

BY-LAWS OF THE FRIENDS OF UNIVERSITY AIRPORT

January 2003

PREAMBLE

The *Friends of University Airport* is an organization dedicated to the preservation and enhancement of the University Airport (005). We believe that the unique historical significance of the airport serves to remind us not only of the immediate value the facility has for the University and community, but also the larger role it has yet to play as an important piece of the general aviation infrastructure of our State and Nation.

Article I

Name

The name of this Corporation is "Friends of University Airport".

Article II

Purpose

The general purposes of the Corporation are:

- To promote citizen and user involvement in the activities and issues facing the University Airport;
- To preserve the aviation assets of the citizens of Yolo County;
- To protect the airport from future development or encroachment pressure that would erode the public safety and lead to the loss of community access to general aviation at University Airport.

Article III

Principal Office of the Corporation

The principal office for the transaction of the activities and affairs of this Corporation is located at 2001 Alameda Avenue, Davis, California 95616. The Board of Directors may change the location of the principal office. The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

Article IV

Construction and Definitions

Unless the context requires otherwise, the general provisions, rules construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these by-laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a neutral person.

Article V

Dedication of Assets

This Corporation’s assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(4).

Article VI

No Members

This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation’s Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board deems appropriate.

Article VII

Board of Directors

Section 1. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. Number and Qualification of Directors. The Board of Directors shall consist of at least five but no more than 24 directors unless changed by amendment to these By-laws. The exact number of directors shall be fixed, within those limits, by the Board of Directors. The qualifications for directors are one or more of the following:

- (a) residence in the geographic area served by the Corporation;

- (b) the ability to provide financial support or professional services to the Corporation or to persuade others to do so; or
- (c) special knowledge or experience of the types of services performed by the Corporation.

Section 3. Election of Directors and Term. Prospective Directors shall be presented to the Board by the Executive Committee for approval, and elected by majority vote of the Board. The directors shall be elected for a term of three years, except that by drawing of straws, one third of the initial board shall serve one year; one third shall serve two years, and one third will serve a three year term. With board approval, directors may serve a second term of three years. Directors who are elected to fill a vacant, unexpired term shall be eligible to serve two full terms following the completion of the unexpired term. A director may resign at any time by giving written notice to the Board president.

Section 4. Extended Service as a Director. A director otherwise ineligible for re-election because he or she has served two full terms may, upon the recommendation of the Executive Committee, be elected to and may serve an additional single one-year extended term.

Section 5. Absences. Should a member of the Board of Directors fail to attend three consecutive regular meetings of the Board of Directors, the President of the Board shall inquire into the reason for such board member's absence and report the same at the next regular meeting of the Board of Directors. The Board of Directors after hearing such report may take appropriate action including removing the absent director from the Board.

Section 6. Vacancies. The Board of Directors shall have power to fill vacancies for unexpired terms.

Section 7. Removal of Director. Any Director may be removed, with or without cause, by a vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in these By-laws.

Article VIII

Meetings of Board of Directors.

Section 1. Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 2. Meetings by Telephone. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than six times each year at the time and place fixed by a majority of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chairman of the Board, if any, the president or any vice president, the secretary, or any two directors. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least 24 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 5. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 6. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 7. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 8. Action Taken Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined

in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 9. Committees. The Board shall have the following committees:

- (a) **Executive Committee:** The Executive Committee shall be composed of the Officers of the Board. The President shall be the Chair. The committee shall have power to conduct only such affairs as are of an urgent nature between meetings of the Board and shall report for their appropriate action at the next meeting of the Board of Directors. At any meeting of the Executive Committee three members shall constitute a quorum. Minutes shall be recorded at all meetings.
- (b) **Finance Committee:** The Finance Committee shall be composed of not less than three members of the Board. The Treasurer shall be the Chair. Subject to such specific instructions as may be given by the Board of Directors it shall (1) prepare the annual budget in consultation with the Chief Executive Officer; present the budget to the Board of Directors for approval; (2) allocate or re-allocate funds to specific purposes; (3) direct the financial program; and (4) secure financial support for the Agency.
- (c) **Nominating/Board Development Committee:** The Nominating Committee shall be composed of not less than three members of the Board. It shall give continuing consideration to qualifying candidates for Board membership. Further, it shall propose persons to fill the unexpired terms of Directors and prepare and present the slate of officers for the Board of Directors.
- (d) **Other Committees:** The President of the Board may appoint such other committees as shall be necessary to study and make recommendations to the Directors on matters not covered in the committees described.

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these by-laws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee.

Article IX

Officers

Section 1. Offices Held. The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. Any number of offices may be held by the same person except that neither the secretary of nor the treasurer may serve concurrently as the president of the Board.

Section 2. Election of Officers. The officers of this Corporation shall be chosen annually at the end of the Corporation's fiscal year by the Board and shall serve at the pleasure of the Board, subject to the rights of any office under any employment contract.

Section 3. Removal of Officers. The Board may remove any officer with or without cause upon the vote of two-thirds of the Board.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies. Vacancies may be filled by the majority vote of the Board of directors at any of its meetings.

Article X

Responsibilities of Officers

Section 1. President. The President shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 2. Vice-Presidents. If the president is absent or disabled, the vice president, if any, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the Board or the by-laws may require.

Section 3. Secretary. The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was general or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and by-laws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these by-laws require to be given. The secretary shall perform such duties from time to time to be delegated to him/her and shall have the responsibility for recording the minutes of the meetings of the Board of Directors.

Section 4. Treasurer. The Treasurer shall have responsibility for all fiscal operations of the agency, including an Annual Audit, and shall be the Chair of the Finance Committee.

Article XI

Indemnification and Insurance

Section 1. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 2. Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

Article XII

Records and Reporting

Section 1. Maintenance of Corporate Records. This Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its board and committees of the Board; and
- (c) A record of each director’s name and address and telephone numbers;

Section 2. Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the Corporation’s books, records, documents of every kind, and physical properties. 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.

Section 3. Annual Report. The Board shall cause an annual report to be prepared and presented to the directors within 120 days after the end of the Corporation’s fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including any trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any additional information requested by the Board; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

Article XIII

Membership Fees

The Board may from time to time establish a membership fee to be paid annually by members. Failure of a member to pay the annual fee to the Treasurer shall constitute grounds for dismissal of such member from the corporation.

A record of member's payments shall be retained by the secretary and shall be available for inspection by any member upon request during a reasonable hour.

Article XIV

Amendment of By-laws

The By-Laws of the Corporation may be amended by a two-thirds vote of the Board of Directors at any regular meeting, provided that each member of the Board shall have been given a copy of any proposed amendment at least one week prior to the meeting at which time the proposed amendment is to be considered.

Article XV

Procedures

The rules contained in Robert's Rules of Order Revised shall govern the Agency in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Friends of University Airport, Inc., a California nonprofit public benefit corporation; that these by-laws, consisting of 8 pages, are the by-laws of this Corporation as adopted by the Board of Directors on February 26, 2003; and that these by-laws have not been amended or modified since that date.

Executed on _____, 2003 at Sacramento, California.

By _____

Name _____

(Secretary)

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