

Bylaws of The Cloudbase Foundation

Article I: Name, Purpose, and Objectives

Section 1 - Name: The name of the group shall be The Cloudbase Foundation, Inc. (CBF) in all instances public and private. CBF shall be a nonprofit organization incorporated under the laws of The State of Louisiana Chapter 2, Title 12, of the Louisiana Revised Statutes (Non-Profit Corporation Law) or the United States of America and shall function in compliance with Section 501(c) (3) of the Internal Revenue Code.

Section 2 - Purpose: CBF is organized exclusively for charitable assistance to children wherever Hang Gliding and Paragliding activities may be held or within an approved distance from the activities. CBF has been established to assist all HG and PG pilots in fulfilling their desires to effectively make change in children's lives where they fly.

Section 3 - The primary objectives of the Cloudbase Foundation are to improve the health, education and general living conditions in communities where hang gliding and paragliding activities take place. These objectives are accomplished through direct assistance, CBF Member Pilots, other charitable organizations/foundations, and by assisting local pilot communities in achieving their altruistic goals in the communities where we fly. Efforts to achieve these objectives include, but are not limited to:

- Providing medical/dental care, medications, vaccinations, and processes/methods for obtaining safe drinking water
- Meeting the educational needs of children such as building schools and libraries, hiring teachers, buying computers, books and other educational materials and supplies
- Providing assistance for children such as clothing, shoes, or toys
- Assisting others in their fundraising processes to help improve the communities where we fly

Section 4 - Funding: In the furtherance of these purposes and objectives, and in accordance with the rights and responsibilities conferred by its Certificate of Incorporation, IRS 501(c) (3), and The State of Louisiana, CBF may collect and accept grants, bequests, public and private donations to be used toward CBF approved projects.

Article II: Membership (Ambassador)

Section 1 - Eligibility to be an Ambassador, or member: Application for membership shall be open to any individual interested in promoting CBF purposes and objectives as defined in Article I, Section 2 and 3. Membership is granted after receiving a completed commitment form and/or any other written or verbal desire to participate in CBF processes or procedures.

Section 2 - Annual Dues: CBF has NO annual dues but donations are accepted.

Section 3 - Board of Directors: Only members are eligible to be on the board of directors. Only members are eligible to be project managers.

Section 4 - Board of Director Selection: Only a Director can nominate a member to be considered as a Director. The acting BODs shall vote on nominated members for positions on the BOD or the acting President may appoint new Directors as needed.

Article III: Meetings

Section 1 - Board of Director meetings: Board meetings shall be held at a time and place designated by the President and may be held on-line or by conference calls as needed.

Section 2 - Annual meetings: An annual meeting of the BOD is to be conducted in person or via phone or other media processes. During annual meetings, the BOD may elect new board members, receive reports on the activities of the CBF, and assist in determining the direction of CBF for the coming year.

Section 3 - Special meetings: Special meetings may be called by the President as required.

Section 4 - Notice of meetings: Notice of each meeting shall be made to all Directors by mail, email, or on CBF homepage not less than two weeks prior to the meeting. Notice to CBF membership may be made on the CBF homepage not less than two weeks prior to the scheduled meeting.

Section 5 - Quorum: The officers present at any properly announced meeting of three or more shall constitute a quorum.

Section 6 - Voting: All issues except those limited to board vote shall be decided by a simple majority of those members present at the meeting during which the vote takes place.

Article IV: Board of Directors

Section 1 - Board role, size, and compensation: The Board is responsible for assisting in the policy and direction of CBF. The Board delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 9 but not fewer than 5 members.** The board receives no financial compensation for serving CBF.

Section 2 - Terms: All board members are elected for life and can only be removed by the majority vote of the Board.

Section 3 - Meetings and notice: Ref. Article III. for details.

Section 4 - Board elections: Ref. Article II. for details.

Section 5 - Election procedures: Ref. Article II. for details.

Section 6 - Quorum: Ref. Article II. for details.

Section 7 - Officers and Duties: There shall be no less than 2 officers of the board including a President and Vice-President. Other officers that may be elected are Secretary and Treasurer. Duties are as follows:

(CBF may or may not have all offices filled.)

- a) The President shall convene regularly scheduled board meetings and preside or arrange for another member of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer. The President is to do what ever possible to insure that CBF remains functional and fulfills its mission statement and goals.
- b) The Vice-President shall chair committees on special subjects as designated by the board, taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The President or Vice- President may act as the Secretary in the event no one is elected.
- d) The Treasurer shall make a report quarterly and distribute to the BOD members. The President or Vice-President may act as Treasurer if no one is elected.

Section 8 - Vacancies: Any vacancies are to be filled by the President or Vice-President until a time that the other offices can be filled.

Section 9 - Resignation, termination, and absences: Resignation from the board must be in writing and received by the President. A Director can be removed from the Board by a majority vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the Board shall be called upon the request of the President. Notices of special meetings shall be sent out to each board member at least two weeks in advance.

Article V: Committees

Section 1 - Committee formation: The board may create committees as needed, for purposes such as fundraising, public relations, data collection, etc. The board President appoints all committee chairs.

Section 2 - Executive Committee: The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3 - Finance Committee: The Treasurer will serve as the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures. The Board must approve by majority vote any budget and all expenditures must be within a budget or plan. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Article VI: Director and Staff

Section 1 - Executive Director: [OPTIONAL, as needed] An Executive Director may be selected and hired by the board, or may volunteer to serve as Executive Director without compensation. The Executive Director has day-to-day responsibilities for operation of CBF, including carrying out CBF's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions from the board members and carry out the duties described in the job description approved by the Board. The Board may designate other Executive Director duties, as necessary.

Article VII: Amendments

These bylaws may be amended, when necessary, by two-thirds majority vote by TCF members. Proposed amendments must be submitted to the Secretary to be sent out with regular membership notification of the date and place of the annual meeting.

Article VIII: OPERATING EXPENSES

At the discretion of the Board, a small portion of donations received by TCB may be used to cover ordinary operating expenses of TCF, including administrative costs such as website hosting and website updates, banking fees, accountant fees, etc. Unless donations are specifically earmarked for operating expenses, no more than 5% of donations may be used for operating expenses in any given fiscal year.

Article IX: CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a majority vote:

Secretary: Patrick Joyce

Date: January 6, 2014