



## International Bylaws/Standing Rules Committee 2019 Amendments

May 16, 2019

Dear Chapter Chairmen, Section Governors, and Members-at-Large:

This year there are two (2) proposed amendments to the international bylaws and standing rules. The proposals will go before the delegates at the annual meeting in Dayton, OH, on Saturday July 20, 2019. Per the bylaws, these amendments are being sent to you at least 60 days in advance of the annual meeting.

### Proposal Process

The proposals were discussed during workshops held in conjunction with the fall 2018 and spring 2019 International Board of Directors meetings. They were posted on the forum for further discussion by all members, and disseminated directly to more than 120 section governors, trustees, and international committee chairmen. Approximately 50 members from 10 sections actively participated in the process. All input was welcomed and considered. All members were given the opportunity to participate in the consultation process.

The final versions of the proposals were reviewed by the International Bylaws/Standing Rules Committee, the International Board of Directors, 99s general counsel, and 99s parliamentarian. Final versions are posted in the online library as well as on the forum.

### Proposals and Supporting Documents

This year, the proposals are being sent electronically rather than by postal mail. We hope this will make it easier for you to share the documents with your members. Please discuss these proposals with your members in advance so that your delegates can represent the desires of your chapter or section, and be able to participate in discussion or debate that may take place on the floor. The contents of this document include the proposals, which will be voted on, and the Key Changes document, for information only:

- This introductory letter
- Proposed 2019 Bylaw and SR Amendment #2, on election processes (for vote) - [pg. 3](#)
- Proposed 2019 Bylaw Amendment #1, on bylaws modernization (for vote) – [pg. 7](#)
- Proposed 2019 Bylaw Amendment #1 Key Changes (supporting appendix) – [pg. 20](#)

The Bylaws/Standing Rules Committee has prepared supporting documents to expand on or illustrate some of the proposed changes in Amendment #1, for information only:

- Proposed 2019 Bylaw Amendment #1 Reorganization Plan Legend (supporting appendix) – [Note](#)
- Proposed 2019 Bylaw Amendment #1 Reorganization Plan (supporting appendix) – [Note](#)

As you go through the proposed amendments, you will see that proposed changes are annotated by either a ~~red italic bold strike-through~~ denoting a deletion or by an **underline bold** denoting an insertion.



International Bylaws/Standing Rules Committee  
2019 Amendments

Words that are greyed out are not changing, but are included for context. Please carefully read the proposals so that you understand the content.

The electronic versions of the proposals are in color. Note that the amendment format is designed so that you can print the documents in black and white and still see the proposed changes. If you want a version printed in color and do not have a color printer available, please contact Laura Ohrenberg at Headquarters. She can print a version in color and mail it to you.

**International Conference in Dayton**

At the international conference in Dayton, OH, there will be a communications session at 3:30 on Friday, July 19, 2019. This session provides an avenue for a variety of discussions in a less formal atmosphere and without voting. In addition there will be a 2 hour BYOB (bring-your-own breakfast) session at 7:00 on Friday, July 19, 2019 to go into more detail on the background for the proposals, plus discuss future direction of the modernization project. All delegates are welcome to attend either or both of these sessions.

As stated above, the proposals will be presented at the annual meeting on Saturday, July 20, 2019. At this time we expect Proposed 2019 Bylaw Amendment #2 to be presented first for discussion and voting. Then Proposed 2019 Bylaw Amendment #1 will be presented for discussion. At the end of discussion of Proposed 2019 Bylaw Amendment #1, the delegates will be asked to vote on the provisos first (as a single vote on all provisos together), and then to vote on the proposed amendment including the provisos.

In closing, feel free to contact me should you have any questions. I look forward to seeing you in Dayton!

Respectfully submitted,

Gretchen L. Jahn  
Chairman, Bylaws/Standing Rules Committee

Committee members: Ramona Banks, Chris Bentley, Ellen Nobles-Harris

**Note:** All proposals and appendices are available online at  
<https://www.ninety-nines.org/members/?Fuseaction=Library>

Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~*bold-red italic-strikethrough*~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

## **Proposed 2019 Bylaw and SR Amendment #2, on election processes** **(for vote)**

Proposed amendment #2 merges proposals from two sources:

1. Eastern Pennsylvania Chapter submitted a proposed amendment to standardize international elections. The proposal is to change odd-year elections to be the same member balloting process as even-year elections, thereby eliminating elections at annual meetings (note: this proposed change does not affect any other voting by delegates at the annual meeting).
2. The International Board of Directors submitted a proposed amendment to a) clarify that for electronic elections, a single service provider is responsible for both electronic and paper balloting (including paper ballot counting); b) expand the ways a member can opt-in to electronic voting; c) clarify tabulation and verification of vote count; and d); clarify notification and filling of vacancies.

These proposed changes affect bylaws Article XI Nominations and Elections, standing rule SR VIII Nominations, Elections, and Procedures, and standing rule SR IX Board of Directors, Section 1. Therefore, both proposals have been combined into a single proposed amendment.

Changes are shown as follows:

1. Insertions and additions are in **bold underlined** font.
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## **PROPOSED BYLAW AND STANDING RULES AMENDMENT #2**

**2019**

### **BYLAW**

#### **ARTICLE XI: NOMINATIONS AND ELECTIONS**

##### **Section 2. Elections**

**A. Elections shall be by ballot sent to every member and received by the published deadline. For members who have opted-in to electronic voting, the electronic voting method shall be used to send the ballot and receive their vote.**

~~**A.B.** 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* **each trust** shall be elected ~~*by the ballot sent to every member and received by the published deadline in accordance with the Standing Rules.*~~~~

~~**B.C.** In odd-numbered years, ~~*ballots are not sent.*~~ **Two** two (2) Directors, and the requisite number of Trustees for *the AEBM, AEMSF, Ninety-Nines Endowment Fund, and The 99s Museum of Women Pilots* **each trust** shall be elected ~~*at the Annual Business Meeting by ballot vote.*~~~~

### **STANDING RULES**

#### **SR VIII – NOMINATIONS, ELECTIONS, & PROCEDURES**

##### **1. CANDIDATE INFORMATION**

~~**C.** ~~*In odd-numbered years, candidates may make a 2-minute speech at the International Conference.*~~~~

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## 2. SCHEDULES

### B. PUBLISHING DEADLINES

- 1) JANUARY/~~FEBRUARY~~ **MARCH** issue of ~~The 99-NEWS~~ **the** magazine and concurrently in the ~~Members-Only private members only~~ section of the ~~Website~~ **website**:
  - a. Candidates' position statements and photographs.
  - b. Announce deadline for casting ballots and ~~the~~ procedure for notifying Headquarters of not receiving ~~a~~ ballot ~~(even-numbered-years)-or~~
  - c. Announce method of ~~delegate~~ voting. ~~(odd-numbered-years-at-Annual-Meeting-)~~

## 3. ELECTIONS - BALLOTS

### A. PREPARATION OF THE BALLOT

- 1) Ballot format is produced by the Election Procedures Committee.
  - c. The Election Procedures Committee chairman, **or her IBOD approved designee**, will forward the ballot information to the service provider ~~or printer~~.

