



**OHIO AVIATION ASSOCIATION (OAA)
CONSTITUTION & BYLAWS**

FOUNDED-OCTOBER 1965 (AS THE OHIO AIRPORTS MANAGERS ASSOCIATION)
AMENDED APRIL 13, 2010
AMENDED DECEMBER 3, 2015
AMENDED SEPTEMBER 7, 2017
AMENDED FEBRUARY 1, 2018
AMENDED DECEMBER 6, 2018
AMENDED JANUARY 9, 2020

**OHIO AVIATION ASSOCIATION
CONSTITUTION & BYLAWS**

ARTICLE I – NAME

- A. The name of this organization shall be "Ohio Aviation Association". The official abbreviation of this name shall be "OAA".
- B. It shall be incorporated as a corporation, not-for-profit, under and by virtue of the laws of the State of Ohio.

ARTICLE II – PURPOSE

The Purpose of OAA shall be:

- A. To serve as the voice for airports that contribute to the economic vibrancy and well-being of Ohio, the birthplace of aviation;
- B. To advocate on behalf of Ohio's airports at the local, state and federal level;
- C. To communicate the value and economic benefits of Ohio airports and aviation industry to members, legislators, the media and the public;
- D. To educate through an annual conference, peer-to-peer mentoring and additional training/forums; and,
- E. To engage members through regular communication, education and involvement in OAA activities.

ARTICLE III – OFFICERS

- A. The Officers of this association shall be President, Vice President, Secretary, and Treasurer, all of whom shall hold office for a term of one year or until a successor is elected.
- B. The President shall preside at all general meetings of the association and shall be an ex-officio member of all committees.
- C. In the event of absence, inability or refusal of the President to perform the duties, the President's prerogatives and power for all purposes shall be assumed in the following order; first to the Vice President, then to the Secretary, then to the Treasurer and then to the Immediate Past President.

1. Should all of the above be absent then *Roberts Rules of Order Newly Revised*, current Edition, shall apply.
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D. The Secretary shall maintain records of all proceedings of OAA and a roster of active OAA members.

E. The Treasurer shall serve as a Vice Chair the Administration and Finance Committee and oversee all financial transactions of OAA funds. Additional responsibilities may be outlined in policies, procedures, and committee responsibilities.

F. The Immediate Past President shall serve as a Vice Chair of the Administration and Finance Committee. Additional responsibilities may be outlined in policies, procedures, and committee responsibilities.

ARTICLE IV – BOARD OF DIRECTORS

A. The Officers of the association, together with the two past presidents and eleven Directors, that are voting members in good standing, elected at large at the annual Meeting of OAA, shall constitute the Board of Directors (also referred to as the “Board”) which shall conduct the business of OAA.

B. A vacancy in any Officer position because of death, resignation, removal, disqualification, or other cause may be filled by the Board to serve until the next annual meeting.

C. A vacancy in any Director position because of death, resignation, removal, disqualification, or other cause may be filled by the Board to serve the remaining unexpired term.

D. Attendance in person, by telephone, or electronic means, by one-third of the Board shall constitute a Quorum for the transaction of Business.

E. Directors shall be elected for 3-year staggered terms. The terms shall coincide with the Annual Meeting.

F. Any member wishing to serve on the Board agrees to abide by the current Director’s Duties and Expectations as maintained by the Administrative Committee.

ARTICLE V – MEMBERSHIP CATEGORIES

The membership year of OAA shall be consistent with the fiscal year commencing on the first day of January and terminating on the last day of December. There shall be six (6) Membership Categories. To aide in membership management, membership categories and associated voting privileges may be further defined by subcategories. The subcategories shall be administratively determined by the Membership Committee and approved by the Board. The six (6) main categories are as follows:

- A. **Airport Member:** This category of membership is for all airports. This category of membership allows for unlimited number of airport employees or representatives to have access to full membership benefits. This membership category has voting privileges.
- B. **Business Partner Member:** This category of membership is for all airport or aviation-related businesses. This can include consultants (engineers, planners, architects, surveyors, etc.), contractors, product suppliers, equipment suppliers, material providers, direct service providers, fixed base operators, corporate flight departments, on-demand flying services, and flying clubs. This category of membership allows for an unlimited number of business employees or representatives to receive full membership benefits. This membership category has voting privileges.
- C. **Other Organizations:** This category of membership is for non-profit organizations, state officials, and federal officials. This category of membership allows for an unlimited number of employees or representatives to have access to full membership benefits. This membership category has voting privileges.
- D. **Aviation Education Programs:** This category of membership is for collegiate degree-offering or technical aviation-related programs. This category of membership allows for unlimited number of academia/instructional employees to have access to full membership benefits. This membership category has voting privileges.
- E. **Aviation Supporter:** This category of membership is for an aircraft owner, pilot, or aviation enthusiast, (this category is intended for individuals not currently employed in the aviation industry). This membership category has voting privileges.
- F. **Students:** This category of membership is for high school, college and aviation program students. This membership does not have voting privileges.

ARTICLE VI – QUORUM AND VOTING

- A. The presence of Active members, in person, by telephone, and by electronic means, in good standing shall constitute a quorum for conducting business of OAA during the annual meeting or midyear meeting of the association.
- B. All Active members of the Association, in good standing, shall be entitled to vote, up to applicable membership category's allowable votes outlined in Article V above, at meetings of OAA.
- C. A simple majority of those present shall decide an issue.

