



**Mission Wings International, Inc**  
An Ohio Non-profit Corporation

**BYLAWS**

**ARTICLE I**  
**NAME**

**1.01 Name**

The name of this corporation shall be Mission Wings International, Inc. The business of the corporation may be conducted as Mission Wings International, Inc. or MissionWings.

**ARTICLE II**  
**PURPOSES AND POWERS**

**2.01 Purpose**

Mission Wings International, Inc. is a faith based non-profit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Mission Wings International, Inc is organized to provide disadvantaged people living in remote and isolated areas with medical evacuation flights, humanitarian aid and to provide disaster relief during natural and man-made disasters.

It is also our purpose to provide air transportation services for local churches, ministries and missionaries facilitating their work by saving them time and enabling them access into remote locations.

It is our goal to be available to help people, through the use of aviation, during times of extraordinary tribulation and to serve churches, missionaries and other non-profit organizations with air transportation needs.

## 2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## 2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Mission Wings International, Inc. is an Ohio non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Mission Wings International, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Mission Wings International, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Mission Wings International, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Mission Wings International, Inc. then the court shall direct the distribution of

its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

### **ARTICLE III** **MEMBERSHIP**

#### **3.01 No Membership Classes**

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

#### **3.02 Non-Voting Affiliates**

The board of directors may approve classes of non-voting affiliates with rights, privileges, limitations and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation or to receive services of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the corporation website. Affiliates have no voting rights, and are not members of the corporation.

#### **3.03 Dues**

Any dues for affiliates shall be determined by the board of directors.

### **ARTICLE IV** **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

Mission Wings International, Inc. shall have a board of directors consisting of at least 5 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board as needed for the corporation's needs, including for the purpose of staggering the terms of directors.

#### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board of directors and the affairs of Mission Wings International, Inc. shall be managed under the direction of the board of directors, except as otherwise provided by law.

#### **4.03 Terms**

- (a) All directors are elected to serve a four-year term; however, the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately one-fourth the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin July 1 and end June 30, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 30 years of age and an affiliate within an affiliate classification created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who will be fulfilling their term of office shall take place in March of each year.

#### **4.05 Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

#### **4.06 Removal of Directors**

A director may be removed by two-thirds (2/3) vote of the board of directors then in office, if:

- (a) the director has two (2) or more unexcused absences from meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the secretary or treasurer shall excuse the president. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.07 Board of Directors Meetings.**

(a) Regular Meetings. The board of directors shall have a minimum of two (2) regular meetings each calendar year at times and places fixed by the board. Regular Board meetings shall be held upon at least sixty (60) days' notice by first-class mail, electronic mail, or facsimile transmission. The notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least fourteen (14) days' notice delivered by electronic mail, or facsimile transmission, personally or by telephone to each director of the date, time, and hour and place of the meeting. The purpose of the meeting need not be specified.

(c) Emergency Meetings. Emergency meetings of the board may be called by the president, secretary, or treasurer. An emergency meeting can be conducted with eight (8) hours' notice delivered personally or by telephone to each director of the date, time, and place, with the purpose of the meeting. Because of short notice, directors are not required to be in attendance, but should be if possible. Emergency meetings do not require a quorum but require at least three (3) members or one-third (1/3) of members whichever is greater to be present one of which must be the president, treasurer or secretary. A decision can be made by a majority vote of the members present.

Emergency meetings can only be called for reasons which affect the safety of human life and/or property belonging to the organization or a situation deemed vitally important to the organizations well-being.

The decisions made in an emergency meeting must be reviewed and discussed in the next regular or special board meeting in which a quorum is present.

(e) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Ohio law.

#### **4.08 Manner of Acting.**

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present except in the case of an emergency meeting.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors' present at a meeting, at which a quorum is present, shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a

decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular, special or emergency meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(e) Order of Meetings. Meetings of the board should be carried out in a professional manner and should follow the guidelines found in *Robert's Rules of Order Newly Revised 11<sup>th</sup> edition* unless described otherwise in these Bylaws.

#### **4.09 Informal Action by the Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an electronic mail transmission from an electronic mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use electronic mail to approve actions, as long as a quorum of board members gives consent

#### **4.10 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

#### **4.11 Compensation for Professional Services by Directors**

Directors are prohibited from being remunerated for professional services provided to the corporation. Any services provided by directors to the corporation must be on a donation basis to the corporation.

#### **4.12 Fundraising and Giving by Directors**

Each director shall give a yearly donation to the organization of such amount that is deemed generous by the director making the donation. Each director shall also actively seek donations to the organization by giving a minimum of 16 hours each year soliciting donations. Each director should strive to regularly participate in fundraising events and make recommendations for fundraising events.