### B. **ELECTRONIC** BALLOTING FOR ELECTIONS

If an ~~electronic-voting-method~~ **outside service provider** is **employed engaged** by International, Sections, or Chapters, it shall meet the following criteria:

- 1) ~~An~~ **A single** outside service provider shall be used to manage and administer **electronic** elections. ~~a-~~This includes delivery of **electronic ballots, and delivery of** paper ballots to members who ~~do not have email~~ **have not opted in to electronic voting**.
  - ~~b-~~ **For electronic ballots, the service provider's website shall be used. A link to the provider's website will be located on The 99s or other pertinent website.**
- 2) The service provider shall have the capability to create a ballot to meet all the needs of the election for all positions including write-in votes.
- 3) The service provider shall ensure that all members will receive a ballot, whether electronic or paper. ~~a-~~The 99s database of members shall be used to determine the list of eligible voters.
- 4) The system shall be secure, following industry standards, **best practices, and** protocols.
- 5) The system shall have the ability to authenticate the voter, verify membership, and ensure only one (1) vote per member.
- 6) For electronic ballots, the service provider's website shall be used.**
  - a. A link to the provider's website shall be located on The 99s or other pertinent websites.**
  - ~~a.b.~~ **An "opt in" email shall be sent to verify email addresses on file and create the database for electronic and paper ballots. A member who chooses to participate in electronic voting ("opt-in") shall indicate her choice via the joining/renewing membership process, an email, a fax, a text, or any other form of written communication as authorized by the IBOD.**
  - c. The subset of members who opt-in to electronic voting shall comprise the database for electronic voting.**
  - d. The service provider shall assign at a minimum a combination of The 99s member number and a** unique password/personal identification number (PIN) to each member for accessing the voting website.
- ~~6)7)~~ The system shall ensure the ballot is secret, having no available link to the member who voted.
- ~~7)8)~~ The system shall ensure the member has the ability to make changes to the ballot before it is cast and once cast, cannot be changed.
- 8)9) All vote counting shall be done by the service provider. The service provider is responsible for all vote counting and tabulating.**
- ~~9)10)~~ Tabulation and reports of ~~the~~ vote counts ~~cannot~~ **shall not** be edited.
- ~~10)11)~~ Results shall have audit capability to allow for recounts if necessary.
- ~~11)12)~~ Email voting is not permitted.

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C. TABULATING

~~For non-electronic voting in International elections, the President shall appoint, with Board approval, tellers, or an independent agency.~~

- 1) **Three members of the Election Procedures Committee shall review the vote count and tabulation prepared by the service provider.**
- 2) **Tabulation should clearly delineate vote count for each candidate and each office, as well as subtotals of votes received via electronic voting and via paper balloting.**

D. NOTIFICATION OF ELECTION RESULTS

- 1) The Election Procedures Chairman notifies the President of the results of the election, **including vote tabulation and review process.**
- 2) The President immediately contacts all candidates giving them the complete election results, including vote count.
- 3) Headquarters informs the **international** magazine editor of names, but not count, for publication in the next **international** magazine.
- 4) The ~~Tellers Report, or~~ **tabulation** report **of from** the outside service provider handling the election, is announced and entered in full into the Minutes of the Annual **Business** Meeting, becoming a permanent part of the official records of the Corporation. ~~The election results, but not count, will also be published in an official 99s publication.~~
- 5) **Ballots Paper ballots** are retained in a locked area until after the Annual Meeting and are destroyed after authorization of the ~~General Membership~~ **delegates.**

SR IX – INTERNATIONAL BOARD OF DIRECTORS

1. BOARD VACANCIES:

- A. Upon ~~notification from~~ **confirming that a vacancy has occurred,** the President **shall immediately notify the chairman of the Nominating Committee.**
- B. **The Nominating Committee has 45 days to complete a process to advertise the vacancy to members, solicit Intent to Seek Election Forms using any or all member-only means available, and identify eligible candidates. The solicitation period shall be at least 30 days.**
- C. **By the end of the 45 day period,** the **chairman of the** Nominating Committee, **or a designee,** shall, ~~within thirty (30) days,~~ provide **to the IBOD** a list of **all** eligible candidates ~~to the Board of Directors~~ from which **they the IBOD** may select a replacement. If no ~~suitable candidates~~ **candidate** can be agreed upon by the ~~Board~~ **IBOD,** the vacancy will be filled through ~~an~~ **the next regular** election ~~by the delegates at the next Annual Meeting.~~

Standardize International Elections: Bylaws Article XI.2, A, B, and C; Standing Rules SR VIII.1.C, 2.B.1, 3.D.4 and 3.D.5; and SR IX.1.C

Proposed by: Eastern Pennsylvania Chapter

**Rationale:** Each member should have the opportunity every year to cast her vote to elect the Directors, Trustees, and Nominating Committee candidate(s) of her choice. To do so, she should have the same set of information for every candidate, whether she votes by ballot or she provides direction to the delegates who will represent her at the Annual Meeting.

All candidates every year publish a bio and statement in the magazine. A candidate for election at an annual meeting (during odd numbered years) has an additional opportunity to influence the election by speaking for 2 minutes to the delegates who attend the Annual Meeting. This speech is not available to the other 99s in advance of the meeting. Changing to holding both odd-year and even-year elections by ballot sent to each member standardizes elections and provides a level playing field for all candidates.

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Although there may be greater expense for paper and electronic voting, direct voting by the members is fairer and more equitable. As more members opt-in to electronic voting over time, the additional expense will decrease. The change in Bylaws Article XI Section 2 requires changes to Standing Rules that implement the method of voting.

**Single Service Provider for Elections, Opt-in Methods, Tabulation of Vote Counts, and Filling Vacancies: Standing Rules SR VIII.3.B.1, 3.B.3, 3.B.5, 3.B.6 through 12, 3.C, and 3.D.1; and SR IX.1**

**Proposed by:** International Board of Directors

**Rationale:** This change clarifies that when using electronic voting, a single service provider will be responsible for both electronic and paper balloting (sending, counting, and tabulating). The proposal provides additional methods beyond email for opting in to electronic voting, while retaining the intent of having a written record of the member's wishes. The provisions for notification of results are strengthened. Provisions for filling vacancies, along with notification of members of vacancies, are further defined and strengthened.

