

**OHIO REGIONAL BUSINESS AVIATION ASSOCIATION**

**ORBAA**

*(Organizational Bylaws)*

## *TABLE OF CONTENTS*

Article I	Organization Name, Location and Definitions	Page 3
Article II	Purpose	Page 3
Article III	Members	Page 4
Article IV	Officers, Elections, and Duties	Page 5
Article V	Committees	Page 10
Article VI	Meetings	Page 11
Article VII	Voting	Page 11
Article VIII	Financial Integrity	Page 12
Article IX	Amendments	Page 13
	Mission Statement	Page 14

# **ARTICLE I**

## **NAME AND OFFICE**

**SECTION 1.** The name of the Association is the “**Ohio Regional Business Aviation Association**”, (hereinafter referred to as **ORBAA**)

**SECTION 2.** The Board of Directors shall determine the location of the ORBAA office.

**SECTION 3. Definitions:**

**Business Aviation** -- For purposes of these bylaws, the term Business Aviation refers to engagement in business, commerce, trade or industry, by any commercial or industrial enterprise, government organization, , aviation trade school, college, university, or non-profit organization, by way of ownership or operation of United States registered aircraft, primarily not for hire, as a transportation aid in the conduct of its business or activities; or engagement in business that primarily supplies equipment or services to those engaged in business aviation.

**Member in Good Standing** – For purposes of these bylaws, the term Member in Good Standing refers to an Association Member who has paid all dues and special assessments due to date.

**Member Categories are as listed in Article III**

# **ARTICLE II**

## **PURPOSE**

**SECTION 1.** The **Ohio Regional Business Aviation Association (ORBAA)** is an organization formed to support business aviation by:

1. Advocacy
2. Workforce Development
3. Training and Education

# **ARTICLE III**

## **MEMBERS**

**SECTION 1. Membership:** The membership of the Association shall consist of Individual, Corporate and Student Members.

Any Member may request permission from the President to speak at any meeting of the Association on any matter pertaining to aviation and within the scope of the Association's mission and concerns.

Each Individual Member, Small Business Member, or Corporate Member Representative has the right to become a Board Member or hold Office in the Association. Corporate Member and Small Business Member Representatives may hold office or sit on the Board of Directors; however, representation is limited to two people at a time from each Corporate or Small Business Membership.

**SECTION 2. Individual Member:** An Individual Member is defined as an individual involved in or associated with the field of Business Aviation, or retired from the field of Business Aviation.

**SECTION 3(a). Corporate Member:** has a vested interest in the programs and purposes of ORBAA, and supports the Association with Corporate Member dues. A Corporate Member is defined as a large enterprise with ten or more employees in the company, and has operations or support services that relate to the field of Business Aviation.

**SECTION 3(b). Small Business Member:** has a vested interest in the programs and purposes of ORBAA, and supports the Association with Small Business Member dues. A Small Business Member is defined as a small enterprise with nine or fewer employees in the company, and has operations or support services that relate to the field of Business Aviation.

**SECTION 4. Student Member:** Any person engaged in the study of aviation at the collegiate level shall be eligible for Student Membership. Student Members are exempt from the payment of dues and do not have the right to vote at Association meetings. Student Members may be asked to pay single meeting expenses as assessed to other individual attendees at a specific event. Students that pay Regular Member dues shall have the same voice and voting rights as all other Regular Members.

**SECTION 5. Application for Membership:** An Application for Membership shall be submitted in writing or electronically on the form approved by the Board of Directors. The application, when accepted, shall include a signed agreement on the part of the applicant to hold an active role in ORBAA, and to be bound by the bylaws of the Association.

- SECTION 6. Membership Dues:** The dues schedule (amounts and terms) is determined by the Board of Directors. Dues shall be assessed annually determined by each member's application date.
- SECTION 7. Assessments:** No regular or special assessments shall be levied except by a two-thirds (2/3) majority vote of the Members.
- SECTION 8. Resignation:** A Member may resign at any time upon first discharging any indebtedness due the Association, but shall not be entitled to a refund of any portion of unused membership dues.
- SECTION 9. Termination:** A Membership may be terminated for conduct prejudicial to the welfare of the Association or its Members, provided that the offending Member has received due notice of, and opportunity for, a hearing before the Board of Directors. Upon recommendation by the Board of Directors, a two-thirds majority vote of the Members will be required for termination.  
Membership may also be considered to be voluntarily terminated for failure to pay dues ninety (90) days after the renewal date, provided that the member has received due notice.
- SECTION 10. Membership List:** Membership lists are available on the ORBAA website. Upon written request, a member may request to have their name withheld from the public directory.

