

Proposed 2019 Bylaw Amendment #1 Reorganization Plan (supporting appendix)

The Proposed 2019 Bylaw Amendment #1 has a proviso #A for reorganization of the bylaws. This document shows the proposed bylaws reorganization plan.

Provisions which are being moved

- a. Officer provisions to be moved into Article (new) VIII.
- b. IBOD provisions to be moved into Article (new) IX.
- c. Trust and trustee provisions to be moved into Article (new) X.
- d. Nominating Committee and nominations, elections, and removals provisions to be moved into Article (new) XI.
- e. Council of Governors provisions to be moved into Article (new) XII.
- f. Final format clean up
 1. Delete titles for Articles (old) VIII: Elective Positions, IX: Terms of Office, X: Eligibility to Hold Office, XI: Nominations and Elections, XII Board of Directors, and XIII Duties of Officers and Directors. All of the provisions in those articles were moved elsewhere, so the titles are no longer necessary.
 2. Renumber and re-title Articles (old) XVII through XX to Articles (new) XIII through XVII.
 3. Insert section titles in many of the articles to improve flow, clarity, and readability.

The format of the appendix is intended to help you see which provisions are being moved where.

- a. Provisions to be moved are shown in ~~strike-out, italic, font Georgia~~
 1. In some cases, a provision has multiple elements that apply to two or more of the new articles. Proposed amendment #1 replicates the provision.
 2. This reorganization plan shows where each replication is moved to its new location.
- b. To aid the in seeing where a block of text will be moved from and moved to:
 1. The background color of a block of text is the same as the location (article) where the text originated (and the same in the proposed amendment #1).
 2. Each block of text being moved is numbered in the right margin. That same number in the left margin, further down in the document, marks the new location(s) of that block of text.
- c. Changes of article or section titles are shown in underline, bold, font Arial. Article or section titles to be deleted are shown in ~~bold, red, italic, strike-out, Arial font~~.

The next page is an overall legend showing the movement of provisions within the articles. Following is the detail showing the movement of the provisions.

Proposed 2019 Bylaw Amendment #1 Reorganization Plan Legend (supporting appendix)

Article I: Name	→	Article I: Name
Article II: Purpose, Policies, and Definition	→	Article II: Purpose, Policies, and Definition
Article III: Corporate Structure	→	Article III: Corporate Structure
Article IV: Affiliations	→	Article IV: Affiliations
Article V: Membership	→	Article V: Membership
Article VI: Fiscal and Dues	→	Article VI: Fiscal and Dues
Article VII: Annual Meeting	→	Article VII: Annual Meeting
Article VIII: Elective Positions		
Article IX: Terms of Office		
Article X: Eligibility to Hold Office		
Article XI: Nominations and Elections		
Article XII: Board of Directors		
Article XIII: Duties of Officers and Directors	→	Article VIII: International Officers
		Article IX: International Board of Directors
Article XIV: Council of Governors		
Article XV: Trusts	→	Article X: Trusts
		Article XI: Nominations, Elections, and Removals
		Article XII: Council of Governors
Article XVI: Committees	→	Article XIII: Committees
Article XVII: Insignia and Official Pin	→	Article XIV: Insignia and Official Pin
Article XVIII: Publications	→	Article XV: Publications
Article XIX: Rules and Parliamentary Authority	→	Article XVI: Rules and Parliamentary Authority
Article XX: Amendments	→	Article XVII: Amendments

2019 AMENDMENT #1 PROPOSED REORGANIZATION PLAN

~~ARTICLE VIII: ELECTIVE POSITIONS~~

~~**Section 1.** — Board of Directors — The elected officers shall be a President, Vice President, Secretary, and Treasurer and four (4) additional directors.~~

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~~**Section 2.** — Nominating Committee — The Nominating Committee shall consist of five (5) members, each from a different Section.~~

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~~**Section 3.** — Amelia Earhart Memorial Scholarship Fund (AEMSF)~~