In support of this proposal, the Election Procedures SOP will be revised. Detailed steps will describe the responsibilities of the single service provider in overseeing the work of any subcontractors that they may need to engage, and what to look for in verifying and validating electronic and paper vote count and tabulation.

Also in support of this proposal, the Nominating Committee SOP will be revised to provide greater detail on the process and methods to notify the members of vacancies, and to fill those vacancies.

**Assessments for All Changes in Proposed Amendment #2**

**Financial Impact:**

On standardization of election methods: Adverse. The estimated cost of odd-year elections will be the same as even years, approximately \$4,600.

On requiring a single service provider: Adverse. Due to labor costs of an external service provider in processing paper ballots, the estimated dollar increase for International would be approximately \$761 each year.

**Legal Impact:** None

**International Board of Directors:** Concur

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## **Proposed 2019 Bylaw Amendment #1, on bylaws modernization** **(for vote)**

Proposed Bylaw Amendment #1, the first component of the Bylaws modernization, covers clarification and revision of numerous instances of terminology and phraseology that is unclear, inconsistent, redundant, obsolete, or missing. Refer to the informational document “Proposed 2019 Bylaw Amendment #1 Key Changes” for a summary of the proposed revisions, and for additional rationale relating to the more important changes.

There are also administrative changes, called “provisos”, that are part of this amendment. These are listed at the end after the changes. Provisos relate to the mechanics of modifying the format of the bylaws. Some provisos improve the flow, clarity, and readability of the document. Several provisos revise title and section format, capitalization, and punctuation to a consistent standard. Other provisos standardize terminology and abbreviations.

Of particular note, proviso # A covers reorganizing the subject matter and structure of the bylaws. Content related to officers, directors, board of directors, trustees, trusts, nominations/elections, and council of governors in current articles VIII through XIV are moved into specific articles for each subject area. The informational “Amendment #1 Proposed Reorganization Plan” will help you see which content is being moved where.

At the annual meeting, the proposed changes in this amendment will be reviewed and discussed first. Then the provisos will be voted on, with a majority vote required for approval of a proviso. At the end, the full set of changes, including all provisos, will be presented for a final vote on the entire package, with a two-thirds (2/3) vote required for approval.

This document uses the full 2018-19 Bylaws document as its base, in order to provide context. Changes are shown as follows:

4. Insertions and additions are in **bold underlined** font.
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## **PROPOSED BYLAW AMENDMENT #1**

**2019**

### **ARTICLE I: NAME**

The name of this Corporation is The Ninety-Nines, Inc., International Organization of Women Pilots ("Corporation"), also known as The 99s, Inc., (**“The 99s”**) with permanent headquarters ("Headquarters") located at Will Rogers World Airport, Oklahoma City, Oklahoma, USA.

### **ARTICLE II: PURPOSE, POLICIES, AND DEFINITION**

#### **Section 1. Purpose**

The purpose of the Corporation is stated in its entirety in the Certificate of Incorporation, as amended.

#### **Section 2. Policy**

- A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any ~~**candidate person running**~~ for public office.
- B. Subject to the provisions of the Certificate of Incorporation, as amended, joint ventures of the Corporation with any duly constituted group for the purpose of promoting the interest of either group shall require a majority vote of all delegates at the annual meeting.

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### Section 3. Definitions

- A. Hereinafter, the words "...these bylaws..." include both the Corporation's bylaws and Certificate of Incorporation, as amended.
- B. "Board of Directors" **and "IBOD"** refers to **the** International Board of Directors only.
- C. "Candidate(s)" refers to any member running for an elective position, at any stage, and is used interchangeably with nominee.
- D. "Delegate" is a member ~~in good standing~~ who is elected to represent **at the annual meeting** the votes entrusted to her by any Chapter or Section ~~at the Annual Meeting~~.
- E. **"Parliamentary authority" refers to the most recent edition of Robert's Rules of Order Newly Revised.**
- ~~E.~~ **F.** Proxy **voter** " is a member appointed by a delegate to vote in her place. **A written proxy form is used to make the appointment.**
- ~~F.~~ **G.** "Sent" refers to communications ~~delivered either~~ by postal system, **such as but not limited to U.S. Postal Service or FedEx/UPS**, or **by** electronic means.

## ARTICLE III: CORPORATE STRUCTURE

### Section 1. The structure of the Corporation shall be:

- A. International - the worldwide membership of the Corporation governed by an elected board of directors.
- B. Sections - geographical division of the membership.
- C. Chapters - subdivisions of the Section membership.
- D. Section and Chapter formation, division, or dissolution shall be in accordance with the Standing Rules.
- E. Bylaws of Sections and Chapters shall not be in conflict with the Bylaws and Standing Rules of the Corporation. Further details and/or guidelines, or administrative rules of a continuing nature for implementing and carrying out the Bylaws and Standing Rules may be found in the ~~Standard Operating Procedures Manual at Headquarters~~ **online library on The 99s website.**

## ARTICLE IV: Affiliations

**Section 1.** Subject to the provision of the Certificate of Incorporation, as amended, and all other governing rules of the Corporation, affiliation of the Corporation with any other aviation organization, in compliance with the regulations of the Internal Revenue Code, USA, for Section 501(c)(3) organizations, or comparable regulations of another country, is permitted ~~A.~~ by majority vote of the Board of Directors, ~~B.~~ **with** ratification by a majority vote of the delegates at the next annual meeting.

**Section 2.** Such affiliation does not confer membership in the Corporation and does not obligate the Corporation financially, but is for the purpose of promoting aviation and providing common forums for aviation organizations.

## ARTICLE V: MEMBERSHIP

### Section 1. Membership Requirements

- A. Any woman shall be eligible for membership in the Corporation if she can show satisfactory evidence that she:
  - 1) holds a pilot certificate, or
  - 2) meets the applicable student pilot certification requirements of the governing aviation authority where training is being received, or,
  - ~~23)~~ **is a military pilot; and**
  - ~~34)~~ **Agrees agrees** to abide by the Bylaws and Standing Rules of the Corporation with no recourse against the Corporation, ~~and its~~ officers, **directors, or and** members ~~thereof; and~~
  - ~~45)~~ **Pays pays** International dues, applicable Section dues; and
  - ~~6)~~ **renews by within** two (2) full calendar months after the last day of the member's anniversary month.



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## Section 2. Approval

- A. Approval of the membership application entitles the applicant to become **a member in the applicable class of membership. ~~a Chapter member, a Section member, or Member-at-Large.~~**
- B. The date on which a membership application is approved shall be the date on which membership commences and shall be the member's anniversary date. So long as continuous membership is maintained, a member's anniversary date shall not change even though her membership classification may change.