# **ARTICLE IV**

## **OFFICERS, ELECTIONS AND DUTIES**

**SECTION 1. Executive Committee:** The Executive Committee is comprised of the following principal Officers of the Association: President, Vice President, Secretary and Treasurer. The Executive Committee shall be Members in good standing with the Association.

**The President:** The President shall be the chief officer of the Association and shall normally preside at all meetings of the Board of Directors and all Membership meetings. The President will have signatory authorization on ORBAA financial accounts.

**The Vice President:** In the absence of the President, the Vice President shall perform any and all of the duties of the President and shall perform such other duties, as directed by the Board of Directors. Further, it shall be the duty of the Vice President to monitor all business throughout the year to ensure that it is conducted in accordance with **ORBAA By-laws**. The Vice President will have signatory authorization of ORBAA financial accounts and manage any third-party Accounting relationships as approved by The Board.

**The Secretary:** The Secretary shall record and retain all Board member contact information, third party record keeping, member contact information, meeting attendance rosters, votes, and minutes of all meeting proceedings and make available to the membership. The Secretary shall oversee the giving and serving of notices of all meetings, and shall keep such books and records as deemed necessary by The Board of Directors.

**The Treasurer:** The Treasurer shall be responsible for and have supervisory custody of all the funds and securities of the Association, shall make such payments as may be necessary or proper on behalf of the Association, as directed by The Board of Directors, and shall endorse or sign all checks, notes, receipts, and vouchers for deposit in the name of the Association, at a bank known to and approved by the Executive Committee, and convenient to the business of the Association. Further, a complete and accurate accounting of the Association's business transactions will be kept in the books of the Association, and these will be open to the Membership for their inspection. The Treasurer or Vice President will provide a financial status report at each business meeting, as well as monitor the collection of Membership Dues. The Board of Directors may select a third-party Accountant to conduct the duties of the Treasurer. The Treasurer will manage ORBAA's 501(C) status when applicable.

**SECTION 2. Board of Directors:** A Board of Directors shall oversee the operation of the Association, define objectives, and establish policy. The Board of Directors also has the authority to form committees and appoint committee chairs as needed.

Members of the Board of Directors:

The Executive Committee of the Association  
The Immediate Past President, and  
Up to five (5) elected at-large Member Directors

The ORBAA President shall preside as Chairman of the Board. Members are entitled to vote may elect up to five (5) At-Large Directors. A Director may also be elected to fill an open Directorship by a majority vote of the sitting Board of Directors.

Each Director shall hold office for the term for which he or she is elected, or until a qualified successor has been elected. No individual may hold more than one elected position (Director At-Large and Vice President, for example).

Members in good standing are eligible for nomination and election to the Executive Committee and/or The Board of Directors.

**SECTION 3. Election and Terms of Executive Committee and Board Members:**

Terms of the Executive Committee (President, Vice President, Secretary and Treasurer) shall be for two years. Executive Committee members may serve up to two successive terms. For Board continuity, an exception to these Bylaws will allow for a three-year term for up to half of the Board (Executive and At-Large) positions. After a single three-year term extension, the normal two-year term will resume per the ORBAA Bylaws.

Terms of the elected Directors shall be for two years. Directors may serve two successive terms.

At the first Board of Directors Meeting during an election year, the Nominating Chairman and Committee shall be appointed by the President. At the next regular Board of Directors meeting, the Nominating Committee Chairman shall present the slate of candidates to The Board of Directors for approval.

Election of Officers and Directors shall be conducted at the designated regular Membership meeting, or by proxy vote provided that the Members have been given adequate notice.

If an incumbent Officer vacates his or her position, for any reason, prior to the end of the term of office, a suitable replacement will be elected from the Members in good standing by a majority vote of the Board of Directors at its next regular meeting. The replacement Officer must be ratified by a vote of the Members at the next regular Association meeting or by proxy vote. Each officer, so elected, shall hold office for the un-expired term of his or her predecessor and until a successor is elected.

For the purpose of nominating officers and directors, the Secretary shall distribute the full Association Membership List to the Nominating Committee for consideration. The Nominating Committee shall convene upon the request of the Nominating Committee Chairman and determine the best-suited candidate(s) for each elected office or directorship, as listed in these bylaws. Furthermore, the Nominating Committee must ensure that each candidate is eligible for election, in accordance with these bylaws.

The Nominating Committee Chair shall contact each nominee in order to notify them of the nomination, ensure that each nominee is willing to serve, and make certain each candidate understands the requirements of the office or directorship in accordance with these bylaws.

After approval of the slate of candidates by the Board of Directors, the Secretary shall announce the candidates, as well as the meeting time and place for elections, to the full Association membership. Such meeting may be held at the same time and place as the nominations, so long as the full membership has been duly informed in accordance with these bylaws.

