

**RICKENBACKER MILITARY FAMILIES
BY LAWS**

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of the organization shall be the Rickenbacker Military Families. The business location of the office shall be 7370 Minuteman Way, Columbus, OH 43217.

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. The purpose of this corporation is to acquire and provide resources and to assist in educating military families as to the availability of economic and non-economic assistance and support services:

- To provide general support and assistance to the families of all military personnel based or stationed at Rickenbacker Air National Guard Base.
- To address hardships associated with military service, the separation of military personnel due to deployments and family reunions and reintegration after deployments;
- To develop, organize, plan and operate events and support groups to bring together military families.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. This is a private organization. It is not part of the Department of Defense or any of its components and it has no governmental status.
3. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or

referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

4. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

5. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

There shall be six (6) members on the Board of Directors consisting a Chairperson, Treasurer, Secretary and three board members. All members of the Board of Directors shall serve for at least one year, have no defined term limits, and at the pleasure of the Board. All board members shall serve until their successors have been elected and qualified. In the case of a tie while voting, the Chairperson has the authority to break the tie.

Elections will be held annually during the quarterly meeting in November.

We do not recognize Ex-officio members officially. However, the Wing Commander, Force Support Services Squadron Commander and Family Support Coordinators may attend at the request of the board. If someone wishes to be on the agenda, they must notify the Chairperson at least two weeks in advance.

ARTICLE V OFFICERS

Chairperson: The Chairperson shall preside at all meetings of the Board of Directors. Subject to the direction of the Board of Directors, the Chairperson shall have the authority to execute contracts, notes, deeds, mortgages, security arrangements, bonds, other obligations, or other papers in the name of the Corporation. In addition, the Chairperson shall perform such other and further duties as may be required by the Board of Directors.

Secretary: The Secretary shall serve as secretary of both the Board of Directors and the Corporation and shall keep all minutes of meetings and records of Board transactions, and shall have custody of all papers, records, and reports. The Secretary shall keep a correct list of all members of the Board of Directors of the Corporation, arranged alphabetically showing their correct mailing addresses, and shall perform such other and further duties as may from time to time be prescribed by the Board of Directors.

Treasurer: The Treasurer, in accordance with the policies prescribed by the Board of Directors, shall (1) have custody of the financial records of the Corporation, (2) be responsible for the general supervision and management of all funds and securities of the Corporation, (3) be responsible for the custody of such funds and securities, and (4) perform such other and further duties as the Board of Directors may from time to time prescribe. The Treasurer shall make such financial reports as may be required by the Board of Directors. The Treasurer shall also have general supervision of and responsibility for the establishment and maintenance of a satisfactory accounting system which will properly record and reflect all financial transactions of the Corporation.

ARTICLE VI MEETINGS AND QUORUMS

Meetings: Quarterly meetings shall be held in February, May, August and November, unless an alternate date is otherwise agreed upon by a majority of the Board of Directors. The November meeting shall be designated as the Annual Meeting. Any member may call special meetings as needed. Meetings may be conducted virtually or in person.

Notices: Notice of the time and place of each annual, re-scheduled, regular or special meeting of the Board shall be given to each Director, either by mailing the notice first class mail, postage prepaid, to the Director's address on the records of the Corporation or personally, by telephone, electronic mail or facsimile not less than five (5) days before such meeting. In extraordinary circumstances, such notice may be given personally or by telephone, electronic mail or facsimile not less than twenty-four (24) hours before such meeting. The business to be transacted at the meeting need not be specified in the notice except in the case of a special meeting.

Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors. At any meeting at which a quorum is present, the majority of those present may bind the Board of Directors.

ARTICLE VII COMMITTEES

Appointment and Authority

The Board of Directors, by this Code of Regulations or by resolution, may provide for committees of Directors and persons who are not Directors as it may deem desirable for the proper operation of the Corporation and may assign to any such committee such powers and duties as it may determine; provided, however, such committees shall not be empowered to exercise the powers of the Board of Directors.