## Section 3. Reinstatement

- A. A former member may be reinstated as a member upon submission of the membership form.
- B. A member who has had a break in membership, who wishes to reinstate her original membership anniversary date, must first pay at the present dues rate for each year her membership has lapsed, thereby restoring continuous membership.
- C. If membership is reinstated without restoration of the member's original anniversary date, her anniversary date shall be reset to be that on which membership was reinstated.

## Section 4. Classes of Membership

- A. Active Member - A member of a Chapter or of a Section in which there are no Chapters. Such member may vote **for chapter, section, and international candidates**, and if eligible, **may** hold **elective** office at any level.
- B. Section Member - A member who resides within the boundaries of a Section in which there are Chapters but does not belong to a Chapter. Such member may vote for Section and International candidates, and **vote** as a delegate, but may not hold **elective** office at any level.
- C. Member-at-Large - A member who resides in a country in which no Section exists. Such member may vote only for International candidates, and **vote** as a delegate, but may not hold **elective** office at any level.
- D. Student Pilot Member - A woman meeting the requirements of Section 1 of this Article.
  - 1) Student Pilot Members shall pay reduced annual dues for the first two years of their membership, after which they shall pay dues at the full active member rate.
  - 2) Student Pilot members shall be entitled to all rights and privileges of membership except that of holding office at the International level.
  - 3) Membership time accrued as a Student Pilot Member shall not be credited towards meeting the eligibility requirements of ~~ARTICLE V: MEMBERSHIP, Section 5. Paragraph B. Life Member, and ARTICLE X: ELIGIBILITY TO HOLD OFFICE~~ **any elective office.**
  - 4) In Sections where there are Chapters, ~~these~~ Student Pilot Members must be affiliated with a Chapter.
  - 5) Student Pilot Members shall convert to full **Corporate Active, Section, or Member-at-Large** membership when a higher-grade pilot certificate is earned.

## Section 5. Membership Status

- A. Charter Member - Any member whose name appears on the 1929 Charter document. ~~Charter members retain all benefits of membership and are exempt from annual membership fees and dues.~~
- B. Life Member - An Active ~~member~~ **Member, Section Member, or Member-at-Large** may become a Life Member upon making the requisite life member payment(s) as determined by the Finance Committee and ~~the~~ International Board of Directors. No portion of life membership payments is refundable. ~~A Life members~~ **Member** ~~retains~~ all benefits of membership and ~~are is~~ exempt from annual membership fees and dues.
- C. President Emeritus - ~~Any~~ member who has served as an International President. ~~A~~ President Emeritus ~~members retain~~ **retains** all benefits of membership and ~~are is~~ exempt from annual membership fees and dues after serving ~~their~~ **her** term as President.

## Section 6. Transfer of Membership

- A. A member may change classification to that of a Section member or ~~Member-at-Large~~ **a Member-at-Large** by notifying Headquarters.
- B. A member may transfer **into a Chapter or** to another Chapter by notifying Headquarters.

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## Section 7. Termination, Suspension or Expulsion

- A. Membership shall be terminated by the Board of Directors for non-payment of Corporation dues two (2) full calendar months after the last day of the member's anniversary month.
- B. A member shall be suspended or expelled only after an investigation into facts alleging conduct tending to injure the good name of the Corporation, disturb its well-being, hamper it in its work, or for specific verified acts of misappropriation of organization funds, intentional violation of the Certificate of Incorporation or Bylaws, or a criminal act. A personal dispute between members shall not be cause for administrative disciplinary proceedings.
  - 1) The Governor of the member's Section shall appoint an Investigatory Committee and a Formal Hearing Committee to investigate and hear a complaint against a member.
    - a) The Investigatory and Formal Hearing Committees are authorized to use electronic mail and teleconferencing, as needed, in furthering their work.
    - b) The final vote on the Investigatory Committee Report will be by teleconference or in person, followed by a written ballot. Dissenting members can write their report which will be submitted with the committee report.
    - c) The Formal Hearing shall be held in Executive Session with Committee members and other invited attendees, such as attorneys or witnesses, on an as needed basis.
    - d) The rules governing the activities of these committees are set forth in Standing Rule SR VI Disciplinary Procedures and in the ~~current edition of Robert's Rules of Order Newly Revised~~ **parliamentary authority**.
  - 2) The member shall be afforded a formal hearing during which evidence is presented and during which she will be provided an opportunity to present evidence on her own behalf.
    - a) The Formal Hearing Committee shall issue a decision finding the member not guilty or guilty of the charges with a two-thirds (2/3) written vote of the Committee's members voting, ~~and,~~
    - b) If a guilty verdict is rendered, the Formal Hearing Committee will impose an appropriate sanction of suspension (**thirty (30)** days to one (1) year) or expulsion from membership in the Corporation.
  - 3) The International Board of Directors hears appeals of Formal Hearing Committee decisions.
  - 4) If, upon appeal, the decision of the Formal Hearing Committee to suspend or expel a member is upheld, modified, or overturned, the decision shall be affirmed by a two-thirds (2/3) vote of the International Board of Directors voting.
  - 5) The decision of the International Board of Directors is final and is effective immediately.

## ARTICLE VI: FISCAL AND DUES

**Section 1.** The revenue of the Corporation shall be derived from annual membership dues, investments, contributions, bequests and such other means as may be approved by the Board of Directors, none of which sources may be inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code (USA) or with its successor statutes or the Certificate of Incorporation, as amended.

**Section 2.** The fiscal year shall begin June 1 and end May 31 of the following year.

**Section 3.** Any changes in dues shall be determined by the delegates at the Annual Meeting and are payable to the Corporation at Headquarters. **Notice must be given of the change, according to the notice period as per Article XX. Section 1.B.** Current dues information shall be in the Standing Rules.

**Section 4.** Fund-raising outside the Corporation involving the solicitation of substantial contributions from other corporations, organizations, or individual supporters shall be done according to the Standing Rules.

## ARTICLE VII: ANNUAL MEETING

**Section 1.** The Corporation shall meet annually at a time and place approved by the Board of Directors. Official notice of the annual meeting shall be published in ~~The 99 News~~ **the international magazine**.