~~A. — Trustees shall consist of at least five (5) but no more than eight (8) elected members of The Ninety Nines, Inc. The total number of elected Trustees shall be inclusive of Permanent Trustees.~~

~~B. — The AEMSF Trustees may elect up to but no more than three (3) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected by membership AEMSF Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the AEMSF Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.~~

~~**Section 4.** — Amelia Earhart Birthplace Museum (AEBM)~~

~~A. — Trustees shall consist of at least five (5) but no more than eight (8) elected members of The Ninety Nines, Inc. The total number of elected Trustees shall be inclusive of Permanent Trustees. Outside of the elective positions, the Board of Trustees for the AEBM shall appoint three (3) interested citizens of Atchison, Kansas, and a non-99 member at large in accordance with the AEBM Resolution. All appointed Trustees are subject to the approval of the International Board of Directors.~~

~~B. — The AEBM Trustees may elect up to but no more than two (2) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected AEBM Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the elected AEBM Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.~~

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~~**Section 5.** — Ninety Nines Endowment Fund (EF)~~

~~A. — Trustees shall be at least five (5) but no more than eight (8) elected members of The Ninety Nines, Inc. The total number of elected Trustees shall be inclusive of Permanent Trustees.~~

~~B. — The Endowment Fund Trustees may elect up to but no more than two (2) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected EF Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the EF Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.~~

~~**Section 6.** — The 99s Museum of Women Pilots (MWP)~~

~~A. — Trustees shall consist of at least six (6) but no more than eight (8) elected members of The Ninety Nines, Inc. and up to three (3) interested citizens of the Oklahoma City area appointed by the Trustees. The total number of elected Trustees shall be inclusive of Permanent Trustees. All appointed Trustees are subject to the approval of the International Board of Directors.~~

~~B. — The MWP Trustees may elect up to but no more than two (2) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected MWP Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the elected MWP Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.~~

~~ARTICLE IX: TERMS OF OFFICE~~

~~**Section 1.** — Board of Directors~~

~~A. — A term shall be two years or until her successor is declared elected or appointed.~~

~~B. — All officers and directors shall serve no more than two (2) consecutive terms in that office.~~

~~C. — The immediate Past President shall be a member of the Board of Directors and serve one (1) term.~~

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Section 2. Nominating Committee

~~A. A term shall be two (2) years or until her successor is declared elected or appointed.~~

Section 3. — Amelia Earhart Memorial Scholarship Fund (AEMSF)

~~A. The elected Trustees shall serve a term of three (3) years each as set forth in the AEMSF Resolution.~~

~~B. Permanent Trustees shall serve until they resign and/or their successors are appointed.~~

Section 4. Amelia Earhart Birthplace Museum

~~A. The Trustees shall serve a term of three (3) years each and may serve no more than two (2) consecutive terms. Officers shall be elected by the Trustees as provided in the 99s AEBM Resolution.~~

~~B. Permanent Trustees shall serve until they resign and/or their successors are appointed.~~

Section 5. Ninety Nines Endowment Fund (EF)

~~A. The Trustees shall serve a term of three (3) years or until a successor is elected or appointed. Elected Trustees may serve up to two (2) consecutive terms as set forth in The Ninety Nines Endowment Fund Resolution.~~

~~B. Permanent Trustees shall serve until they resign and/or their successors are appointed.~~

Section 6. 99s Museum of Women Pilots (MWP)

~~A. The Trustees shall serve a term of three (3) years each, and may serve no more than two (2) consecutive terms. Officers shall be elected by the Trustees as provided in The 99s MWP Resolution.~~

~~B. No more than two (2) Permanent Trustees shall serve until they resign and/or their successors are appointed.~~

Section 7. Assumption of Duties

~~A. Officers, Directors, Nominating Committee members, AEMSF Trustees, elected AEBM Trustees, The Ninety Nines Endowment Fund Trustees, and The 99s Museum of Women Pilots Trustees shall assume their duties at the close of the Annual meeting at which they are declared elected.~~

Section 8. Vacancies

~~A. The Vice President becomes President in the event of a vacancy in the office of President.~~

