

# COMANCHE FLYER FOUNDATION, INC.

## BYLAWS

Revised May 4, 2001, Again October 2009 and Further Revised September 13, 2012.

### ARTICLE I NAME and FISCAL YEAR of the FOUNDATION

#### **Section 1. Name of Foundation**

The name of the Foundation shall be the Comanche Flyer Foundation, Inc.  
All references herein to the Foundation, or CFF, shall mean the Comanche Flyer Foundation, Inc.

#### **Section 2. Fiscal Year**

The fiscal year of CFF shall begin on the first day of August of each year and end on the thirty-first day of July of the following year. Fiscal years shall be named for the calendar year in which they end.

### ARTICLE II LOCATION AND PURPOSES

#### **Section 1. Principal Office**

The principal office of CFF shall be at such location or locations as shall be designated by the Board of Directors.

#### **Section 2. Restriction of Operations**

CFF shall operate exclusively for charitable, scientific and educational purposes.

### ARTICLE III MEMBERSHIP

#### **Section 1. Trustee Members**

There shall be no fewer than thirteen (13) Trustee memberships. Trustee memberships shall be renewed or replaced by majority vote of those Trustees present, and shall be effective at the close of an annual meeting, or at the close of a special meeting called, in part, for that purpose. Trustee memberships in excess of thirteen may be issued at the discretion and upon a two thirds (2/3) majority of the Trustees present and voting at the annual meeting.

Trustee members shall serve for three (3) years, unless they have resigned or been removed for cause. A Trustee's term shall end at the close of the third annual meeting following their election. Except for resignation or term expiration, any Trustee removed by the remaining members must be for cause and such action must be taken at the next meeting of Trustees by a majority of Trustee members present and voting.

#### **Section 2. Voting Rights**

The Trustee members shall have the power and responsibility to elect the Officers and the Board of Directors from the Trustee membership, and to make general policy for CFF.

**Section 3. Meetings**

Except where such meeting would occur outside the United States, the annual meeting of the Trustee memberships shall be held during the time period and locality of the annual convention of the International Comanche Society. Trustees will be notified by email of the specific date, time, and location of the annual Trustee meeting at least 30 days in advance of the meeting.

Special meetings of the Trustee members may be called by the President of the Corporation or by a majority of the Trustee members. Such meetings may be held at any location within the United States specified by the President., but may also be electronic, or by USPS mail, for purposes of voting on specific issues that have had at least 30 days notice.

At the physical annual meeting of the Trustee members, the number of Trustee members in attendance shall constitute a quorum. At any other meeting of the Trustee members, a majority of the Trustee members shall constitute a quorum.

**Section 4. New Members**

New Trustee members shall within thirty days receive a membership packet including, but not limited to, the most current copies of the CFF Articles of Incorporation, Bylaws, Membership Roster, and Financial Statements.

**Section 5. Special Classes of Membership**

Other classes of membership may be established by the Trustee members or the Board of Directors, as for example, life or honorary memberships. Such special members shall have no voting rights.

**ARTICLE IV  
OFFICERS**

**Section 1. Officers**

The elected Officers of CFF shall be a President, a Vice President, a Secretary, and a Treasurer. The offices of President and Vice President, or President and Treasurer, shall not be held by the same person.

**Section 2. Term of Office and Manner of Election**

The elected President shall hold office for a term of two (2) years. All other Officers shall hold office for a term of one (1) year.

Each year the Board of Directors shall appoint a nominating committee. The committee shall present at the annual meeting a list of candidates, taken from the current roster of the Foundation's Trustees, to fill the coming vacancies of Officers. Trustees present at the annual meeting may nominate additional candidates from the floor.

The Officers shall be elected by the Trustee members at the annual meeting, and their term will be effective at the close of such meeting.

**ARTICLE V  
DUTIES OF OFFICERS**

**Section 1. President**

The President shall serve as Chief Executive Officer of the Corporation, shall preside at meetings of the Trustee members and meetings of the Board of Directors, and shall perform such other duties as the Board of Directors or the Trustee membership shall from time to time determine.

**Section 2. Vice-President**

The Vice President shall exercise the duties and powers of the President, in the absence of the latter, and shall perform other duties as the President and the Board of Directors shall from time to time determine.

**Section 3. Secretary**

The Secretary shall oversee the proper recording of proceedings of CFF, shall keep an accurate roster of Trustee membership names, addresses, and term expirations, and shall keep other records and distribute communications to members and other persons or agencies as the Board of Directors shall from time to time determine.

