

# ***Capital City Young Aviators, Inc. (CCYA)***

## ***By-Laws V2.***

***(Updated - Article II, 1 & Art. IV, 4, c & Art. VIII)***

### **Mission Statement**

Capital City Young Aviators' mission is to provide encouragement, hope and mentoring to local middle and high school students through a unique and exciting life changing experience in aviation, organized mentoring and aviation-based scholarships.

### **Article I: Registration**

Capital City Young Aviators, LLC. ("CCYA") is planned to be a Section 501 (C)(3) Non-profit Corporation under the United State Internal Revenue Code. Its principal office is 5060 Parkcenter Ave. Suite A Dublin, Ohio 43017, unless otherwise established by the board of directors.

### **Article II: Purpose, Activities & Corporate Information**

1. **Primary Purpose:** Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, for such purposes, the making of the distributions to the organization that qualify as exempt organizations described under Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. **Specific Purpose:** The specific purpose of CCYA is to provide middle school and high school children personal coaching opportunities and aviation experiences to help motivate them to set and reach career minded goals.
3. **No Private Benefit:** No part of the net earnings of CCYA shall be used to benefit its board, officers, or private persons, unless to pay reasonable compensation for services rendered in accordance with the purposes listed in Parts 1 and 2 of this section.
4. **No Political Activity:** CCYA should not engage in or support political activities, including, but not limited to the following: lobbying; carrying on of propaganda; endorsement of candidates or causes; or participation in any political campaign or support of candidates or causes.
5. **Dissolution:** Upon dissolution of CCYA, all assets must be distributed for one or more except purposes within the meaning of Section 501 (C)(3) of the United State Internal Revenue Service Code, or distributed to the state or federal government for public purposes. The Franklin County Court of Commons Pleas or the Court of jurisdiction of the principal corporate office of CCYA, shall dispose any assets not already disposed.
6. **Fiscal Year:** The fiscal year shall be selected by the Board of Directors and be consistent with the tax year for federal income tax.
7. **Non-Discrimination:** CCYA does not unlawfully discriminate internally (in its board, administrative, program & scholarship operations and selection) or externally (in provision of services) on the basis of race, political orientation, religion, gender, sexual orientation, age, national origin, ethnicity, ancestry, marital status, veteran status, or mental or physical disability or any other status prohibited by applicable law.

### **Article III: Members**

CCYA is not a membership organization; as such, it has no members.

### **Article IV: Directors**

1. **Duties and Purpose:** The business and charitable affairs of CCYA, shall be managed by a Board of Directors (“Board”). The Board is responsible for the control and management, property, and interest of CCYA and may exercise all powers to fulfill its purpose, unless limited by law.
2. **Number, Election & Removal of Directors:** The Board shall implement the following procedure when electing or removing directors:
  - a. ***Number:*** The Board will be comprised of not fewer than five (5) directors, but not more than eighteen (18) directors.
  - b. ***Election:*** Each new director and re-elected director must be elected by a majority vote of all directors present at a regular meeting of the Board. A re-director must abstain from vote in his/her own election. Each new director must submit director application, conflict of Interest forms and have another current director sponsorship.
  - c. ***Term of Office:*** The term of each office is three (3) years and hold office until December 30 in the year of term expiration. There will be a limit of 6 directors per each 3 year cycle spreading out 18 directors evenly over 3 years. There is no limit of consecutive terms.
  - d. ***Vacancy:*** Any vacancy created by death, resignation, disqualification or removal of a director may be filled by the Board for the unexpired portion of the term by majority vote of all directors present at a regular or special meeting.
  - e. ***Resignation:*** A resignation of a director becomes effective upon delivery of written notice on the Board President. A director may resign at any time.
  - f. ***Removal:*** Any director may be removed, for cause, by a majority vote of the Board. The director must be given notice of the reason for removal and an opportunity to address the Board prior to vote.
3. **Meetings of the Directors:** The Board shall hold meetings in accordance with the following rules and procedures:
  - a. ***Annual Meeting:*** The Board shall hold an annual meeting within ninety (90) days from the end of each the fiscal year to report on the financial health and charitable goals of CCYA.
    - i. The Board will also elect directors and officers at the annual meeting.
    - ii. Notice of an annual meeting must be given at least thirty (30) days before the meeting with notification to all directors, in a manner consistent with the fastest method of communication by mail, electronic mail, facsimile, text message, or telephone call. A director may waive notice of an annual meeting by submitting a written waiver to the Board President.
  - b. ***Regular Meetings:*** The Board shall determine its meeting schedule and frequency to meet the needs of CCYA, meeting at least 4 time per year, more when necessary. Notice of a regular meeting must be given at least fifteen (15) days before the meeting with notification to all directors, in a manner consistent with the fastest method of communication by mail, electronic mail, facsimile, text message, or telephone call. A director may waive notice of a regular meeting by submitting a written waiver to the Board President.