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## Section 2. Voting

- A. The voting body of the annual meeting shall consist of the following delegates:
  - 1) Governor, duly elected by the members of each Section.
  - 2) One (1) delegate for every five (5) members or major fraction thereof, from each Chapter or Section where no Chapter exists.
  - 3) One (1) delegate for every five (5) Section members or major fraction thereof, from each Section.
  - 4) One (1) delegate from the Members-at-Large for every five (5) members or major fraction thereof.
- B. A delegate unable to attend the Annual Meeting may entrust her vote to another member by a written proxy, unless her vote has been designated by her Chapter or Section.
- C. A delegate may hold no more than ten (10) proxy votes from Chapters other than her own.
- D. Every member may attend the Annual Meeting and take part in the discussion, but only delegate and proxy votes will be counted.
- E. A quorum shall be sixty (60) percent of the delegates credentialed by the Credentials Committee and the presence of credentialed delegates representing at least four (4) Sections.

## 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.~~

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

### ~~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 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.~~

### ~~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.~~

Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~red italic bold strikethrough~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

### ~~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.~~

### Section 3. Composition

- A. Each board of trustees shall consist of at least five (5) but no more than eight (8) elected members of The 99s. The total number of elective trustee positions in each trust shall be inclusive of permanent trustees.
- B. Permanent Trustees
- 1) A trust may elect up to but no more than two (2) permanent trustees as per the respective trust resolution, with the exception that the AEMSF may elect up to but no more than three (3) permanent trustees as per the AEMSF trust resolution.
  - 2) A permanent trustee must have served at least one (1) full term as an elected trustee and be presently serving as a trustee of the respective trust at the time of election. The election of a permanent trustee is by a majority vote of the trustees of the respective trust not being considered for the permanent trustee position, and is subject to the approval of the IBOD.
- C. Non-99 Trustees
- 1) Outside of the elective trustee positions, the board of trustees for the AEBM shall appoint as non-99 trustees three (3) interested citizens of Atchison, Kansas, and one (1) non-99 member at large in accordance with the AEBM trust resolution.
  - 2) Outside of the elective trustee positions, the board of trustees of the MWP may appoint as non-99 trustees up to three (3) interested citizens of the Oklahoma City, Oklahoma area in accordance with the MWP trust resolution.
  - 3) All non-99 trustees are subject to the approval of the IBOD.

## ARTICLE IX: TERMS OF OFFICE

### Section 1. ~~Board of Directors~~ Officers and Directors

- A. A term for an officer or a director shall be two years. An officer or director shall hold office ~~or~~ until her successor is declared elected or appointed, or until her earlier death, resignation, or removal.
- B. All officers and directors shall serve no more than two (2) consecutive terms in ~~that~~ the same office.
- C. The immediate Past President shall ~~be a member of the Board of Directors and~~ serve one (1) term.
- D. A term for an officer shall be as per Article IX, Sections 1.A and 1.B.

### Section 2. Nominating Committee

- A. A term for a Nominating Committee member shall be two (2) years ~~or~~. Each Nominating Committee member shall serve until her successor is declared elected or appointed, or her earlier death, resignation, or removal.

### Section 3. ~~Amelia Earhart Memorial Scholarship Fund (AEMSF)~~ Trustees

- ~~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.~~

Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~red italic bold strikethrough~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

#### **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.~~

**A. A term for a trustee shall be three (3) years. A trustee shall serve until a successor is declared elected or appointed, or until her or his earlier death, resignation, or removal. A trustee may serve up to two (2) consecutive terms.**

**B. A permanent trustee shall serve until her death, resignation, or removal.**

**Section 74. Assumption of Duties. A. Officers, Directors, trustees, and 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, or sixty (60) days after the close of the fiscal year, whichever occurs first.**

#### **Section 85. Vacancies**

A. The Vice-President ~~becomes~~ **shall become the** President in the event of a vacancy in the office of President.

B. A vacancy in **any elective an officer or a director** position other than that of **the** 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 **any elective an officer** position other than that of **the** 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 as per Article IX, Section 5.B.**

~~D.~~ A vacancy **on the Nominating Committee 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.

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

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

#### **Section 96. Removal from Office**

A. An **elect** 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:

Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~red italic bold strikethrough~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

- ~~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, or a director, a two-thirds (2/3) vote of the Board of Directors *in attendance present* at a ~~regularly-scheduled~~ regular meeting; ~~or~~**  
**4) if a Trustee, a two-thirds (2/3) vote of the remaining Trustees in ~~her~~ the respective Trust.**

- B. The Trustees of a Trust may ~~assume a motion to accept the resignation of~~ **vote to remove a ~~Permanent~~ Trustee of ~~her~~ the respective Trust who demonstrates ~~an a repeated~~ unwillingness to fulfill ~~her the~~ fiduciary duties as a Trustee or becomes sufficiently incapacitated to be unable to fulfill ~~her the~~ fiduciary duties. This ~~motion~~ **action** requires a two-thirds (2/3) vote of the remaining Trustees in the respective trust.**

## 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; ~~;~~
  - 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; ~~;~~ **and**
  - 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.
- C. No two (2) members of the Board of Directors may be from the same Chapter.
- D. Officers shall meet the eligibility requirements of a director as per Article X, Section 1.**

### 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; ~~;~~ **and**
  - 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~~ **nomination** 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~~.
- B. ~~A member of The 99s may not serve concurrently as an International Officer, International Director, or Trustee.~~

### Section 4. Elective Positions

- A. An officer or a director may not serve concurrently in more than one international elective position.**
- B. A trustee may not serve concurrently in more than one international elective position.**
- C. A Nominating Committee member may not serve concurrently in more than one international elective position.**

## ARTICLE XI: NOMINATIONS AND ELECTIONS

### Section 1. Nominations for Elective Position

- A. ~~All candidates~~ **To become a candidate, a member** shall file the Intent to Seek Election Form with the Nominating Committee and meet applicable eligibility requirements **on the date the form is filed**.
- 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.

Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~red italic bold strikethrough~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

## 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~~ **each trust** 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~~ **each trust** shall be elected at the Annual Business Meeting by ballot vote.
- C. A Plurality vote is required to elect Officers, Directors, **trustees, and** Nominating Committee, **members** ~~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.~~
- D. The Nominating Committee shall elect its own chairman.**
- ~~DE.~~ 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.
- EF. All Ballots** ~~ballots, whether paper or electronic,~~ shall be **processed** in accordance with the Standing Rules.
- FG.** Electronic elections are hereby authorized ~~and shall be conducted in accordance with the Standing Rules.~~

## ARTICLE XII: BOARD OF DIRECTORS

### Section 1. Composition

- A. The Board of Directors shall be composed of the **four (4) elected** Officers, **and four (4) Directors**, ~~and immediate Past President.~~
- B. The immediate Past President shall be an ex-officio voting member of the Board of Directors.**

~~Section 2. 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 3. Meetings

#### A. Regular Meetings

- ~~1)~~ The Board of Directors shall meet at the Annual Meeting.
- 42) The IBOD shall meet *and* in the Spring and the Fall *at Corporate Headquarters* at such location, date, and time as set by the IBOD. The preferred and default location is Headquarters.**
- 23) The date, time, and location of regular meetings shall be published in advance of the meeting, as per the notice period in Article XX. Section 1.B.**

#### B. Special Meetings

- 1) Special meetings of the Directors may be called *by* with at least twenty-four (24) hours' notice *in writing or by facsimile communication sent* to each Director.**
- 2) Such meeting may be by *telephone* conference call to which at least five (5) members of the Board consent.**
- 3) 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.

