

BY-LAWS
OF
CAMARILLO OXNARD HANGAR OWNERS
& TENANTS ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

ARTICLE I – Corporation Name and Address

The name of this Corporation is **Camarillo Oxnard Hangar Owners & Tenants Association** and may also be known and referred to as **COHOTA**. The mailing address of the Corporation is P.O. Box 1314, Camarillo, CA 93011. The Corporation may have such other or substitute offices as the Board of Directors may designate or as the business of the Corporation may require.

ARTICLE II – Mission Statement

The mission of the **Camarillo Oxnard Hangar Owners & Tenants Association (COHOTA)** is to represent and promote the interests of the private hangar owners and public hangar tenants at Camarillo and Oxnard airports to local government agencies and to educate the community about the importance of its activities to the economy of Ventura County.

ARTICLE III – Membership

- A. The Corporation shall have one class of members with voting rights as specified in Section 5056 of the California Nonprofit Corporation Law and these By-Laws (the “Members”.) The qualifications or eligibility requirements for membership shall be as provided in these By-Laws or under applicable law.
- B. Membership in the Corporation shall be limited to those individual owners and tenants occupying a private hangar or renting a County-owned hangar at the Camarillo Airport and/or Oxnard Airport and who have indicated in writing their intention and consent to join. Membership communications shall be maintained by the Director of Membership. For the purposes of these By-Laws, “writing” is defined to include electronic communications such as e-mail, to the extent authorized by the California Nonprofit Corporation Law.

- C. The amount required for annual dues shall be determined each year by a majority vote of the Board of Directors. Membership in the Corporation will automatically renew on an annual basis.
- D. Those Members who are not suspended shall be Members in good standing of the Corporation.
- E. Each Member in good standing shall have one vote on each matter on which the Members are entitled to vote. Each Member in good standing shall be eligible to appoint one voting representative to cast the Member's vote.
- F. A Member may withdraw their membership by providing written notice to the Board. A Member can have their membership terminated by a majority vote of the Board of Directors, after a noticed hearing in which the Member will be presented with the opportunity to speak on his/her own behalf.
- G. The right of Members to have access to the membership records of this Corporation shall be governed by Sections 8330 through 8332 of the California Nonprofit Corporation Law.

ARTICLE IV – Directors

- A. The authorized number of directors of the Corporation (the “Directors”) shall be not less than five or more than thirteen; the exact authorized number shall be an odd number and fixed, within these limits, by resolution of the Board of Directors.
- B. Subject to the provisions of the Articles of Incorporation, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.
- C. Directors shall be elected at each Annual Meeting and shall serve for a one-year term. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these By-Laws and the California Nonprofit Corporation Law.
- D. A Director may resign by giving written notice to the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

- E. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:
- i. the death, resignation, or removal of any Director;
 - ii. whenever the number of authorized Directors is increased; or
 - iii. the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.
- F. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.
- G. The Board may, by an affirmative vote of two-thirds of the Directors in office, remove any Director, with or without cause, including a Director who fails or ceases to meet the qualifications for membership in the Corporation in effect at the beginning of that Director's current term of office.
- H. If there is a vacancy on the Board, the Board may fill such vacancy by the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with Section 5211 of the California Nonprofit Corporation Law.
- I. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, however, by a majority vote of the Directors, the Corporation may enter into an agreement to compensate a Director for providing professional services to the Corporation. Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.
- J. The Corporation shall not contract with a Director or an organization in which a Director has an association or financial interest. However, by a majority vote of Directors, the Corporation may enter into a contract or similar transaction and may choose to allow or disallow such Directors' votes when voting to approve such agreement or similar transaction. However, the Corporation shall not enter into such contract until:
- i. Those Directors or Officers having a potential conflict fully disclose their relationship, holding, interest or other association that could bias their judgment in serving the best interests of the Corporation, and;
 - ii. The Board of Directors deems the contract to be fair, reasonable and in the best interest of the Corporation and to pose no future conflict of interest between those Directors or Officers having a potential conflict of interest and the Corporation.
- K. The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall

appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

- L. A majority of the advisory committees' members shall constitute a quorum for the transaction of advisory committees' business, except to adjourn. A majority of the advisory committees' members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- M. Minutes shall be kept of each meeting of any advisory committee and shall be filed with the corporate records. The advisory committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any advisory committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the advisory committee may adopt such rules.

ARTICLE V – Officers

- A. The officers of the Corporation (the “Officers”) shall consist of a President, a Vice-President, a Secretary and a Treasurer. Offices may be held by the same person, except that the Treasurer may not serve concurrently as either the President or Vice-President.
- B. The Officers shall be elected by the Members in good standing at the Annual Meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be repeatedly elected for multiple consecutive terms. In the event of the resignation of an officer, the succession procedure will be:
 - i. If the President resigns, the Vice-President will assume the office of President and the Board of Directors will appoint an interim Vice-President, who will serve until the election and qualification of a successor.
 - ii. If the President resigns and there is no Vice-President, the Board of Directors will appoint an interim President and Vice-President, who will serve until the election and qualification of a successor.
 - iii. If the Secretary and/or Treasurer resign, the Board of Directors will appoint an interim Secretary and/or Treasurer who will serve until the election and qualification of a successor.
- C. An Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual or special meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.
- D. An Officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that

notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

- E. The President shall be the chief executive officer of the Corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of the Corporation. The President shall be an ex-officio member of all advisory committees and shall have the general powers and duties of management usually vested in a chief executive. The President shall have such other powers and duties as may be prescribed by the Board.
- F. The Vice President of the Corporation shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.
- G. The Secretary of the Corporation shall supervise the keeping of minutes of the Board of Directors meetings, Membership meetings and other meeting approved by the Board, and shall supervise the giving of such notices as may be proper or necessary and shall supervise the keeping of the minute books and other records of the Corporation. The Secretary shall supervise the filing of tax returns and other required forms with the State and Federal government and shall have such other powers and duties as may be prescribed by the Board.
- H. The Treasurer of the Corporation shall be the chief financial officer and shall supervise the charge and custody of all funds of this Corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of the Corporation's property and business transactions. The Treasurer shall render reports and accountings to the Board as required and shall have such other powers and duties as may be prescribed by the Board.