D. At times other than the annual meeting or midyear meeting of the association, a vote may be taken by mail, including electronic mail, on matters which the Officers of OAA believe to be of sufficient importance and which require immediate action by the Active membership. Such votes shall be conducted under the supervision of the Officers of OAA and shall include a clearly written explanation of the matter(s) on which vote(s) is being taken. An official ballot for each question being put shall be included in such mailing. Returned ballots shall not be officially tabulated in less than 14 days from the postmarked date of the official mailing by OAA. All quorum and majority requirements set forth for voting at meetings of OAA shall apply to votes taken by mail. In the event of a vote via electronic medium or mail, ballots shall be delivered to active membership organizations' key contact.

ARTICLE VII – ELECTIONS

The Administration and Finance Committee of the Board has the responsibility of recommending to the membership a slate of Officers and candidates for election to the Board. If the Chair or Vice Chair of the Administration and Finance Committee is a candidate for an Officer position, the Officers will appoint an Elections Subcommittee Chair. For the purposes of elections, the committee shall be comprised of four members, at least two of whom should currently be serving as Directors.

Elections shall be held once a year at the annual meeting and shall be made by open motion from the floor.

ARTICLE VIII – COMMITTEES

A. The president shall appoint all standing committees and shall have the right to appoint any special committees and to name the members thereof for a period not to exceed the President's term.

B. Standing Committees shall be as follows:

Administration and Finance: directs the administration of OAA, monitors the financial operations of the OAA, makes recommendations as to the policies of OAA and reports the financial status to the Board. The committee also conducts the election of Officers and Directors, establishes OAA awards criteria and procedures, conducts biennial review of Constitution and recommends revisions as necessary, and annually reviews the executive office management agreement for performance and compliance. The committee compiles financial data to create an annual budget, analyze and make recommendations to the Board to assure the financial stability of the organization. The committee annually reviews financial and insurance policies for adequate coverage. The committee reviews the need for an external audit as necessary.

Communications and Outreach: directs the operational aspects of OAA to ensure the implementation of OAA activities related to membership, promotion, and membership communications.

Advocacy: considers and recommends legislative applications for OAA and advocates a position on all proposed legislation and policies affecting aviation. The committee keeps members informed on pending legislative matters through the legislative agenda and will meet and/or confer with appropriate elected officials, at all levels, if necessary. The committee assists with planning the OAA Annual Meeting, legislative events, and legislative awards.

Professional Development: directs the professional development activities of OAA by offering a wide range of educational opportunities for members, maintains a resource library for aviation stakeholders, and outreaches to the state's aviation education programs. Programs may include webinars, information sessions, and others as appropriate. With assistance from each standing or ad-hoc committee chair, plans, directs and organizes the activities of the Annual Conference.

C. All Directors shall either chair or serve on a Standing Committee.

ARTICLE IX – MEETINGS

A. An annual meeting of OAA shall be held each year at a time and a place to be determined by the Board. Notice of any special meeting shall be issued at the discretion of the President.

B. The Board shall meet throughout the year, at times and places to be determined by the OAA Board. Board members shall participate in a majority of the meetings throughout the year. Failure to do so may constitute grounds for removal from the Board.

ARTICLE X – FINANCES

A. The fiscal year of OAA shall be the year commencing on the first day of January and terminating on the last day of December.

B. The Board shall adopt a budget for each fiscal year, and OAA shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board.

C. Dues and fees for all categories of membership shall be set by the Board.

D. Dues and other monies collected by OAA shall be placed in a depository approved by the Board. Payments from the funds of OAA shall be made on the signature of the Treasurer and/or such other person so authorized by the Board.

ARTICLE XI – RULES OF PROCEDURES

A. Robert’s Rules of Order shall govern the parliamentary procedure of the meetings of OAA.

ARTICLE XII – NOTICES

A. Members shall furnish the Secretary with their official contact information. The distribution of any notice to the last known official location shall be deemed service of such notice or notices.

ARTICLE XIII – SUSPENSION AND REMOVAL OF MEMBERSHIP OR OFFICER

A. The Board, by a two-thirds vote, may suspend or revoke the membership of any member or remove an Officer from position for:

1. Failure to meet the member’s financial obligations to OAA, or
2. Failure to meet the member’s participation obligations to OAA, or
3. Conduct detrimental to OAA.

B. The member shall be given notice at least thirty days in advance of the meeting of the Board at which the vote is to be taken and shall be afforded a reasonable opportunity to be heard.

C. A member that has been suspended or revoked under this section may be reinstated following an affirmative vote by two-thirds of the Board. Reinstatement shall be subject to such terms and conditions as the Board may impose.

ARTICLE XIV – AMENDMENTS

A. A change in the Constitution & Bylaws may be made with the approval of a two-thirds majority vote of:

1. The Active members in attendance, up to applicable membership category’s allowable votes, at a meeting in business session, or

2. A vote by mail, or electronic medium, under the supervision of the Officers, as described in Article VI, paragraph D.

B. Any proposed change in the Constitution & Bylaws shall be circulated in writing or electronically to the Active members at least 14 days prior to a meeting where amendments will be considered.