~~B. A vacancy in any elective position other than that of President, AEMSF Trustee, elected AEBM Trustee, The 99s Endowment Fund Trustee, or The 99s Museum of Women Pilots Trustee shall be filled by action of the majority of the Board of Directors then in office, though less than a quorum, from a list of candidates submitted to the Board by the Nominating Committee.~~

~~C. A vacancy in the immediate Past President's position shall remain vacant until she is succeeded by the current President.~~

~~D. A vacancy in any of the elected Trustee positions shall be filled by action of the remaining respective Trustees subject to the approval of the International Board of Directors.~~

Section 9. Removal from Office

~~A. An elected Officer, Director or Trustee shall be removed from office by a two thirds (2/3) vote of the Board of Directors for specific verified acts of misappropriation of corporate funds or intentional violation of the Certificate of Incorporation or the Bylaws, only after a hearing and an appeal in accordance with procedures as designated in the parliamentary authority. Removal from office shall be requested by:~~

~~1) a two thirds (2/3) vote of the Chapter in which she holds office, or~~

~~2) a two thirds (2/3) vote of the Section in which she holds office, or~~

~~3) if an International Officer, a two thirds (2/3) vote of the Board of Directors in attendance at a regularly scheduled meeting.~~

~~4) if a Trustee, a two thirds (2/3) vote of the remaining Trustees in her respective Trust.~~

~~B. The Trustees of a Trust may assume a motion to accept the resignation of a Permanent Trustee of her respective Trust who demonstrates an unwillingness to fulfill her fiduciary duties as a Trustee or becomes sufficiently incapacitated to be unable to fulfill her fiduciary duties. This motion requires a 2/3 vote of the remaining Trustees.~~

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ARTICLE X: ELIGIBILITY TO HOLD OFFICE

Section 1. International Board of Directors	
A. Members of the Board of Directors shall at the time they become a candidate:	
1) have been a member for the previous five (5) consecutive years.	14
2) hold at least a Recreational, Sport, or higher grade pilot certificate or is a rated military pilot as defined by the member's resident country.	
3) have held office in a Chapter or Section.	
B. The President and Vice President shall have served one term on the Board of Directors at the time they assume office.	15
C. No two (2) members of the Board of Directors may be from the same Chapter.	16
Section 2. Nominating Committee	
A. Members of the Nominating Committee shall at the time they become a candidate:	
1) have been a member for the previous five (5) consecutive years.	17
2) have held office in a Chapter or Section.	
B. No two (2) members of the Nominating Committee may be from the same Section.	
Section 3. Elected Trustees	
A. Before selection as a Trustee, a candidate shall be screened by the current Trustees of the respective Trust and shall be subject to the approval of the IBOD in accordance with the current governing documents of the respective Trust.	18
B. A member of The 99s may not serve concurrently as an International Officer, International Director, or Trustee.	19

ARTICLE XI: NOMINATIONS AND ELECTIONS

Section 1. Nominations	
A. All candidates shall file the Intent to Seek Election Form with the Nominating Committee and meet applicable eligibility requirements.	
B. The deadline for submission of the Intent to Seek Election form shall be publicized to all members. After the deadline, the Nominating Committee is authorized to seek additional candidates for elective positions for which there are an insufficient number of candidates. The committee must obtain Intent to Seek Election forms from these candidates.	20
C. The Nominating Committee shall select all eligible candidates for each elective position.	
Section 2. Elections	
A. In even numbered years, the President, Vice President, Secretary, Treasurer, and two (2) Directors, five (5) members of the Nominating Committee, and the requisite number of Trustees for the AEBM, AEMSF, Ninety Nines Endowment Fund, and The 99s Museum of Women Pilots shall be elected by the ballot sent to every member and received by the published deadline in accordance with the Standing Rules.	21
B. In odd numbered years, ballots are not sent. Two (2) Directors, and the requisite number of Trustees for the AEBM, AEMSF, Ninety Nines Endowment Fund, and The 99s Museum of Women Pilots shall be elected at the Annual Business Meeting by ballot vote.	
C. A Plurality vote is required to elect Officers, Directors, Nominating Committee, AEMSF Trustees, AEBM Trustees, Ninety Nines Endowment Fund Trustees, and The 99s Museum of Women Pilots Trustees. The Nominating Committee shall elect its own chairman.	22
D. In the event of a tie vote for any position on the sent ballot, a run-off election will be held at the Annual Business Meeting.	
E. Ballots shall be processed in accordance with the Standing Rules.	23
F. Electronic elections are hereby authorized and shall be conducted in accordance with the Standing Rules.	