Voice vote, printed ballot and/or electronic written proxy vote shall be deemed acceptable, appropriate and official for all officer and director elections. All votes, regardless of the method used, are to be counted, as monitored by the Secretary, and reported to the President. The President shall announce the election results at a meeting of the full membership. The Secretary will place all election results in the meeting minutes of the Association and shall publish all election results via e-mail, newsletter, or the Association web page.

**SECTION 4. Absence of Officers at Membership Meetings:** Members of the Executive Committee shall assume the duties of those officers not in attendance. Should no Executive Officer be present, a Board Member shall preside. In the absence of the Secretary, an individual from the general membership shall be appointed to record the proceedings.

**SECTION 5. Resignation & Removal:** A Director or Executive Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or, if no time is specified, upon receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

No Director or Executive Officer may be removed, except as follows: (a) a two-thirds (2/3) affirmative vote of all ballots cast by a quorum, either in person or by proxy; and (b) the membership eligible to vote must be given prior written notice of a meeting called for the purpose of removing one or more Director(s) or Executive Officer(s). Such meeting notice shall state that the purpose of the meeting is to vote on the removal of one or more Director(s) or Executive Officer(s) named in the notice. Only the named Director(s) or Executive Officer(s) may be removed at such meeting. The presiding officer shall determine by sign-in roster or roll call whether or not a quorum is present.

**SECTION 6. Failure to Attend:** In any case where a Director fails to attend three (3) consecutive regularly scheduled meetings of the Board of Directors, and provided that the absent Director has been given adequate notice, the Board may, at the next regularly scheduled Board Meeting, declare such Director's position vacant and fill such vacancy, in accordance with Article IV, Section 7.

**SECTION 7. Vacancies:** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the current members of the Board of Directors. Each Director, so elected, shall hold office for the un-expired term of his or her predecessor.

**SECTION 8. Insurance:** Director and Officer (D&O) insurance shall be carried and paid for by the Association to protect its officers and directors against any litigation activity.

Any person made or threatened to be made a party to any action, suit or proceeding, because such person served on a committee or was a Director, shall be indemnified against all judgments, fines, amounts paid in settlement, reasonable costs and expenses including attorney's fees and any other liabilities that may be incurred as a result of such action, suit or proceeding, or threatened action, suit or proceeding, only if it is determined that the person acted in good faith, reasonably believed his or her conduct in this official capacity as Director or Committee member was in ORBAA's best interest and, with respect to any criminal actions or proceedings the person had no reasonable cause to believe that his/her conduct was unlawful. Such indemnification shall be provided whether or not such person is a Member or is holding office or is employed at the time of such action, suit or proceeding and whether or not any such liability is incurred to the adoption of this Article. Such indemnification shall not be exclusive of other rights such person may have and shall pass to the successors, heirs, executors, or administrators of such person.

# **ARTICLE V**

## **COMMITTEES AND DUTIES**

**SECTION 1. Nominating Committee:** The Nominating Committee is chaired by a member of the Board of Directors appointed by the President, and shall consist of the Chair and at least two additional Association Members not currently sitting on the Board of Directors.

Following approval of the slate of officers by the current Board of Directors, the Nominating Committee shall prepare a ballot of nominees. The ballot is then presented to the Members for their vote. In lieu of a printed ballot, as long as a quorum exists in accordance with Article VII, Section 1 of these bylaws, a voice vote shall be deemed official and binding. Such voice vote shall be in response to a motion initiated by the Nominating Committee Chair, and the Secretary records the results of the vote in the meeting minutes.

**SECTION 2. Membership Committee:** The Membership Committee is chaired by a member of the Board of Directors appointed by the President. The Chairman solicits help from the Association Members to perform the duties of the committee. This committee shall: establish procedures and process applications for membership; develop a recruitment plan; and actively endeavor to sustain and expand Association membership.

**SECTION 3. Advocacy Committee:** Is chaired by a member of the Board of Directors. The Chair solicits help from the Association Members to perform the duties of the committee.

**SECTION 4. Workforce Development Committee:** Is chaired by a member of the Board of Directors. The Chair solicits help from the Association Members to perform the duties of the committee.

**SECTION 5: Training and Education Committee:**  
Is chaired by a member of the Board of Directors. The Chair solicits help from the Association Members to perform the duties of the committee.