### Section 4. Duties

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

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**C. The IBOD may establish or dissolve committees, other than standing committees and the Nominating Committee, as may be required from time to time to conduct the work of the Corporation.**

~~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.~~

### ARTICLE XIII: DUTIES OF OFFICERS AND DIRECTORS

#### Section 1. Duties

**A. ~~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~~ **spokesperson** on matters of International Policy. **The president shall preside at all annual meetings and IBOD meetings, and shall enforce the observance of the bylaws.**

**B. ~~Section 2.~~** The Vice-President shall assist the President **in the performance of her duties, and shall preside at annual meetings and IBOD meetings in the absence of the president.**

**C. ~~Section 3.~~** The Secretary shall be responsible for accurate records of the Annual Meeting and meetings of the Board of Directors. **She may perform such other duties as requested by the IBOD.**

**D. ~~Section 4.~~** The Treasurer shall be responsible for monitoring the financial affairs of the Corporation. **She shall present the annual budget to the IBOD for approval, and present financials at the annual meeting and IBOD meetings. She may perform such other duties as requested by the IBOD.**

**E. ~~Section 5 – General Duties.~~** 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.

**F. ~~Section 5 – General Duties. Officers and Directors~~** **The IBOD** 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.

### ARTICLE XIV: COUNCIL OF GOVERNORS

**Section 1.** The Council of Governors is composed of the Governor from each Section, ~~who~~ **She** shall represent ~~their Sections~~ **her section** 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 XV: TRUSTS

#### Section 1. Establishment

**A. The IBOD may establish by resolution trusts** ~~Trusts shall be established~~ to manage selected assets of the corporation. The actual operation of each Trust shall be governed by its individual Trust Resolutions. ~~These~~ **se** resolutions ~~s~~ shall not be in conflict with the Bylaws and Standing Rules of the Corporation. ~~These Trusts are:~~



Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~red italic bold strikethrough~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

**B. Established Trusts are:**

- 1)** The Amelia Earhart Memorial Scholarship Fund (**AEMSF**) - Trustees shall obtain and manage the funds that comprise the Amelia Earhart Memorial Scholarship Fund.
- 2)** The Amelia Earhart Birthplace Museum (**AEBM**) - 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 (**EF**) - 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 (**MWP**) - Trustees shall obtain, collect, maintain and manage funds, memorabilia, artifacts and exhibits associated with the 99s Museum of Women Pilots.

**Section 2. Duties**

- A.** The Trust Resolutions shall be prepared and maintained by the respective Trust. **The** 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~~ **respective** Trust within 30 days of Board action.
- B. A trust shall elect its officers annually within 30 days of the day that the newly-elected trustees assume their duties.**
- C. Each trust shall submit reports to the IBOD in accordance with its respective resolution.**

**ARTICLE XVI: COMMITTEES**

**Section 1.** All committees shall submit an Annual Report and operate in accordance with the Standing Rules and their Standard Operating Procedures.

**Section 2.** Standing committees are Bylaws/Standing Rules, Finance, Election Procedures, Long Range Planning, **and** Investment Fund Advisory, ~~and such other standing committees as are deemed necessary to carry on the work of the Corporation.~~

**Section 3.** Committee Chairmen, **except for the chairman of the Nominating Committee,** shall be appointed by the President with Board of Directors' approval ~~except Nominating, which is elected.~~

**ARTICLE XVII: INSIGNIA AND OFFICIAL PIN**

**Section 1. Insignia**

- A.** There shall be an official insignia in the form and color as registered with the U.S. Patent Office under S.N. 260676. The Ninety-Nines, Inc., Oklahoma City, Oklahoma, USA, filed on December 13, 1966, and renewed as necessary. The drawing is lined for the color blue. The mark is comprised of the face of a compass with the number "99" disposed in the center ~~thereof~~. The insignia was first used January 1940 for indicating membership in the **Association Corporation.**
- B.** The numbers 99 and 99s, as well as their interlocking 9s as used in the official pin, are also recognized as official insignia.
- C.** Merchandise which bears the official insignia shall not be sold without prior approval of the Board of Directors or its designee(s).

**Section 2. Official Pin**

- A.** The **99s** official pin shall be the small square-cut super-imposed block nines with a center-mounted propeller.
- B.** Members may wear attachments to the official pin with approval of the Board of Directors.
- C.** The International President may wear a gavel with her pin.

**Section 3.** The use and sale of items bearing the Registered Trademark shall be as stated in the Standing Rules.

Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~red italic bold strikethrough~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

## ARTICLE XVIII: PUBLICATIONS

### Section 1. Acceptable Use of Publications

- A. No member shall permit the publications to be used for commercial purposes contrary to the Certificate of Incorporation, Bylaws, or Standing Rules, such as for direct personal economic gain or direct benefit to a business for profit. This does not preclude the Corporation from seeking paid advertisements, subsidies, or sponsorship for its publications.
- B. No member shall permit the publications to be used for political purposes or political activities contrary to the Certificate of Incorporation, Bylaws, or Standing Rules.
- C. No member shall permit the publications to be used to circumvent established policies and procedures in the Certificate of Incorporation, Bylaws, Standing Rules, **policies**, or Standard Operating Procedures (SOP).

### Section 2. **International** Membership Directory

- A. The contents of the Membership Directory are approved by the International Board of Directors.
- B. The Membership Directory shall be distributed according to the Standing Rules.

### Section 3. **International** Magazine

- A. The ~~99-NEWS magazine is the~~ **99s** official **printed** publication ~~of the Corporation is the magazine.~~
- B. The ~~99-NEWS~~ **magazine** shall be distributed to all members according to the Standing Rules.

### Section 4. **International** Website

- A. The ~~99s'~~ **99s** official internet information source is the **Website** website www.ninety-nines.org ~~is the official Internet information source of the Corporation.~~
- B. The public section of the **Website** website has open access. The ~~Members Only~~ **private** section of the **Website** website, available to members only, shall be accessible ~~to all members~~ according to the Standing Rules.