ARTICLE XII: BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elected Officers, Directors, and immediate Past President.	24
Section 2. The management of the Corporation and its property is vested in the Board of Directors as stated in the Certificate of Incorporation, as amended.	25

Section 3. Meetings

- ~~A. The Board of Directors shall meet at the Annual Meeting and in the Spring and Fall at Corporate Headquarters.~~
- ~~B. Special meetings of the Directors may be called by notice in writing or by facsimile communication to each Director.
 - ~~1) Such meeting may be by telephone conference call to which at least five (5) members of the Board consent.~~
 - ~~2) A telephone conference call meeting must be conducted by such means that all persons participating in the meeting can hear each other, and participation shall constitute presence in person at the meeting.~~~~
- ~~C. A quorum shall be five (5) members.~~

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Section 4. ~~Among its other duties the Board shall authorize the expenditure of funds not budgeted, select an independent auditor, present a financial report at the Annual Meeting, and designate a depository for Corporate funds.~~

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Section 5. ~~The Board of Directors may adopt its own procedural rules and may amend them by a majority vote.~~

Section 6. Employees ~~The Board of Directors may employ persons at a salary approved by the Board and included in the annual budget for Headquarters staff.~~

- ~~A. Executive Director The responsibility, authority and such other duties as the Board may delegate to the Executive Director shall be detailed, reviewed, and set forth in an employment description approved for renewal by the Board annually.
 - ~~1) The Executive Director shall report to and consult with the President for approval of all policies and procedures of the Headquarters operation between meetings of the Board.~~~~
- ~~B. Dismissal of an employee Any employee of the Corporation may be dismissed for improper conduct according to the terms of his/her employment, misappropriation of corporate funds, or failure to carry out the agreed responsibilities for which he/she is hired. Such action may be executed by a two thirds (2/3) vote of the Board of Directors.~~

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ARTICLE XIII- DUTIES OF OFFICERS AND DIRECTORS

Section 1. ~~The President shall be the Chief Executive Officer of the Corporation, and an ex-officio member of all committees, except the Nominating Committee. She shall, along with one of the other duly elected officers, execute all contracts, agreements, deeds, bonds, mortgages and all documents and instruments as may be required by law in the name of the Corporation, and affix the corporate seal thereto when authorized by the Board of Directors. The President shall, when authorized by the Board of Directors, carry out the collective wishes of the members and she shall be the corporation spokesman on matters of International Policy.~~

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Section 2. ~~The Vice President shall assist the President.~~

Section 3. ~~The Secretary shall be responsible for accurate records of the Annual Meeting and meetings of the Board of Directors.~~

Section 4. ~~The Treasurer shall be responsible for monitoring the financial affairs of the Corporation.~~

Section 5. ~~Officers and Directors shall perform the duties provided in this Article and such other duties as are prescribed for them in these Bylaws and Standing Rules, and in the adopted parliamentary authority.~~

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ARTICLE VIII: INTERNATIONAL OFFICERS

1 **Section 1. ~~Board of Directors~~**— The elected officers shall be a President, Vice-President, Secretary, and Treasurer and four (4) additional directors.