ARTICLE VIII NON-LIABILITY OF DIRECTORS

The Directors of the Corporation shall make determinations of acquisitions, acceptances and distributions of assets and earnings based on the information available to them and in accordance with the procedure that shall be adopted by the Directors. Neither the Corporation nor any Director shall be liable for any acquisition, acceptance and distribution or any refusal of acquisition, acceptance and distribution.

ARTICLE IX INDEMNIFICATION

Right to Indemnification and Payment of Expenses

The Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Purchase of Insurance

The Corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another domestic or foreign, nonprofit corporation or corporation for profit, or a partnership, joint venture, trust or other

enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status such, whether or not the Corporation would have the power to indemnify him against such liability under this Article IX. Insurance may be so purchased from or maintained with a person in whom the Corporation has a financial interest, provided that the material facts of the interest are known or disclosed to the Board of Directors, and the Board of Directors in good faith authorize the purchase by the affirmative vote of a majority of disinterested Directors.

Rights not Exclusive

The indemnification provided in this Article IX shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Corporation, this Code of Regulations, any agreement, any insurance purchased by the Corporation, a vote of the Board of Directors of the Corporation or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Corporation and shall inure to the benefit of heirs, executors and administrators of such person; provided however, there shall be no duplicative payments by the Corporation on behalf of any person.

ARTICLE X CONFLICT OF INTEREST

1) *Gifts.* No Director, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person, corporation, association, or other entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Corporation, whose relationship may be substantially affected by that Director's, officer's, employee's or contractor's performance of his or her duties to the Corporation without first making a disclosure of such conflict of interest to the Board of Directors.

2) *Disclosure.* No Director may knowingly:

a) Have a direct or indirect financial interest or engage in any outside employment or activities, which conflict substantially, or have the appearance of conflicting substantially, with his or her corporate responsibilities or duties, without:

1. Previously having informed the Board of Directors of his/her interest or position which would be affected by a matter under consideration by the Board;
2. Previously having informed the Board of Directors of any significant facts known to him/her indicating that a transaction to be approved or policy to be adopted by the Board may not be in the best interest of the Corporation; and

3. Disqualify him/her from a vote affecting his/her interest or position if the Board of Directors determines that a substantial conflict exists.

b) Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be made a matter of record through an annual disclosure and also when the interest becomes a matter of Board of Directors action. Any Director having a duality of interest shall not be counted in determining the quorum for the meeting even when permitted by law.

c) The minutes of the meeting shall reflect that a disclosure was made as well as the abstention from voting and the quorum situation. The foregoing requirement shall not be construed as preventing the Director from briefly stating a position in the matter nor from answering questions of other Directors since that person's knowledge may be of assistance.

ARTICLE XI AMENDMENTS

The Articles of Incorporation and this Code of Regulations each may be amended either in whole or in part by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation present in person at any annual meeting or at any special meeting of the Corporation held for such purpose at which a quorum is present, provided a notice by copy of such proposed amendment shall have been given in writing to the members of the Board of Directors of the Corporation at least ten (10) days in advance of the meeting at which the proposed amendment is voted upon. Amendments may be proposed by the Board of Directors. Any amendment so proposed shall be voted on at the next regular meeting, the annual meeting or at a special meeting called for such purpose as specified by the Board of Directors in its resolution.

ARTICLE XII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Current Board Member Roster:

1. Kimberly A. Minor – Chairperson
Blacklick, Ohio
2. Mike Reed – Secretary
Westerville, Ohio
3. Harold Tyson – Treasurer
Reynoldsburg, Ohio
4. Tammy Gordon– Board Member
Bremen, Ohio
5. Ronda Anderson – Board Member
New Albany, Ohio
6. Lindy Panian – Board Member
Pickerington, Ohio

Adoption Agreement:

These By Laws have been reviewed, revised and adopted by the Board of Directors of Rickenbacker Military Families on this date: **May 20, 2024.**

1. Kimberly A. Minor - Chairperson
2. Mike Reed – Secretary
3. Harold Tyson - Treasurer
4. Tammy Gordon – Board Member
5. Ronda Anderson – Board Member
6. Lindy Panian – Board Member
 - Brandy Daniels – part time, paid subcontractor