### Section 5. **International** Interactive Internet Resources

- A. The ~~e-mail~~ **99s** official interactive internet resources are the **electronic** networking forums ~~are the official interactive internet resources of the Corporation.~~
- B. The ~~e-mail~~ **electronic** networking forums shall be accessible to all members according to the Standard Operating Procedures (SOP) and the Code of Conduct.

## ARTICLE XIX: RULES AND PARLIAMENTARY AUTHORITY

**Section 1.** The order of precedence of the Corporation's governing documents is: Certificate of Incorporation, Bylaws, Standing Rules, **policies**, and Standard Operating Procedures.

**Section 2.** The ~~most recent edition of Robert's Rules of Order Newly Revised~~ **parliamentary authority** shall govern the conduct of all meetings of the membership and the Board of Directors, in all cases where it is applicable, and in which it is not inconsistent with these Bylaws, other Corporate governing documents, and/or any special rules this Corporation may adopt.

## ARTICLE XX: AMENDMENTS

**Section 1.** These Bylaws may be amended provided that the amendments:

- A. have been submitted by a Chapter, Section ~~or~~ International Bylaws Committee, Council of Governors or the International Board of Directors to the International Bylaws Committee by the published deadline~~;~~;
- B. have been ~~submitted~~ **sent from Headquarters** to all ~~Sections~~ **section governors**, ~~Chapters~~ **chapter chairmen**, and ~~Members-at-Large~~ **Members-at-Large** at least sixty (60) days prior to the Annual Meeting ~~from International Headquarters;~~ **and**
- C. have received a two-thirds (2/3) vote at the Annual Meeting.

**Section 2.** The Bylaws become effective at the close of the Annual Meeting at which they are adopted.

Insertions are indicated by **bold, underlined** font. Deletions are indicated by ~~red italic bold strikethrough~~ font. Titles and full sentences which are not being changed but are included in this amendment for clarity and context, are shown in greyed out font.

**Section 3.** Amendments which change terminology shall be reflected automatically throughout these Bylaws for the purpose of maintaining consistency in language and meaning.

**Section 4.** Authority of the Bylaws Committee:

- A. The Bylaws Committee shall be charged with reviewing, consolidating, and/or developing alternative Bylaw amendments.
- B. The Bylaws Committee shall have the authority to return a proposed amendment to the originator with a written explanation of the reason for its return.

**Section 5.** Standing Rules

- A. Standing Rules may be amended by the delegates at the Annual Meeting by a majority vote with previous notice, or by two-thirds (2/3) vote without notice. **If notice is given, then it must meet the requirements set forth in Section 1.B of this Article.**
- B. The Board of Directors may amend the Standing Rules between Annual Meetings. Such amendments to become permanent must be ratified by the delegates at the next Annual Meeting ~~with previous notice and majority vote~~ **by a majority vote with previous notice.**

Provisos:

- A. That articles VIII through XX, and associated sections and subsections, be reorganized, renumbered, and re-titled to improve flow, clarity, and readability, as shown in the supporting diagrams and reorganization plan.
- B. That all article headings be listed in all capital letters and "bold" font, and all section headings be listed in "bold" font.
- C. That capitalization, spacing, and comma usage throughout the document be updated with guidance from the Chicago Manual of Style and other contemporary authorities (see Key Changes document for further detail).
- D. That all instances of the term "International Board of Directors", "Board of Directors", and "Board" be replaced by the acronym "IBOD" except for the first use, which shall have both listings.
- E. That all instances of the term "Annual Meeting" and "Annual Business Meeting" be replaced with the term "annual meeting".
- F. That all instances of the term "International Headquarters" and "Corporate Headquarters" be replaced with the term "Headquarters".
- G. That all instances of the term "The Ninety-Nine News" and "The 99 NEWS" be replaced with "the magazine". The name of the magazine changed in 2017, and may change again in the future.
- H. That all instances of the term "The Ninety-Nines, Inc." and "The 99s, Inc." be replaced by the abbreviation "The 99s" except for the first use, which shall have both listings.

**Proposed by:** International Bylaws and Standing Rules Committee

**Rationale:** This proposed amendment is the first component of the modernization project. The primary goal is to preserve the member-approved words and intent where possible, while clarifying and revising terminology and phraseology that is unclear, inconsistent, redundant, obsolete, or missing. Some additions are necessary to address missing information, or to be in compliance with Delaware state law. The proposed reorganization by subject area improves the flow, clarity, and readability of the document while eliminating conflicts and redundancies.

**Financial Impact:** None

**Legal Impact:** None

**International Board of Directors:** Concurs

**PROPOSED 2019 BYLAW AMENDMENT #1 KEY CHANGES**  
(supporting appendix)

ARTICLE	TITLE	KEY CHANGES
ALL		Clarifies <ul style="list-style-type: none"> <li>• Defines notice periods where not clear, or where required by Delaware law.</li> <li>• Removes the words “hereby”, “thereby”, and “thereof” as unnecessary.</li> </ul>
I, III, IV, VI, VII, XII, XIV, XVI, XVII		No key changes were made to the following articles: <ul style="list-style-type: none"> <li>• Article I NAME</li> <li>• Article III CORPORATE STRUCTURE</li> <li>• Article IV AFFILIATIONS</li> <li>• Article VI FISCAL AND DUES</li> <li>• Article VII ANNUAL MEETING</li> <li>• Article XIV COUNCIL OF GOVERNORS</li> <li>• Article XVII INSIGNIA AND OFFICIAL PIN</li> <li>• Article XIX RULES AND PARLIAMENTARY AUTHORITY</li> <li>• Article XX AMENDMENTS</li> </ul>
II	PURPOSE, POLICIES, AND DEFINITIONS	<ul style="list-style-type: none"> <li>• Removes “in good standing” from the definition of a “delegate”. “Good standing” means meeting eligibility for membership (mostly, being current on dues), and is redundant with Article V, Section 1.A.4.</li> <li>• Adds a definition of “parliamentary authority”. It is the same definition from Article XIX Section 2, but moved to the top of the document for easier reference.</li> </ul>
V	MEMBERSHIP	<ul style="list-style-type: none"> <li>• Replaces the undefined “Corporate” membership class with “Active, Section, and Member-at-Large” classes of membership (defined in Sections 4.A, B, &amp; C).</li> <li>• Clarifies that Active, Section, and Member-at-Large classes of membership are eligible to become Life Members.</li> </ul>
VIII	ELECTIVE POSITION	<ul style="list-style-type: none"> <li>• Clarifies that there are four officers. Removes the wording that implies that the other four directors are also officers (which they are not). Note: Article XI.2.A and B defines the election of the four directors.</li> <li>• Separates Nominating Committee composition into a sentence on the number of members, and a sentence on eligibility (“each from a different section”).</li> <li>• Harmonizes the provisions for trusts to eliminate redundancies. Where the provisions for all trusts are the same, each provision is stated once generically.</li> <li>• Assigns the term “non-99 trustees” to the outside trustees of the AEBM and MWP.</li> </ul>

Background color shows where paragraphs from the 2018-2019 Bylaws have been moved to the new sections in this proposal. 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~~**.

