

Communications Fraud Control Association
Constitution
(as of May 23, 2007)

Article I
NAME AND OBJECTIVES

Section 1 Incorporation of the Association

The Communications Fraud Control Association (CFCA), hereinafter referred to as the *Association*, was incorporated on May 29, 1985, pursuant to the Nonprofit Corporation Law of the State of Delaware. The principal office for the transaction of business of this corporation is located in Roseland, NJ, USA.

A. CFCA, its Members and Vendor Affiliates, in the course of CFCA activities, shall not agree with, participate in or give consideration to any activity, plan, understanding, agreement, or agreements that would constitute a violation of any federal, state or local law proscribing conduct intended or tending to restrain trade, including, but not limited to, actions that would (i) fix, raise or stabilize prices, fees, or credit terms and conditions, (ii) boycott or refuse to do business with any third parties (except as permitted by law) or (iii) restrict or interfere with the exercise of free and independent judgment by the Members in the management or operation of their respective businesses. Furthermore, CFCA its Members and Vendor Affiliates, in the course of CFCA activities, shall comply with all applicable federal, state or local laws. Nothing contained in these Bylaws shall authorize or empower CFCA, its Members or Member Affiliates to perform or engage in any acts or practices prohibited by law.

Section 2 Goals and Objectives

The Association's objective is to foster and promote cooperation within and outside of the communications industry with respect to communications fraud control. To accomplish its objective, the Association shall continually endeavor:

- A. To maintain closer associations among communications companies' security personnel and to develop their professional status.
- B. To provide a mutual benefit organization, not operated for profit but for the purpose of fraud identification, prevention and control.
- C. To promote the mutual interests of its members for their mutual protection and efficiency in the conduct of their profession.
- D. To improve the qualifications, standards and investigative techniques of communications fraud investigators.
- E. To support sound and just legal protection for the communications industry's fraud control efforts.
- F. To enhance the standards of communications professionals by providing continuing education.
- G. To develop awareness of communication fraud by educating the public, private and government sections and the international community.

Article II **MEMBERSHIP**

Section 1 Eligibility for Membership

A. Corporations whose business is directly related to the communications industry, may apply for membership. The corporation will be allotted one Member Designate who must be directly involved on a full time basis in the communications company with a primary or secondary responsibility for the detection, prevention, and/or the investigation, apprehension, and prosecution of fraud offenders. Other members within the same company shall be considered individual members under the Designate. Both Corporate Designate and Individual members have full electoral rights and all other privileges.

B. Corporations who have an interest in communications may join under this category. The Corporation will designate one member who must be directly involved on a full-time basis with primary or secondary responsibility for the areas of communications systems/fraud in relation to the company. These members have full electoral rights and privileges of the association.

C. Law Enforcement

Law Enforcement agents, officers, prosecutors, or related governmental agents foreign or domestic; state, federal or local are eligible for membership. These members have electoral privileges only for the purpose of electing a Law Enforcement Member Director on the Board of Directors. Members may participate in all other activities of the association.

D. Retired Membership

This membership is extended to persons who previously held positions with member corporations, including law enforcement and government agencies, but who have retired from the industry/profession. In order to transfer one's membership status, one must be a member in good standing. They have no electoral rights, but are extended all other privileges.

E. Honorary Membership

Honorary membership may be conferred upon any person of acknowledged eminence in any profession or occupation who has made a significantly valuable contribution toward enhancing/advancing the goals and objectives of the Association. Active members of the Association are not eligible for honorary membership.

Honorary members shall be designated by action of the Board of Directors of the Association as a result of a quorum vote.

Article III **ORGANIZATION**

Section 1 Structure

The Board of Directors shall consist of no more than fifteen (15) standing members plus CFCA Chapter Presidents, but not less than nine (9) standing members plus CFCA Chapter Presidents. The standing members of the Board shall consist of five (5) Executive Officers: The President, Vice President, Secretary, Chief Financial Officer, and Immediate Past-President, and the remaining elected board members.

Section 2 Terms of Office and Succession

A. Terms of the Executive Officers and other members of the Board of Directors shall commence upon election at the Annual Meeting and expire on June 30 of each year, whichever comes first. Departing members shall sit for the remaining time of their term in an ex-officio capacity with no voting rights.

B. Terms of the Past President, President and Vice President shall be two (2) years. Terms of the Secretary and Chief Financial Officer shall be two (2) years, and shall be elected in opposite years. All other members of the Board of Directors, except for the positions identified, shall be three (3) years.

C. The President, upon serving a full term, shall succeed to the post of Past President. Upon completing the term as Past President, the candidate is ineligible for election to the Office of the President for one full year.

D. Upon termination of employment in the communications industry, a member of the Board of Directors may be granted a grace period extension of their membership to be determined by the current board, not to exceed 120 days, or the end of the dues year, whichever comes first.

Section 3

All Executive Officers and members of the Board of Directors must be members in good standing who have qualified for membership under Article II, Section 1.