- c. *Special Meetings:* The Board may hold special meetings outside of the regularly schedule meetings when called by a member of the Executive Committee or any two (2) directors.
    - i. Notice: Notice of a special meeting must be given at least five (5) days before the meeting with notification to all directors, in a manner consistent with the fasted method of communication by mail, electronic mail, facsimile, text message, or telephone call. A director may waive notice of a special meeting by submitting a written waiver to the director(s) calling the meeting.
    - ii. Objections: If a director objects to a special meeting, those objections must be presented in writing, prior to call of order, to the Executive Committee member calling the meeting. Objections should be noted as part of the official record of the meeting. When a director attends a meeting and does not submit written objections, all objections are then waived. However, at any time a director may object to a special meeting if the meeting was not lawfully convened or for a lawful purpose.
  - d. *Quorum:* At all meetings of the Board, a majority of the entire Board is necessary to constitute a quorum for official business, except as otherwise provided by law or within CCYA's governing documents. Where a quorum is not present, a majority of the directors present is necessary to adjourn the meeting.
  - e. *Attendance:* While all directors are expected to attend 75% of all director meetings per signed Board Member Expectations Agreement, any director missing more than three (3) consecutive meetings or more than half of the meetings in a year, unexcused, will automatically be resigned from the Board.
  - f. *Digital Attendance:* A director is considered present at a meeting if attendance is through electronic communication either by telephone or conferencing software. Approval of this type of meeting present must be approved by the Board President prior to the meeting. The electronic communication must allow for full participation in the meeting.
4. Action by the Board & Voting: All actions of the Board must be authorized by majority vote at a meeting where quorum is present. Actions must be reflected in the meeting minutes.
- a. *Procedure for Voting:* All actions require a question, a second of the question, and a majority vote when quorum is present to decide the question. At the discretion of the President, the vote may be done by roll call, voice vote, or secret ballot.
  - b. *Number of Votes & Proxy:* Each director is entitled to one (1) vote per action. No proxy votes are authorized for any meeting of the Board or Committees.
  - c. *Voting outside of a meeting:* Special voting outside of a traditional board meeting is only allowed via E-mail when either of the 2 formats is followed: 1) the special vote is pre-authorized at a previous meeting by a majority of the board when quorum is present OR 2) Emergency non-board session e-mail voting may be offered at the discretion of the President with majority vote met and with official confirmation and discussion at the following board meeting. Possible reversal at next board meeting is possible depending on further discussion and re-vote. Through either option, the minutes of the next board meeting must reflect the action to allow proper historical record keeping.

5. Compensation of Directors: Directors are not compensated for time or service to CCYA. Directors may be reimbursed for expenses covered that would have otherwise been paid by CCYA to carry out its charitable purpose. All reimbursement expenses must be approved by the Board when in excess of \$1,000. Approval may be delegated to the treasurer.
6. Liability & Indemnification: CCYA may carry director's liability insurance for all directors. No director will be personally liable to creditors for indebtedness, obligation or liability of CCYA. Directors will be indemnified and held harmless to the full extent allowed by the law if acting within official capacity as a director of CCYA.
7. Staff: CCYA may hire employees or independent contractors at the discretion of the Board when fiscal health of the organization allows.
  - a. The Board may hire an employee as either at-will or on contract. Employees shall have an annual review and performance evaluation per Policy developed by the Board. An employee is prohibited from becoming a director or officer, however, may serve on or Chair committees of CCYA.
  - b. The Board may contract with an individual as an independent contractor. The terms and duration of the contract are at the discretion of the Board. However, no contract shall exceed five years without review. Contracts shall be reviewed for performance and financial responsibility at least 30 days prior to a renewal and per Policy developed by the Board. An independent contractor is prohibited from becoming a director or officer, however, may serve on or Chair committees of CCYA.