ARTICLE	TITLE	KEY CHANGES
IX	TERMS OF OFFICE	<ul style="list-style-type: none"> <li>• Separates the statement of a term of office (e.g., 2 years) from the statement of how a person holds office for that term (e.g. ... shall serve until her successor ...).</li> <li>• Clarifies that a term also ends upon death, resignation, or removal.</li> <li>• Harmonizes the terms for trusts to eliminate redundancies.</li> <li>• Clarifies that if the annual meeting does not take place in July, those elected assume their duties within 60 days of the end of the fiscal year.</li> <li>• Separates provisions on filling vacancies into provisions on filling vacancies for officers vs. IBOD vs. Nominating Committee. These provisions can then be reorganized, via proviso #A, into new articles that are specific to each subject area.</li> <li>• Clarifies that the Removal from Office provisions apply to international officials only (not to chapters or sections). Therefore, removes the sentences about chapters and sections.</li> <li>• Replaces "... assume a motion to accept a resignation ..." with "remove". This clarifies that the intent is to remove a trustee who has not, or will not, resign.</li> <li>• Duplicates "term for an officer" and "vacancy for an officer" so that the provisions can be relocated, via proviso A, into new articles that are specific to each topic.</li> </ul>
X	ELIGIBILITY TO HOLD OFFICE	<ul style="list-style-type: none"> <li>• Separates provisions of eligibility into provisions of eligibility for officers vs. the IBOD vs. trustees vs. nominating committee members. These provisions can be relocated, via proviso A, into new articles that are specific to each topic.</li> </ul>
XI	NOMINATIONS AND ELECTIONS	<ul style="list-style-type: none"> <li>• Clarifies that a member becomes a candidate when she files the Intent to Seek Election form, and must meet eligibility requirement on the filing date.</li> <li>• Clarifies that both paper and electronic elections are per the standing rules.</li> </ul>
XII	BOARD OF DIRECTORS	<ul style="list-style-type: none"> <li>• Explicitly states the number of officers and directors that are on the IBOD. Removes "elected", as some may be elected and some may be appointed to fill a vacancy.</li> <li>• Clarifies that the immediate past president is an ex-officio member of the IBOD ("by virtue of her office" rather than elected), and can vote.</li> <li>• Clarifies the definitions of regular meetings and special meetings.</li> <li>• Permits the spring and fall regular meetings to be held at a location other than Headquarters, but states that Headquarters is the preferred and default location.</li> <li>• Removes Section 6. Employees. Employee hiring and dismissal provisions are in The 99s Employment Manual.</li> </ul>
XIII	DUTIES OF OFFICERS AND DIRECTORS	<ul style="list-style-type: none"> <li>• Clarifies executive-level duties of the officers, the directors, and the IBOD.</li> <li>• Separates duties of officers, directors, and IBOD into separate provisions to be relocated, via proviso A, into new articles that are specific to each topic.</li> </ul>
XV	TRUSTS	<ul style="list-style-type: none"> <li>• Clarifies that trusts elect their officers annually within 30 days of the new trustees taking office.</li> <li>• Removes the list of documents and reports that trusts submit to the IBOD. Instead, states that trusts submit reports to the IBOD according to their trust resolution.</li> </ul>

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ARTICLE	TITLE	KEY CHANGES
XVI	COMMITTEES	<ul style="list-style-type: none"> <li>Removes the catch-all phrase regarding other standing committees. Standing committees are created or dissolved by amending the bylaws.</li> </ul>
XVIII	PUBLICATIONS	<ul style="list-style-type: none"> <li>Clarifies that official publications are international, and not chapter and section.</li> <li>Updates reference to specific “Members Only” section of the website to the generic “private” section of the website. Uses the common terminology of “public” vs “private” vs “internal/administrative”.</li> <li>Updates reference to “e-mail” networking groups (former list serve groups) to generic “electronic” networking groups (i.e., today’s Google Groups, Forum, etc.).</li> </ul>
ALL		<p>Proviso A to move, reorganize, renumber, and re-title Articles, Sections, and Subsections:</p> <ul style="list-style-type: none"> <li>Moves IBOD and officer provisions from Articles (old) VIII, IX, X, XII, and XIII to Articles (new) VIII International Officers and IX International Board of Directors.</li> <li>Moves trust provisions from Articles (old) VIII, IX, X, and XV to Article (new) X.</li> <li>Moves Nominating Committee from Articles (old) VIII and IX to Article XI Nominations, Elections, and Removals, Section 1.</li> <li>Moves Article (old) XIV Council of Governors to below Nominations, Elections, and Removals, as (new) Article XII.</li> </ul>
ALL		<p>Provisos B and C to standardize font, capitalization, spacing, and comma usage for readability.</p> <ul style="list-style-type: none"> <li>Lists all article headings in all capital letters and “bold” font.</li> <li>Lists all section headings in “bold” font.</li> <li>Uses the “Oxford” comma after all words in a list (e.g., “one, two, and three”).</li> <li>Uses a single space after a period in a paragraph (instead of double space).</li> <li>Capitalizes words and position titles with guidance from the Chicago Manual of Style and other contemporary authorities. <ul style="list-style-type: none"> <li>Titles are capitalized only when used with a person’s name (e.g., “President Smith” vs. “president, vice-president, secretary, and treasurer”).</li> <li>Defined terms are capitalized (e.g., “Headquarters”, “Corporation”).</li> <li>Committee names are capitalized (e.g., “Nominating Committee”).</li> <li>Most titles are lower case (e.g., “section governor”, “trust”, “bylaws”).</li> </ul> </li> </ul>
ALL		<p>Provisos D through H to standardize terminology:</p> <ul style="list-style-type: none"> <li>“IBOD” (“International Board of Directors”, “Board of Directors”, “Board”, “IBOD”).</li> <li>“annual meeting” (“annual meeting”, “Annual Business Meeting”, “Annual Meeting”).</li> <li>“Headquarters” (“Corporate Headquarters”, “International Headquarters”, “Headquarters”).</li> <li>The “magazine” (“The 99s NEWS”). The name of the magazine changed in 2017, and may change again in the future.</li> <li>“The 99s” (“The Ninety-Nines, Inc.”, “The 99s, Inc.”)</li> </ul>