Section 2. Eligibility

- 14 A. Members of the Board of Directors shall at the time they become a candidate:
- 1) have been a member for the previous five (5) consecutive years.
 - 2) hold at least a Recreational, Sport, or higher grade pilot certificate or is a rated military pilot as defined by the member's resident country.
 - 3) have held office in a Chapter or Section.
- 16 B. No two (2) members of the Board of Directors may be from the same Chapter.
- 19 C. A member of The 99s may not serve concurrently as an International Officer, International Director, or Trustee.
- 15 D. The President and Vice-President shall have served one term on the Board of Directors at the time they assume office.

Section 3. Terms of Office

- 4 A. A term shall be two years or until her successor is declared elected or appointed.
- B. All officers and directors shall serve no more than two (2) consecutive terms in that office.

Section 54. Duties

- 30 A.. Officers and Directors shall perform the duties provided in this Article and such other duties as are prescribed for them in these Bylaws and Standing Rules, and in the adopted parliamentary authority.
- 29 B. The President shall be the Chief Executive Officer of the Corporation, and an ex-officio member of all committees, except the Nominating Committee. She shall, along with one of the other duly elected officers, execute all contracts, agreements, deeds, bonds, mortgages and all documents and instruments as may be required by law in the name of the Corporation, and affix the corporate seal thereto when authorized by the Board of Directors. The President shall, when authorized by the Board of Directors, carry out the collective wishes of the members and she shall be the corporation spokesman on matters of International Policy.
- C. The Vice-President shall assist the President.
- D. The Secretary shall be responsible for accurate records of the Annual Meeting and meetings of the Board of Directors.
- E. The Treasurer shall be responsible for monitoring the financial affairs of the Corporation.

Section 5. Vacancies

- 9 A. The Vice-President becomes President in the event of a vacancy in the office of President.
- 10 B. A vacancy in any elective position other than that of President, AEMSF Trustee, elected AEBM Trustee, The 99s Endowment Fund Trustee, or The 99s Museum of Women Pilots Trustee shall be filled by action of the majority of the Board of Directors then in office, though less than a quorum, from a list of candidates submitted to the Board by the Nominating Committee.

ARTICLE IX: INTERNATIONAL BOARD OF DIRECTORS

25 **Section 21. General Powers** The management of the Corporation and its property is vested in the Board of Directors as stated in the Certificate of Incorporation, as amended.

Section 42. Composition

- 24 A. The Board of Directors shall be composed of the elected Officers, Directors, and immediate Past President.
- 5 B. The immediate Past President shall be a member of the Board of Directors and serve one (1) term.

Section 3. Eligibility

- 14 { A. Members of the Board of Directors shall at the time they become a candidate:
 - 1) have been a member for the previous five (5) consecutive years.
 - 2) hold at least a Recreational, Sport, or higher grade pilot certificate or is a rated military pilot as defined by the member's resident country.
 - 3) have held office in a Chapter or Section.
- 16 { B. No two (2) members of the Board of Directors may be from the same Chapter.
- 19 { C. A member of The 99s may not serve concurrently as an International Officer, International Director, or Trustee.

Section 4. Terms of Office

- 4 { A. A term shall be two years or until her successor is declared elected or appointed.
- 5 { B. All officers and directors shall serve no more than two (2) consecutive terms in that office.
- 5 { C. The immediate Past President shall be a member of the Board of Directors and serve one (1) term.

Section 45. Duties

- 30 { A. Officers and Directors shall perform the duties provided in this Article and such other duties as are prescribed for them in these Bylaws and Standing Rules, and in the adopted parliamentary authority.
- 27 { B. Among its other duties the Board shall authorize the expenditure of funds not budgeted, select an independent auditor, present a financial report at the Annual Meeting, and designate a depository for Corporate funds.
- 27 { C. The Board of Directors may adopt its own procedural rules and may amend them by a majority vote.

Section 6. Vacancies

- 10 { A. A vacancy in any elective position other than that of President, AEMSF Trustee, elected AEBM Trustee, The 99s Endowment Fund Trustee, or The 99s Museum of Women Pilots Trustee shall be filled by action of the majority of the Board of Directors then in office, though less than a quorum, from a list of candidates submitted to the Board by the Nominating Committee.
- 11 { B. A vacancy in the immediate Past President's position shall remain vacant until she is succeeded by the current President.