## **ARTICLE V** **COMMITTEES**

### **5.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all authority given by the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors of any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
  - (i) to which the corporation is a party and one or more directors have a material financial interest; or
  - (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

### **5.02 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called on by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **5.03 Advisory Board**

The Advisory Board is a non-voting committee selected by the board of directors to give professional consulting in each member's area of experience to the board of directors. They are given no power or governing authority within the organization but are allowed seats in board meetings for advisory purposes.

## **ARTICLE VI OFFICERS**

### **6.01 Board Officers**

The board officers of the corporation shall be the president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. One person may hold two or more offices, but no board officer may act in more than one capacity where action of two or more officers is required.

### **6.02 Term of Office**

Each officer shall serve a four (4) year term of office and may serve unlimited terms of office. Unless elected by the board at the end of his/her four (4) year term or to fill a vacancy in an officer position, each board officer's term of office shall begin on July 1st and shall end on July 30th of the fourth year in office.

### **6.03 Removal and Resignation**

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.04 President/Chief Executive Officer**

The board president shall be the Chief Executive Officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office of Chief Executive Officer or properly required by the board of directors.



**6.05 Treasurer/Chief Financial Officer**

The board treasurer shall be the Chief Financial Officer and will oversee the financial condition and affairs of the corporation. The treasurer shall keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint or hire, with approval of the board one or more qualified individuals or members of the staff to assist in performance of the duties of the treasurer.

**6.06 Secretary/Chief Administrative Officer**

The board secretary shall be the Chief Administrative Officer of the Corporation. They shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors and serve as assistant to the treasurer and the president. The secretary may appoint/hire, with approval of the board, one or more qualified individuals or members of staff to assist in performance of the duties of the secretary.

**6.07 Non-Director Officers**

The board may also choose and designate additional non-director officer positions of the corporation, such as chief operations officer, public relations officer, etc. as it deems expedient for the proper conduct of business of the corporation, and will appoint/hire individuals to these positions, each of whom shall have such authority and shall perform such duties as the board of directors determine.

**ARTICLE VII  
STAFF AND EMPLOYEES****7.01 Hiring of Staff and Employees**

Staff and employees of this corporation shall be selected by the officers of the corporation, and may be subject to the approval of board of directors.

**ARTICLE VIII  
CONTRACTS, CHECKS, LOANS,**

## **INDEMNIFICATION, COMPENSATION AND RELATED MATTERS**

### **8.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

### **8.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

### **8.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

### **8.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

### **8.05 Indemnification**

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall

ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

**(d) Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Ohio State Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

### **8.06 Compensation and Other Financial Arrangements with Directors, Officers, Staff, Employees, and Independent Contractors**

All salaries, wages, compensation and financial arrangements with directors and officers are to be determined, within confines of these bylaws, by a majority vote of the board of directors. Any director, officer or interested party who has a conflict of interest shall leave the meeting during the discussion of, and the vote on, his/her compensation or financial arrangement.

All salaries, wages, compensation and financial arrangements with staff, employees and independent contractors, within confines of these bylaws, shall be determined by the officers of the corporation.

**(a) Directors.** Directors shall not receive any compensation for carrying out their duties as directors of the corporation. See Article IV paragraph's 4.10 & 4.11.

**(b) Officers.** Officers may be reasonably compensated for their responsibilities and duties within the organization.

**(1)** The CEO of the organization shall not receive compensation (withholding any bonuses) which exceeds that of 4 times the current average US salary.

**(2)** The CFO of the organization shall not receive compensation (withholding any bonuses) which exceeds that of 3 times the current average US salary.

**(3)** The COO of the organization shall not receive compensation (withholding any bonuses) which exceeds that of 3.2 times the current average US salary.

**(4)** The CAO (Chief Administrative Officer) shall not receive compensation (withholding any bonuses) which exceeds that of 2.5 times the current average US salary.

**(5)** Any other officer positions created by the organization shall not receive compensation (withholding any bonuses) which exceeds that of 2.2 times the current average US salary.

(c) **Staff & Employees.** No staff member or employee shall receive compensation (withholding any bonuses) which exceeds that of the current average US salary for the position held.

(d) **Independent Contractors.** Any independent contractors hired shall not be paid more than fair market value for any services rendered.

### **8.07 Scholarships**

(a) **Limitations and Purpose.** Mission Wings International, Inc may offer scholarships at the discretion of the board of directors. Three (3) scholarships with equal values of up to \$10,000 each may be awarded annually. The value of the scholarships are to be determined by the board of directors annually and are dependent on the current financial status of the organization. The purpose of these scholarships are to help relieve the cost of aviation training for students intending to work in mission aviation. Any scholarships available are to be publicized on our website.

(b) **Eligibility.** Students must be enrolled in a mission aviation program at an accredited college or aviation school that is an affiliate within an affiliate classification created by the board of directors to be eligible to apply.

Students must display academic discipline by having maintained at minimum a GPA of 2.7 or equivalent over the previous semester of study. Students must also write an essay describing their future plans and goals, the reason of their need of the scholarship and how it will help them achieve their goals. They must also describe their current financial status and explain why they feel they should be the recipient of the scholarship. Students must also provide at least 3 letters of recommendation from previous or current instructors, teachers, employers, pastors or other professionals who are not of any family relation to the student.