8. **Conflicts of Interest (Version B)**

- a. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **Article V: Officers**

1. **Number, Election & Removal of Directors:** The Board shall implement the following procedure when electing or removing officers:
  - a. *Number:* The Executive Committee of the Board shall consist of a president, vice-president, secretary, and treasurer. The Board may add additional officer positions as necessary.
  - b. *Election:* Directors are eligible to be elected as president, vice-president, secretary, and treasurer are elected by majority vote of the directors at the annual meeting.
  - c. *Term of Office:* The following are the term of office for each executive committee member: All officer positions will be 1 year with unlimited terms.
  - d. *Vacancy:* Any vacancy created by death, resignation, disqualification or removal of an officer may be filled by the Board for the unexpired portion of the term by majority vote of all directors present at a regular or special meeting.
  - e. *Resignation:* A resignation of an officer becomes effective upon delivery of written notice on the Board president or secretary. An officer may resign at any time.
  - f. *Removal:* Any officer may be removed, with or without cause, by a majority vote of the Board at any time. The officer must be given notice of the reason for removal and an opportunity to address the Board prior to vote.
2. **Compensation of Officers:** Officers are not compensated for time or service to CCYA. Officers may be reimbursed for expenses covered that would have otherwise been paid by CCYA to carry out its charitable purpose. All reimbursement expenses greater than \$1,000 must be approved by the Board. The Board may delegate this authority to the treasurer.
3. **Liability & Indemnification:** CCYA, may carry director's liability insurance for all officers. No officer will be personally liable to creditors for indebtedness, obligation or liability of CCYA. Officers will be indemnified and held harmless to the full extent allowed by the law if acting within official capacity as an officer of CCYA.
4. **Duties of the Officers:** The daily responsibilities and duties of each officer shall be written as policy and reviewed at the minimum every three years. In the absence or disability of any officer or for any reason deemed by the Board, the Board by majority vote may temporarily delegate the powers and duties of an officer to any director, but no longer than six months.

## **Article VI: Committees**

1. **Purpose:** The Board may establish standing committees, or working groups, whereby delegate of authority is given to further the purpose of CCYA.
  - a. The Board shall develop the committees necessary for the daily functions, strategic planning, and sustainability of the organization. This shall be documented as a Board Policy and include the responsibilities and expectation of each committee.
  - b. This shall be reviewed at minimum every three years.
2. **Membership:** Committee membership may consist of officers, directors, employees, volunteers or contractors.

3. Chairs: The current President (or incoming President), shall appoint a chair of each committee. An employee or contractor is prohibited from being appointed chair of a committee.
  - a. That individual is responsible for meeting expectations of the committee and making reports to the Board or required staff.
  - b. Chairs are not compensated for time or service to CCYA. Chairs may be reimbursed for expenses covered that would have otherwise been paid by CCYA to carry out its charitable purpose. All reimbursement expenses greater than \$1,000 must be approved by the Board. The Board may delegate this authority to the treasurer.
4. Meetings: Committee meetings may be held at a time and manner as determined by the Chair. Committees shall create and submit official minutes of each meeting to the Secretary of the Board.
5. Official Actions: Unless delegated authority to make final and official actions, Committees must present recommendations to the Board, who will follow the procedure in Article IV, Part 4.

**Article VII: Books, Records and Reports**

1. Annual Report: An annual report must be prepared stating the financial, programmatic, and charitable health of CCYA for the fiscal year. This includes a reporting of any investments, property interests, partnerships, tax liabilities, and expenditures. The report must be ratified by the Board President and Treasurer and presented to the directors for approval at a board meeting no later than 90 days past the end of said fiscal year.
2. Permanent Records: Permanent records shall be kept and maintained by CCYA at the principal place of business in a secure manner. Records must be maintained in a format that will easily convert to written form. Such records include, but are not limited to, meeting minutes, governing documents, tax returns, annual reports, financial reports and document required to be maintained by law.

**Article VIII: Amendments**

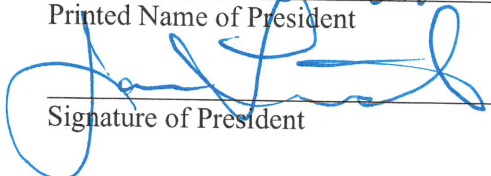
The Articles of Incorporation and By-Laws may be amended by the Board at any time by majority vote when a quorum is present through normal board meeting sessions or special e-mail voting protocols are met.

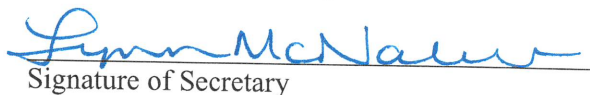
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I Certify that these Version II By-Laws were adopted by the Capital City Young Aviators, Inc Board on March 16, 2023

James Lindner  
Printed Name of President

Lynn McNabb  
Printed Name of Secretary

  
Signature of President

  
Signature of Secretary