**Section 4. Treasurer**

The Treasurer shall serve as Chief Financial Officer of CFF, shall oversee the Foundation's funds and records pertaining thereto, shall establish proper accounting procedures, and shall oversee an annual review of the books as may be required by the Board of Directors. The Treasurer shall be bonded by CFF in such amount as the Board of Directors may require.

**ARTICLE VI  
BOARD OF DIRECTORS**

**Section 1. General Powers**

The business and the affairs of CFF shall be managed by the Board of Directors.

**Section 2. Members**

The Board of Directors shall consist of the Officers of CFF named in Article IV, the immediate Past President, and other Trustees, for a total of seven (7).

**Section 3. Terms of Office and Manner of Election**

Directors, other than the Past President and Officers of CFF, shall serve for a term of two (2) years, or until a successor is elected. Exception: The Past President shall serve one year, unless elected to a further term as a Director.

Each year the Board of Directors shall appoint a nominating committee. The committee shall present, at the annual meeting, a list of candidates to replace the upcoming vacancies of Directors. Trustees present at the annual meeting may nominate additional candidates from the floor.

Directors shall be elected by the Trustees at the annual meeting of the Trustees. Their terms shall be staggered so that not all of them vacate their positions at once. The nominating committee may establish one or two year term elections as necessary to initially stagger the expirations.

**Section 4. Meetings**

The annual meeting of the Board of Directors shall be held at the place of the annual meeting of the Trustees. All Board members and Trustees will be notified by email of the specific date, time, and location of the annual Board meeting at least 90 days in advance of the meeting. A quorum at the physical annual meeting of the Board of Directors shall consist of those Directors present.

Additional meetings may be called upon the request of a majority of the Board of Directors, or by the President, and may be electronic, with at least 10 days notice and discussion on an issue before any vote is taken. At those additional meetings, a quorum shall consist of a majority of the Board.

**Section 5. Voting Rights**

Voting rights of a Director shall not be delegated nor exercised by proxy. Action taken by mail, email, website poll, or a conference telephone call shall be a valid action of the Board of Directors, provided a proper record of any such proceeding is recorded by the Secretary.

**Section 6. Vacancies**

Any vacancy occurring on the Board of Directors, except for that of the President, shall be filled by the Board of Directors for the unexpired term. If the office of President becomes vacant, the Vice -President shall assume the office until the next annual meeting of the Trustee members, at which time the Trustee members shall fill the office.

**Section 7. Compensation**

Directors shall not receive any compensation for their services as Directors. A Director who is also an employee of CFF may receive compensation for his duties as an employee.

**Section 8. Indemnification**

Every Director, Officer, or employee of CFF shall be indemnified by CFF against all expenses and liabilities including counsel fees, reasonably incurred, or imposed upon them, in connection with any proceedings to which they may be made a party, or in which they may become involved by reason of being or having been a Director, Officer, or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance or indemnification shall be in addition to and not exclusive of all other rights to which the person involved are entitled.

CFF shall carry Directors & Officers liability insurance. The Board of Directors shall choose the insurance carrier(s) and shall determine the appropriate amount of insurance coverage.

**ARTICLE VII  
COMMITTEES**

The Board of Directors may create special committees as it shall deem necessary. All actions of committees that affect CFF as a whole shall be presented to the Board of Directors for approval before any such action is taken by the committee.

**ARTICLE VIII  
RULES OF ORDER**

Robert’s rules of order, newly revised, shall govern the conduct of all meetings of CFF in all cases in which they are applicable and do not conflict with these Bylaws or any special rules that CFF may adopt.

**ARTICLE IX  
DISSOLUTION**

CFF shall use its funds only to accomplish the aims of the Corporation as specified in these Bylaws and its Articles of Incorporation. No part of its funds shall inure or be distributed to the members of CFF. On dissolution any funds remaining shall be distributed to one or more organizations qualified as charitable, educational, scientific, or philanthropic. The selection is to be made by the Board of Directors.

**ARTICLE X  
AMENDMENT**

Amendments to or a repeal of the Bylaws shall require a two-thirds vote of the Trustees present and voting at any annual meeting of the Trustee members, provided that written notice of proposed changes have been sent to all Trustee members thirty (30) days before such meeting.

**END**

Approved unanimously by a vote of the Trustees present and voting.

Attest: \_\_\_\_\_, Acting Secretary, September 13, 2012

Name: \_Don Nelson\_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_