Section 37. Meetings

- 26 { A. The Board of Directors shall meet at the Annual Meeting and in the Spring and Fall at Corporate Headquarters.
- 26 { B. Special meetings of the Directors may be called by notice in writing or by facsimile communication to each Director.
 - 1) Such meeting may be by telephone conference call to which at least five (5) members of the Board consent.
 - 2) A telephone conference call meeting must be conducted by such means that all persons participating in the meeting can hear each other, and participation shall constitute presence in person at the meeting.
- 26 { C. A quorum shall be five (5) members.

Section 68. Employees - The Board of Directors may employ persons at a salary approved by the Board and included in the annual budget for Headquarters staff.

- 28 { A. Executive Director - The responsibility, authority and such other duties as the Board may delegate to the Executive Director shall be detailed, reviewed, and set forth in an employment description approved for renewal by the Board annually.
 - 1) The Executive Director shall report to and consult with the President for approval of all policies and procedures of the Headquarters operation between meetings of the Board.
- 28 { B. Dismissal of an employee - Any employee of the Corporation may be dismissed for improper conduct according to the terms of his/her employment, misappropriation of corporate funds, or failure to carry out the agreed responsibilities for which he/she is hired. Such action may be executed by a two-thirds (2/3) vote of the Board of Directors.

~~ARTICLE XIV: COUNCIL OF GOVERNORS~~

~~**Section 1.** *The Council of Governors is composed of the Governor from each Section who shall represent their Sections at meetings of the International Board of Directors. The Vice Governor or a duly elected Section Officer may represent the Section in the absence of the Governor.*~~

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ARTICLE ~~XV~~ X: TRUSTS

Section 1. Establishment

- A.** Trusts shall be established to manage selected assets of the corporation. The actual operation of the Trusts shall be governed by their individual Trust Resolutions. These resolutions shall not be in conflict with the Bylaws and Standing Rules of the Corporation. These Trusts are:
- B. Established trusts are:**
 - 1)** The Amelia Earhart Memorial Scholarship Fund - Trustees shall obtain and manage the funds that comprise the Amelia Earhart Memorial Scholarship Fund.
 - 2)** The Amelia Earhart Birthplace Museum - Trustees shall obtain, collect, maintain and manage funds, memorabilia, artifacts and exhibits associated with the Amelia Earhart Birthplace Museum.
 - 3)** The Ninety-Nines Endowment Fund - Trustees shall obtain and manage funds in permanent accounts. The principal shall be retained and only the revenue earned shall be allocated.
 - 4)** The 99s Museum of Women Pilots - Trustees shall obtain, collect, maintain and manage funds, memorabilia, artifacts and exhibits associated with the 99s Museum of Women Pilots.

Section 2. Composition

- A. Amelia Earhart Memorial Scholarship Fund (AEMS F)**
 - 1) Trustees shall consist of at least five (5) but no more than eight (8) elected members of The Ninety-Nines, Inc. The total number of elected Trustees shall be inclusive of Permanent Trustees.
 - 2) The AEMS F Trustees may elect up to but no more than three (3) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected by membership AEMS F Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the AEMS F Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.
- B. Amelia Earhart Birthplace Museum (AEBM)**
 - 1) Trustees shall consist of at least five (5) but no more than eight (8) elected members of The Ninety-Nines, Inc. The total number of elected Trustees shall be inclusive of Permanent Trustees. Outside of the elective positions, the Board of Trustees for the AEBM shall appoint three (3) interested citizens of Atchison, Kansas, and a non-99 member at large in accordance with the AEBM Resolution. All appointed Trustees are subject to the approval of the International Board of Directors.
 - 2) The AEBM Trustees may elect up to but no more than two (2) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected AEBM Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the elected AEBM Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.
- C. Ninety-Nines Endowment Fund (EF)**
 - 1) Trustees shall be at least five (5) but no more than eight (8) elected members of The Ninety-Nines, Inc. The total number of elected Trustees shall be inclusive of Permanent Trustees.
 - 2) The Endowment Fund Trustees may elect up to but no more than two (2) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected EF Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the EF Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.