Section 4

The Executive Officers shall have responsibility and authority for the management of the affairs of the Association unless otherwise provided for in this Constitution.

Article IV ***DUTIES OF OFFICERS***

Section 1

The Immediate Past President shall act as advisor and consultant to the President and Board of Directors in a voting capacity.

Section 2

The President shall chair the Board of Directors.

Section 3

The President shall preside at all general meetings of the membership of the Associations.

Section 4

In the absence of the President, the Vice-President shall assume the duties of the President. In the absence of the President and the Vice-President the duties of the Office of President shall be performed by the member of the Executive Committee who has the most seniority on the Executive Committee, or in the event of a tie, the most seniority on the Board of Directors. (See Article XI, Section 4).

Section 5

In the event of a vacancy occurring in the office of the President during a normal term, the Vice-President shall assume the Presidency for the remainder of that term and will be eligible for election to the office of the President for the next term.

Section 6

The Secretary, or their delegate, shall keep minutes of all business meetings of the Association, preserve all papers, letters, and transactions of the Association and have custody of the Corporate Seal. The Secretary shall perform other duties as directed by the Board of Directors.

Section 7

The Chief Financial Officer (CFO) shall be responsible for all financial affairs of CFCA including oversight of an annual audit of the books and records of CFCA. The annual audit shall include an audit of the books and records of the Treasurer who shall prepare or cause to be prepared annually a full and correct statement of the financial affairs of CFCA including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of Members of CFCA and filed within twenty (20) days thereafter at the principal office of CFCA.

Section 8

The Treasurer and/or the Executive Director, as the CFO directs, shall keep an account of all monies received and expended for use of CFCA and shall make disbursements authorized by the President or the Board of Directors. All sums received shall be deposited in the bank or banks or trust company approved by the Board of Directors.

Article V

EXECUTIVE COMMITTEE

Section 1 Authority and Responsibility

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved for the Board by this constitution, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail/ fax /email or not to exceed ten business days, or at the next Board meeting, whichever comes first.

Section 2 Composition

The Executive Committee shall consist of the President as Chair, the Vice President, the Secretary, the CFO and the Immediate Past President.

Section 3 Vacancies

Any vacancy occurring in the office of the Secretary and CFO shall be filled for the balance of the unexpired term by the Board of Directors at any regular or special meeting, pursuant to this constitution (see Article III, Section 3 and Article IV, Section 4 and Article VI, Section 1B).

Section 4 Quorum

Three members of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called on request of three members of the Executive Committee.

Article VI
DUTIES OF THE BOARD OF DIRECTORS

Section 1 The Board of Directors shall:

A. Establish major policies governing the affairs and direction of the Association; and devise ways and measures for the growth and development of the Association.

B. Have the power to fill any interim vacancies of Executive Officers and the Board of Directors, except vacancies occurring in the offices of the Past President, President and Vice-President of the Association. (See Article III, Section 3 and Article IV, Section 4).

C. Hold meetings of the Board of Directors as provided in the Constitution.

D. Be responsible for certifying any and all elections.

E. Approve or dissolve chapters of the Association when deemed appropriate.

F. Obtain competent legal counsel when required for the transaction of Association business.

G. Establish and designate structure of committees, other than standing committees that are required by the Association.

H. Review the Articles of Incorporation, the Constitution of the Association and recommend amendments and/or repeals in compliance with Article XI of the Constitution.

I. Review and approve major programs and expenditures recommended by the Executive Officers.

J. Establish standards and duties for directors of the organization including procedures for removal of a board member from the board.

Article VII
EXECUTIVE STAFF

Section 1 Executive Director

The Executive Committee shall have the responsibility for employing an Executive Director who shall be the Chief Operating Officer and who shall devote full time and attention to the affairs of this Association as determined by the Board of Directors. Contract or agreements with the Executive Director shall be for terms not to exceed three years.

Section 2 Authority and Responsibility

The Executive Director shall be the Chief Operating Officer of the Association, responsible for all management functions. The Executive Director shall manage and direct all activities of the Association, as prescribed by the Board of Directors and shall be responsible to the President. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in the Executive Director's

judgment, be in the best interest of the Association. The Executive Director shall make disbursements of the Association funds as directed by the Board of Directors.

Article VIII COMMITTEES

The Board of Directors may establish both Ad Hoc and standing committees and appoint the committee chairperson(s). The committee chairperson will select committee members who need not be members of the Board of Directors but must be employees or subcontractors of Members of CFCA.

The committee chairperson will facilitate the committee activities and provide the Board of Directors with a regular report of progress at each meeting of the Board of Directors.

Article IX CHAPTERS

Section 1 Establishment of Chapters:

The Association's Board of Directors is authorized to charter a chapter in any area within the territory in which the Association is authorized to operate thereby conferring on said Chapter the right to use the name and seal of the Association; provided however, such Chapter agrees to abide by the regulations and requirements set for the conduct of the Chapter by the Association's Board of Directors.