Students must remain enrolled full time and in good standing with the school over the next academic year to receive credit of the scholarship to their account. Mission Wings International, Inc will transfer scholarships rewarded to the student's school of enrolment to be applied directly to the student's account. If the terms of the scholarship are violated the reward will be voided and may be granted to another student that has applied to receive the scholarship or be returned to the corporation's scholarship fund.

Immediate relatives of any director, officer, committee member or substantial contributor are not eligible for any awards made by the corporation.

(c) **Application period** The application period for scholarships will be January 1 to March 1. Any application received during this time period that meets the requirements outlined in these bylaws will be eligible for selection by the board of directors.

(d) **Selectors.** Recipients of any scholarships awarded will be selected by the board of directors of the corporation.

(e) **Recipient selection process** The following outlines the selection process.

1. First the applicant's recommendation letters are reviewed. Although these letters are not a factor in the final selection process, they give the selection committee validity of the individuals claims and if the applicant should actually be in the selection process.
2. Content and Quality of the Essay  
First the applicant field is reduced to 10% of the applications by selecting the best written essays. The content and quality of the essay is highly important for this selection process.
3. Financial Need  
Of the applications left from the first review 10% of those expressing the greatest financial need are selected to further narrow the field.
4. GPA  
Of the applications left those with the highest average GPA are selected as the recipients of the scholarships.

## **ARTICLE IV**

### **MISCELLANEOUS**

#### **9.01 Books and Records**

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### **9.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

#### **9.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

#### **9.04 Nondiscrimination Policy**

It is the policy of Mission Wings International, Inc. that the persons served by this corporation shall be selected entirely on a nondiscriminatory basis of respect to religion, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, race, color, religion, or national origin.

### **9.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the 2/3 majority vote of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ( $\frac{2}{3}$ ) majority vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

## **ARTICLE X**

### **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Mission Wings International, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Mission Wings International, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Mission Wings International, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE XI**

### **SAFETY POLICY**

#### **11.01 Safety Program**

Mission Wings International, Inc. recognizes the importance of safety in day to day operations and is committed to the development, continued evaluation and improvement of a corporate safety program. Mission Wings International, Inc. considers the safety of operations and the people served of utmost importance and shall put to practice operational guidelines for our activities that help reduce risk. Realizing that complete elimination of risk is not possible,

Mission Wings International, Inc. will operate and continually evaluate a risk-based approach to safety.

### **11.02 Standard Operating Procedures**

Keeping to our commitment of safety, Mission Wings International, Inc shall develop, keep, follow, maintain, and continually evaluate standard operating procedures for its aviation and medical activities.

## **ARTICLE XII** **DOCUMENT RETENTION POLICY**

### **12.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Mission Wings International, Inc. records.

### **12.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Mission Wings International, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Mission Wings International, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Mission Wings International, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **Section 3. Minimum Retention Periods for Specific Categories**

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for



at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**Section 4. Electronic Mail. E-mail that needs to be saved should be:**

(i) printed in hard copy and kept in the appropriate file; and

(ii) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

**ARTICLE XIII**

**Transparency and Accountability**

**Disclosure of Financial Information to The General Public**

**13.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Mission Wings International, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

### **13.02 Financial and IRS documents (The form 1023 and the form 990)**

Mission Wings International, Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and annual financial statements to the general public for inspection free of charge.

### **13.03 Means and Conditions of Disclosure**

Mission Wings International, Inc. shall make “Widely Available” the aforementioned documents on its internet website: [www.mission-wings.com](http://www.mission-wings.com) to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Mission Wings International, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Mission Wings International, Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

### **13.04 IRS Annual Information Returns (Form 990)**

Mission Wings International, Inc shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

### **13.05 Board**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make

any specific paper or material confidential.

### **13.06 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

### **13.07 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except to authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- (d) donor records shall be made available to the board when requested.

## **ARTICLE XIV** **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

### **14.01 Purpose**

Mission Wings International, Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Mission Wings International, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **14.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Mission Wings International, Inc. is in violation of law, a written complaint must be

filed by that person with the vice president or the board president.

#### **14.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

#### **14.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Mission Wings International, Inc. and provides the Mission Wings International, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Mission Wings International, Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Mission Wings International, Inc. or of another individual or entity with whom Mission Wings International, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Mission Wings International, Inc. shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Mission Wings International, Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **14.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **14.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

## **ARTICLE XV** **AMENDMENT OF ARTICLES OF INCORPORATION**

**15.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Mission Wings International, Inc. were approved by the Mission Wings International, Inc. board of directors on 08, 20, 2018 and constitute a complete copy of the Bylaws of the corporation.

\_\_\_\_\_  
Gerald Miller, Secretary

Date: \_\_\_\_\_