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- E. The 99s Museum of Women Pilots (MWP)
 - 1) Trustees shall consist of at least six (6) but no more than eight (8) elected members of The Ninety-Nines, Inc. and up to three (3) interested citizens of the Oklahoma City area appointed by the Trustees. The total number of elected Trustees shall be inclusive of Permanent Trustees. All appointed Trustees are subject to the approval of the International Board of Directors.
 - 2) The MWP Trustees may elect up to but no more than two (2) Permanent Trustees as per the Trust resolution. A Permanent Trustee must have served at least one (1) full term as an elected MWP Trustee and be presently serving at the time of election. The election of a Permanent Trustee is by a majority vote of the elected MWP Trustees not being considered for the Permanent Trustee position and subject to the approval of the International Board of Directors.

Section 3. Eligibility

- 18
- A. Before selection as a Trustee, a candidate shall be screened by the current Trustees of the respective Trust and shall be subject to the approval of the IBOD in accordance with the current governing documents of the respective Trust.
 - 19 B. A member of The 99s may not serve concurrently as an International Officer, International Director, or Trustee.

Section 4. Terms of Office

- 7
- A. Amelia Earhart Memorial Scholarship Fund (AEMSF)
 - 1) The elected Trustees shall serve a term of three (3) years each as set forth in the AEMSF Resolution.
 - 2) Permanent Trustees shall serve until they resign and/or their successors are appointed.
 - B. Amelia Earhart Birthplace Museum
 - 1) The Trustees shall serve a term of three (3) years each and may serve no more than two (2) consecutive terms. Officers shall be elected by the Trustees as provided in the 99s AEBM Resolution.
 - 2) Permanent Trustees shall serve until they resign and/or their successors are appointed.
 - C. Ninety-Nines Endowment Fund (EF)
 - 1) The Trustees shall serve a term of three (3) years or until a successor is elected or appointed. Elected Trustees may serve up to two (2) consecutive terms as set forth in The Ninety-Nines Endowment Fund Resolution.
 - 2) Permanent Trustees shall serve until they resign and/or their successors are appointed.
 - D. 99s Museum of Women Pilots (MWP)
 - 1) The Trustees shall serve a term of three (3) years each, and may serve no more than two (2) consecutive terms. Officers shall be elected by the Trustees as provided in The 99s MWP Resolution.
 - 2) No more than two (2) Permanent Trustees shall serve until they resign and/or their successors are appointed

Section ~~25~~. Duties

- A. The Trust Resolutions shall be prepared and maintained by the respective Trust. Trust Resolutions and any revisions shall be subject to the approval of the International Board of Directors. Notice of Board approval or action shall be sent to the appropriate Trust within 30 days of Board action.

- 12
- Section 6. Vacancies.** A vacancy in any of the elected Trustee positions shall be filled by action of the remaining respective Trustees subject to the approval of the International Board of Directors.

ARTICLE XI: NOMINATIONS, ELECTIONS, AND REMOVALS

Section 1. Nominating Committee

- 2 A. The Nominating Committee shall consist of five (5) members, each from a different Section.
- B. **Eligibility**
- 17 1) Members of the Nominating Committee shall at the time they become a candidate:
- i) have been a member for the previous five (5) consecutive years.
- ii) have held office in a Chapter or Section.
- 19 2) No two (2) members of the Nominating Committee may be from the same Section.
- 3) A member of The 99s may not serve concurrently as an International Officer, International Director, or Trustee.
- 6 C. **Terms of Office.** A term shall be two (2) years or until her successor is declared elected or appointed.
- 22 D. The Nominating Committee shall elect its own chairman.
- 10 E. **Vacancies.** A vacancy in any elective position other than that of President, AEMSF Trustee, elected AEBM Trustee, The 99s Endowment Fund Trustee, or The 99s Museum of Women Pilots Trustee shall be filled by action of the majority of the Board of Directors then in office, though less than a quorum, from a list of candidates submitted to the Board by the Nominating Committee.

