25%) of the Organizational Members.*

4. Notice. *Notice of meetings shall be given at least ten (10) days in advance by electronic or written means.*

5. Quorum. *A majority of the Organizational Members entitled to vote shall constitute a quorum.*

ARTICLE VI – COMMITTEES

The Board of Directors may establish standing or ad hoc committees as needed to carry out the work of OCA. Committee members need not be directors.

ARTICLE VII – FISCAL YEAR

The fiscal year of OCA shall begin on January 1 and end on December 31, unless otherwise determined by the Board of Directors.

ARTICLE VIII – INDEMNIFICATION

OCA shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE IX – CONFLICTS OF INTEREST

The Board of Directors shall adopt and maintain a Conflict of Interest Policy. Directors and officers shall disclose any actual or potential conflicts and shall not participate in decisions where a conflict exists. No officer of the Organization may serve as a board member or officer of any other organization engaged in lobbying activity substantially similar in nature to the Purpose of OCA as defined in Section 2 of these bylaws.

ARTICLE X – NO PRIVATE INUREMENT

No part of the net earnings of OCA shall inure to the benefit of any private individual. OCA shall not engage in activities that are not in furtherance of its exempt purpose under Section 501(c)(6) of the Code.

ARTICLE XI – DISSOLUTION

Upon dissolution of OCA, after payment of all debts and obligations, remaining assets shall be distributed to one or more organizations exempt from federal income tax under Section 501(c)(6) or Section 501(c)(3) of the Code.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that notice of the proposed amendment is given at least ten (10) days prior to the meeting at which the vote is taken. Amendments affecting membership rights or voting shall also require approval by a majority of the Organizational Members.

ARTICLE XIII – FINANCIAL TRANSPARENCY AND REPORTING

The President of OCA shall direct the Treasurer to conduct a biennial audit of all OCA financial accounts for the previous fiscal year at the beginning of the first quarter of the subsequent year. The audit shall be conducted by an accredited and agreed upon Certified Public Accountant ("CPA") or CPA firm. At the conclusion of the audit, the Treasurer shall direct the CPA to furnish OCA with a complete record of the audit to include any discrepancies observed, recommendations provided and the final reconciliation of each account. This record shall be furnished to the Board of Directors for review at its annual meeting to be held at the end of the first quarter of each fiscal year so that it may review its conclusions, make recommendations and rectify any discrepancies noted. Additionally, this record shall be viewable, upon request, by any OCA member in good standing. Any BOD member may upon request, view OCA's current bank or investment account status or statements at any time. This request shall not be denied for any reason by any officer of the Corporation or the BOD individually or collectively. It shall be the stated policy of OCA to conduct its financial affairs with absolute transparency at all times. No OCA BOD member, officer or regular member may at any time or for any reason deny, obstruct or delay any proper and reasonable request to provide financial information in a timely manner.

ARTICLE XIV – OFFICER AND BOARD OF DIRECTOR COMPENSATION

Except for the reimbursement of reasonable expenses incurred in service to the Corporation, including but not limited to, travel, meals, lodging and transportation, no compensation will be paid to any member of the Corporation unless after consideration and approval of the BOD, an amount to be determined and fixed by the BOD may be set on a per diem basis.

***Adopted** this 29th day of September, 2026.*



Jeff Donaldson - Chair, Board of Directors

Attest:



James Starnes - Executive Director