## **ARTICLE VI**

### **MEETINGS**

- SECTION 1. Membership Training and Education Seminar Meetings:** meetings shall be held on a regular basis and additionally, as designated by the Board of Directors or President, for the transaction of such business as may properly come before the Membership. Members will be given adequate notice of the time, date and place of all regular business meetings and or training events. Special meetings of the Members may be called upon the written request of twenty percent (20%) of the members entitled to vote. Such written request shall state the purpose, meeting, and reasons for a special meeting, and shall be delivered to an officer of the association.
- SECTION 2. Executive Committee Meetings:** Executive Committee Meetings shall be held at the request of the President to handle business of the Association, and to establish plans and objectives for the coming year. The Executive Committee shall meet on an as-needed basis, but not less than four times a year, and may meet by way of electronic communication equipment.
- SECTION 3. Board Meetings:** The Board of Directors shall meet not less than four times a year, generally in conjunction with the Executive Committee meetings.
- SECTION 4. Committee Meetings:** Association Committees shall meet to establish plans and objectives for the coming year. Meetings thereafter shall be held on an “as needed” basis.

## **ARTICLE VII**

### **VOTING**

- SECTION 1. Voting:** Only Members in good standing shall have the right to vote at meetings of the Association. Each Member having voting rights shall be entitled to one (1) vote upon each matter submitted to a vote at any Membership meeting. Student Members do not have voting rights.

**Quorum:** Unless otherwise provided in these bylaws, twenty percent (20%) of the Association Members represented in person or by electronic proxy shall constitute a quorum at a meeting of Members. The Secretary shall determine whether or not a quorum is present/included.

**Election Vote:** As long as a quorum exists, a simple majority of the ballots cast will be required to elect an Officer or Director. Voice vote, printed ballot, vote by authorized electronic communication, and/or written proxy vote shall be deemed acceptable, appropriate and official for all elections.

**Proxy:** A member eligible to vote who anticipates being absent during a vote may submit a written or electronic proxy to the Association Secretary, on any matter which may come before the membership. The proxy may be specific to a certain matter or may be general on all matters coming before the Association gathering on that specific date.

**Membership Poll:** In matters of extreme importance, or unusual Association business, the Board of Directors may deem it necessary to notify and/or poll the Membership. In this event a mailing, either physical or electronic, will be directed to the Members, presenting the issues along with a ballot or means for reply. Members shall be notified that each reply will be duly recorded as specified, or if no reply is received, a vote in the affirmative or in accordance with the recommendation of the Board of Directors will be recorded.

## **ARTICLE** **VIII**

### **FINANCIAL INTEGRITY**

**SECTION 1. Loans:** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by unanimous vote of the Board of Directors, with full disclosure to the membership within ten (10) working days.

**SECTION 2. Contracts:** The Board of Directors may, by unanimous vote, authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. In general, the officers shall be deemed to have authority necessary to carry on regular business of the Association.

**SECTION 3. Potential Conflicts of Interests:**  
The organization may not make any loan to a director or officer of the organization. A director, or committee member of the organization may not lend money to and otherwise transact business with the Organization except as otherwise provided by these Bylaws, and applicable law. The Organization may not borrow money from or otherwise transact business with a director, or committee member of the Organization without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

**SECTION 4. Financial Controls:** Any expenditure on behalf of the Organization exceeding \$500.00USD needs full Board review and majority Board approval. Any travel on behalf of the Organization or attendance at non ORBAA paid events must be communicated to the full Board. The President, Vice President, Treasurer and or third-party accounting partner may have checking account signatory authorization. Additional controls, as deemed necessary, may be adopted as a separate document by a majority vote of the Board.

**SECTION 5. Prohibited Acts:** As long as the Organization exists, and except with the Board's prior approval, no director or committee member of the Organization may:

- Do any act in violation of these Bylaws
- Do any act with the intention of harming ORBAA
- Receive an improper personal benefit from the Organization.
- Use the Organizations assets, directly or indirectly, for any purpose other than carrying on ORBAA business.
- Wrongfully transfer or dispose of ORBAA property, including intangible property such as good will.

# **ARTICLE**

## **IX**

### **AMENDMENTS**

**SECTION 1. Bylaws of the Association:** The membership must be given written prior notice of proposed changes to these bylaws and the nature of such changes. A majority affirmative vote by the Members in good standing will be required to change these Association bylaws. A majority vote will be based on votes received, not total membership, so only votes actually received either in writing or by electronic means such as email or the internet will be counted.

**SECTION 2. ORBAA Mission Statement**

### **MISSION STATEMENT**

*The Ohio Regional Business Aviation Association (ORBAA) is an Association formed to promote Business Aviation interests. The Association seeks to enhance communications and the professional interests of its Members.*

*ORBAA provides advocacy, education and support activities to advance the interests and growth of Business Aviation.*

*ORBAA provides coordinated consensus and communication among its Members to best ensure that Business Aviation's interests are properly represented and reviewed when changes are being considered by the FAA, airport management, city council, state legislature, and US Congressional Committees.*

*ORBAA strives to improve communications and educate its members regarding changes in regulations, safety and technological issues.*

*ORBAA promotes Business Aviation within the public sector so that citizens are made aware of the community benefits and the significant role that Business Aviation plays within the air transportation system.*