Section ~~12~~. Nominations for Elective Positions

- 20 A. All candidates shall file the Intent to Seek Election Form with the Nominating Committee and meet applicable eligibility requirements.
- B. The deadline for submission of the Intent to Seek Election form shall be publicized to all members. After the deadline, the Nominating Committee is authorized to seek additional candidates for elective positions for which there are an insufficient number of candidates. The committee must obtain Intent to Seek Election forms from these candidates.
- C. The Nominating Committee shall select all eligible candidates for each elective position.

Section ~~23~~. Elections

- 21 A. In even-numbered years, the President, Vice-President, Secretary, Treasurer, and two (2) Directors, five (5) members of the Nominating Committee, and the requisite number of Trustees for the AEBM, AEMSF, Ninety-Nines Endowment Fund, and The 99s Museum of Women Pilots shall be elected by the ballot sent to every member and received by the published deadline in accordance with the Standing Rules.
- B. In odd-numbered years, ballots are not sent. Two (2) Directors, and the requisite number of Trustees for the AEBM, AEMSF, Ninety-Nines Endowment Fund, and The 99s Museum of Women Pilots shall be elected at the Annual Business Meeting by ballot vote.
- C. A Plurality vote is required to elect Officers, Directors, Nominating Committee, AEMSF Trustees, AEBM Trustees, Ninety-Nines Endowment Fund Trustees, and The 99s Museum of Women Pilots Trustees.
- 23 D. In the event of a tie vote for any position on the sent ballot, a run-off election will be held at the Annual Business Meeting.
- E. Ballots shall be processed in accordance with the Standing Rules.
- F. Electronic elections are hereby authorized and shall be conducted in accordance with the Standing Rules.

- 8 **Section 4. Assumption of Duties.** Officers, Directors, Nominating Committee members, AEMSF Trustees, elected AEBM Trustees, The Ninety-Nines Endowment Fund Trustees, and The 99s Museum of Women Pilots Trustees shall assume their duties at the close of the Annual meeting at which they are declared elected.

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Section 5. Removal from Office

- A. An elected Officer, Director or Trustee shall be removed from office by a two-thirds (2/3) vote of the Board of Directors for specific verified acts of misappropriation of corporate funds or intentional violation of the Certificate of Incorporation or the Bylaws, only after a hearing and an appeal in accordance with procedures as designated in the parliamentary authority. Removal from office shall be requested by:
 - 1) a two-thirds (2/3) vote of the Chapter in which she holds office, or
 - 2) a two-thirds (2/3) vote of the Section in which she holds office, or
 - 3) if an International Officer, a two-thirds (2/3) vote of the Board of Directors in attendance at a regularly scheduled meeting.
 - 4) if a Trustee, a two-thirds (2/3) vote of the remaining Trustees in her respective Trust.
- B. The Trustees of a Trust may assume a motion to accept the resignation of a Permanent Trustee of her respective Trust who demonstrates an unwillingness to fulfill her fiduciary duties as a Trustee or becomes sufficiently incapacitated to be unable to fulfill her fiduciary duties. This motion requires a 2/3 vote of the remaining Trustees.

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ARTICLE ~~XIV~~ XII: COUNCIL OF GOVERNORS

Section 1. The Council of Governors is composed of the Governor from each Section who shall represent their Sections at meetings of the International Board of Directors. The Vice-Governor or a duly elected Section Officer may represent the Section in the absence of the Governor.

ARTICLE ~~XVI~~ XIII: COMMITTEES

ARTICLE ~~XVII~~ XIV: INSIGNIA AND OFFICIAL PIN

ARTICLE ~~XVIII~~ XV: PUBLICATIONS

ARTICLE ~~XIX~~ XVI: RULES AND PARLIAMENTARY AUTHORITY

ARTICLE ~~XX~~ XVII: AMENDMENTS