Article X NOMINATIONS

Section 1

The Committee on Nominations shall, no later than 120 days prior to the Annual Meeting, request the names of voting members in good standing qualified to serve the Association and who would be willing and able to serve, if elected. From these lists a complete list of candidates shall be compiled no later than 90 days prior to the Annual Meeting. Nominees for each office must be listed on the ballot and no write-ins shall be permitted.

Section 2

Members can be nominated for elected office subject to the following restrictions:

A. Executive Officers shall be nominated from the Board of Directors with a minimum of one full year of service on the board within the last two years.

Article XI
ELECTIONS

Section 1

Annual elections for officers and board members shall be held at the annual meeting of the association. Elections shall be conducted on official ballots by mail, or via electronic voting. Ballots shall be returned to the Association Office prior to the Annual Meeting. Official ballots shall be sent forty-five (45) days prior to the Annual Meeting to all members in good standing by the Association Office. This ballot will include a biographical outline of each nominee.

Section 2

The President shall appoint a chief teller and a sufficient number of assistants to count and verify the election ballots at the Annual Meeting. Upon certification by the Board of Directors, the chief teller will announce the election results at the Annual Meeting.

Section 3

Elections to office shall be by plurality vote. In case of a tie, a written ballot run-off election shall be held for that office at the Annual Meeting.

Section 4

In the event the President and Vice President are both unable and unwilling to serve, special elections for the vacancies shall be held to fill the position within 60 days of the occurrence of the vacancy. The duties of the Office of President for the interim period shall be performed by the member of the Executive Committee who has the most seniority on the Executive Committee or in the event of a tie, the most seniority on the Board of Directors.

Article XII
CONSTITUTION AND AMENDMENTS

Section 1

Any member desiring to add, amend or repeal any section of the Constitution must submit the request in writing to the Board of Directors one hundred twenty (120) days prior to the Annual Meeting.

Section 2

After a review by the Board of Directors, the addition, amendment or repeal of any part of the Constitution must be presented to the membership at the Annual Meeting and will become effective upon a majority affirmative vote of the members present at that time.

Article XIII
GRIEVANCES

Section 1

Should a member of the Association suffer an alleged injustice, the individual may submit in writing such grievance within 60 days of the occurrence to the Executive Committee for review. The Executive Committee must respond within 45 days of the receipt of the grievance.

Such parties may appeal the decision of the Executive Committee to the Board of Directors which may affirm, overrule or recommend reconsideration of the decision within 15 business days of the Executive Committee's original ruling. All parties to such complaint shall be heard by the Board of Directors and notice of such hearing containing details of the grievance shall be sent to the individual at least 15 days before the date of such hearing. The notice of such hearing shall state the time and place of the hearing. Pending final decision by the Board of Directors the individual shall retain membership in the Communications Fraud Control Association.

Article XIII
APPLICATION FOR MEMBERSHIP

Section 1

Application for membership must be verified, and approved by the Membership Committee.

Section 2

Applicants for membership may not be admitted in contravention of the requirements of the Constitution of the Association.

Section 3

Admittance for membership shall be limited to the balance of the current membership year.

Article XV
MEMBERSHIP DUES

Section 1

The annual membership dues shall be approved by the Board of Directors and levied in accordance with the administrative guidelines set forth by the Association Policy Manual.

Section 2

All dues must be paid in accordance with administrative guidelines of the Association and are not refundable. Any member who shall be in arrears for dues or assessments, or both, for a period of two (2) months from date due shall be dropped from the rolls of the Association and the Executive Director shall notify the member of this action at the last known address shown on the records of the Association.

Section 3

All dues, payable to the Association, shall be made in U.S. funds.

Article XVI
MEETINGS

Section 1

The members of this Association shall meet annually upon call of the President for purposes of conducting such business as is brought before it.

Section 2

Regular meetings of the Board of Directors of the Association shall be held. All official business of the Board of Directors shall be conducted at these meetings, except as provided for Article XVI, Section 4 of this Constitution.

Section 3

The number of directors required to constitute a quorum for a meeting shall be the majority number of the sitting board. The President of the Board of Directors shall preside at all meetings, except as specified in Article IV.

Section 4

On all questions the vote may be taken by voice, but when any member present demands a division, a standing, or roll call vote shall be taken by the presiding officer.

Article XVII
FISCAL YEAR

Section 1

The fiscal year of the Association shall be January 1 to December 31.

Article XVIII
RULES OF ORDER

Section 1

All questions of order shall be decided by the presiding officer, subject to appeal by any member of the Association.

Section 2

As to any questions coming before the meeting for which no provision has been made in the Constitution, the presiding officer shall be governed in his decision by the rules laid down in Robert's "Rules of Order".

Article IXX
ANNUAL MEETING ORDER OF BUSINESS

- A. Call to order
- B. Approval of minutes of previous meeting
- C. Report of the CFO
- D. Committee Reports
- E. Old Business
- F. New Business
- G. Election Results
- H. Adjournment