ARTICLE VI – Meetings

- A. Each year, the Board of Directors shall hold a general meeting of the Members, to be held no later than thirteen calendar months following the previous such meeting, for the purposes of election of Directors and Officers, review and approval of the budget and transaction of other business. This meeting is referred to in these By-Laws as the "Annual Meeting."
- B. Unless changed by the Board of Directors, the Annual Meeting shall be held in February of each year and new board members elected at this meeting shall take office on the first day of the month following the election. Other meetings of the Board and/or Members may be held at such time and place as the Board may determine.
- C. Written or printed notice stating the place, day and hour of the Annual Meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by electronic transmission or by mail, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited

in the United States mail addressed to the Member at his or her address as it appears on the records of the Association, with postage prepaid.

- D. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the directors are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.
- E. Every decision or act made or done by a majority of Members in attendance and voting at a duly held meeting at which a quorum is present shall be considered the act of the Members, unless the California Nonprofit Corporation law, the Articles of Incorporation, or these By-Laws, require a greater number.
- F. Special meetings of the Board of Directors may be called by or at the request of the President, any two Directors or any ten Members of the Corporation. The person or persons authorized to call special meetings of the Board of Directors may designate any place as the place for holding any special meeting of the Board of Directors.
- G. Notice of any special meeting of the Board of Directors shall be given at least two days in advance by written notice delivered personally or sent by mail or e-mail to each Director at each Director's address as shown by the records of the Corporation. The attendance of a Director at any meeting shall indicate that such Director received notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice of such meeting.
- H. Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be conducted in accordance with Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles, or with any provisions of law applicable to the Corporation.
- I. Any action required or permitted by the Board may be taken without a Board of Directors meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Article VI Section I only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be made a part of the minutes of the meeting and filed by the Secretary.
- J. Actions taken at any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if:
 - i. a quorum is present, or

- ii. either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be made a part of the minutes of the meeting.
- K. Any meeting of the Board may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

ARTICLE VII – Indemnification

- A. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- B. A Director shall perform their duties, including duties as a member of any advisory committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.
- C. In performing their duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
- i. one or more Officers or Members of this corporation whom the Director believes to be reliable and competent as to the matters presented;
 - ii. counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
 - iii. an advisory committee upon which the director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as, in any such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- D. A person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions, errors or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

- E. To the fullest extent allowed under Section 7237 of the California Nonprofit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 7237. For purposes of this Article, “agent” shall have the same meaning as in Section 7237(a), including directors, officers, members, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 7237(a), including any threatened action or investigation under Section 5233 (with respect to any assets held in charitable trust) or brought by the California Attorney General; and “expenses” shall have the same meaning as in Section 7237(a), including reasonable attorneys’ fees.
- F. The Board of Directors shall adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

ARTICLE VIII – Amendments

The Board may adopt, amend or repeal these By-Laws. Such power is subject to the following limitations:

- i. Where any provision of these By-Laws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- ii. No amendment may extend the term of a Director beyond that for which such Director was elected.
- iii. These By-Laws may be amended, repealed or adopted upon approval by a two-thirds vote of the Members in good standing, at a Special or Annual Meeting, duly called and held for which written notice of such meeting, setting forth the proposed revisions with explanations therefor, is given in accordance with these By-Laws.

ARTICLE IX – Records

- A. The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any advisory committees including:
 - i. the time, date and place of each meeting;
 - ii. the manner of giving notice of each meeting and a copy thereof;
 - iii. the names of those present at each meeting of the Board or any advisory committee thereof;

- iv. the minutes of all meetings;
 - v. any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
 - vi. all written consents for action without a meeting;
- B. The Corporation shall keep adequate and correct books and records of account. “Correct books and records” include but are not necessarily limited to accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.
- C. The Corporation shall at all times keep a copy of its federal tax exemption application and, for at least five years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the California Nonprofit Corporation Law.
- D. The Corporation will keep current copies of the Articles of Incorporation and By-Laws of the Corporation and will furnish such copies to any Member on written request.
- E. The fiscal year of the Corporation shall end on the last day of December of each year.
- F. The Board shall cause an annual report to be sent to each Director within 90 days after the close of the Corporation’s fiscal year containing the following information:
- i. The assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year;
 - ii. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - iii. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - iv. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- G. Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind and the physical properties of the Corporation. The inspection may be made in person or by the Director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE X – Construction

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these By-

Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **Camarillo Oxnard Hangar Owners & Tenants Association**, a California nonprofit mutual benefit corporation; that these By-Laws, consisting of */9/* pages, are the By-Laws of this Corporation as adopted by the Board of Directors on _____ and that these By-Laws have not been amended or modified since that date.

Executed on _____ at Camarillo, California.

Secretary of the Corporation