



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

FOUNDED-OCTOBER 1965 (AS THE OHIO AIRPORTS MANAGERS ASSOCIATION)
AMENDED APRIL 1, 2021

Previous Amendments:

AMENDED APRIL 13, 2010
AMENDED DECEMBER 3, 2015
AMENDED SEPTEMBER 7, 2017
AMENDED FEBRUARY 1, 2018
AMENDED DECEMBER 6, 2018
AMENDED JANUARY 9, 2020

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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, shall serve as the Vice Chair of the Administrative and Finance Committee and serve as 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.

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. As a matter of financial stability, skillset, and records management, the Executive Committee, at their discretion, may determine the Treasurer to be exempt from term limits.

F. The Immediate Past President shall serve as the 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 Immediate Past President and twelve Directors, that are voting members in good standing, elected at large at the annual business 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 business 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 of Directors and Officers shall constitute a Quorum for the transaction of business.

E. Directors shall be elected for a 3-year, staggered term. A Director’s terms shall coincide with the annual business meeting.

1. A Director is limited to serving up to two consecutive terms, if not serving in an officer role.
2. In filling a Director vacancy, a full term is considered any service greater than 18 months.
3. If an expiring Director or Officer wishes to be considered for another Director position, a minimum of one year must pass before being re-considered.

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 and Finance 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 business meeting.
- 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 the annual business meeting of OAA.
- C. A simple majority of those present shall decide an issue.
- D. At times other than the annual business meeting of the association, a vote may be taken by 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 clear explanation of the matter(s) on which vote(s) is being taken. Votes shall not be officially tabulated in less than 14 days from the date of the official electronic mailing by OAA. All quorum and majority requirements set forth for voting at meetings of OAA shall apply to electronic votes.

ARTICLE VII – ELECTIONS

- A. The Administration and Finance Committee of the Board has the responsibility of recommending a slate of Officers and Directors. The Administration and Finance Committee shall conduct this responsibility through an Elections Subcommittee.
- B. The Immediate Past President shall serve as the Elections Subcommittee Chair and the subcommittee shall be comprised of the Immediate Past President, President, and a minimum of two Board Members not seeking Office.
1. If the President served less than a term and will seek the Presidency again, the Committee shall select another appropriate Board member or Officer to serve the Subcommittee.
 2. The Subcommittee shall determine the schedule for election communications including announcement of availability of positions.
 3. In determining the slate of Officers and Directors, the Subcommittee shall balance many factors, including but not limited to, candidates': physical location, sector of aviation, size of airport/company, diversity, employer's support of OAA, employer's support of required time, past support of OAA activities, personal statements, experience in aviation, skills and capabilities, previous volunteering efforts with OAA, and ability to fulfill Duties and Expectations.

C. The recommended slate of Officers and Directors shall be brought to the Board of Directors for concurrence prior to presenting to the membership at large.

D. The slate of Officers and Directors shall be presented for a vote to the membership at large either during the annual business meeting or up to 30 days prior to the annual business meeting. The voting process outlined in Article VI shall be followed for voting prior to the annual business meeting. If voting occurs prior to the annual business meeting, the results of the vote shall be announced at the annual business meeting. As nominations are handled through the Elections Subcommittee process, no nominations will be sought from the floor.

ARTICLE VIII – COMMITTEES

A. The President shall appoint all standing committees and Chairs 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. Chairs shall be filled with Board members in good standing or by a member of the Executive Director's office.

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 business 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.

Executive Committee: considers and addresses short-fused decisions between full Board of Director meetings. Shall be comprised of all the Officers and Immediate Past President. All the officers shall have a vote on the Committee.

1. The Executive Committee shall establish its own rules for calling and holding meetings and its methods of procedure. Minutes of meetings and actions of the committee shall be kept. A majority of the Members of the Executive Committee shall constitute a quorum, and actions shall be determined by the affirmative vote of not less than a majority of the Committee Members.
 2. The Executive Committee, during the intervals between meetings of the Directors, shall have general control over the affairs of the Association; provided, however, that the Executive Committee shall not have authority to elect or to remove any Officers or Directors or to approve or cancel any contracts.
 3. Any decisions made by the Executive Committee shall be brought back to the Board of Directors for a concurrent approval.
- C. All Directors shall either Chair or serve on a Standing Committee.

ARTICLE IX – MEETINGS

A. Annual Business Meeting: An annual business 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. Board of Director's Meetings: The Board shall meet throughout the year, at times and places to be determined by the OAA Board. Board members shall participate in the meetings throughout the year in accordance with the current Director's Duties and Expectations as maintained by the Administrative and Finance Committee. Failure to do so may constitute grounds for removal from the Board.

C. Advance Notice: OAA Board meetings are open for observation to members in good standing. For purposes of space planning (for in person Board meetings), advance notice of desire to attend must be sent to the President, or his/her designee. During times

when the Board meetings will be held, in part or in whole, telephonically or via other electronic mediums, advance notices shall be given to the President, or his/her designee, for proper recording and meeting management.

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. The most current version of 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 email shall be deemed service of such notice or notices.

ARTICLE XIII – SUSPENSION AND REMOVAL OF MEMBERSHIP, DIRECTOR, OR OFFICER

- A. The Board, by a two-thirds vote, may suspend or revoke the membership of any member for failure to meet the member’s financial obligations to OAA or for conduct detrimental to OAA. No refund is due a member if membership is suspended or revoked under this Article.
- B. The Board, by two-thirds vote, may suspend or remove a Director or Officer for failure to meet the Director’s or Officer’s financial and participation obligations outlined and maintained by the Administrative and Finance Committee or for conduct detrimental to OAA.

C. The member, Director, or Officer 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.

D. A member, Director, or Officer that has been suspended, revoked, or removed 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 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 electronically to the Active members at least 14 days prior to a meeting where amendments will be considered.