

BYLAWS 2022-2023
The Ninety-Nines, Inc.

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 person running for public office.
- B. Subject to the provisions of the certificate of incorporation, as amended, and all other governing rules of the Corporation, external relationships of the Corporation are permitted by majority vote of the IBOD. Such relationships shall be in compliance with the regulations of the Internal Revenue Code (USA), for Section 501(c)(3) organizations, or comparable regulations of another country.

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" refer 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. "Parliamentary authority" refers to the most recent edition of *Robert's Rules of Order Newly Revised*.
- E. "Proxy" is a form that a member sends to the international secretary to cast her vote on her behalf at an in-person-only annual meeting.
- F. "Sent" refers to communications by postal system, such as but not limited to U.S. Postal Service or FedEx/UPS, or by electronic means.
- G. "SOP" includes standard operating procedures, guidelines, or administrative rules of a continuing nature for implementing and carrying out the bylaws, standing rules, and policies. SOPs can be found in the private section of the website, available to members only.
- H. "External relationships" include affiliations, endorsements, joint ventures, and other business arrangements with a duly constituted group for the purpose of promoting the interests of either group.

ARTICLE III: CORPORATE GOVERNANCE

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

- A. International - the worldwide membership of the Corporation. The membership is governed by an elected IBOD.
- B. Section - geographical division of the membership.
- C. Chapter - subdivision of the membership. A chapter is assigned to a section.
- D. Section and chapter formation, division, or dissolution shall be in accordance with the standing rules.

Section 2. Governing Documents

- A. These bylaws and related standing rules prescribe the conduct of business and operations by the membership at the international level. Further details and SOPs may be found in the online library on The 99s website.
- B. The order of precedence of the Corporation's governing documents is: certificate of incorporation, bylaws, standing rules, policies, and SOPs.

- C. Sections and chapters may develop their own bylaws, standing rules, and SOPs. Their documents shall comply with the laws of the state and country in which the section or chapter is incorporated or located, and comply with the following:
 - 1) International Bylaws: Article II Purpose, Policies and Definition; Article III Corporate Governance; and Article IV Membership; and
 - 2) International standing rules and SOPs where sections and/or chapters are specifically cited for compliance.

ARTICLE IV: 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
 - 3) is a military pilot; and
 - 4) agrees to abide by the bylaws and standing rules of the Corporation with no recourse against the Corporation and its officers, directors, and members; and
 - 5) pays international dues, applicable section dues; and
 - 6) renews within two (2) full calendar months after the last day of the member's anniversary month.

Section 2. Approval

- A. Approval of the membership application entitles the applicant to become a member in the applicable class of membership.
- B. The date on which a membership application is approved shall become 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 rate, dues 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 the date 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. A member of a chapter is considered to be a member of the section to which her chapter belongs. Such member may vote for chapter, section, and international candidates, vote at the annual meeting, and if eligible, may hold elective office at any level.
- B. Section Member - A member who affiliates with 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 at the annual meeting, but may not hold elective office at any level.
- C. Member-at-Large - A member who affiliates with the Corporation, and does not affiliate with a section or a chapter. Such member may vote only for international candidates, and vote at the annual meeting, 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 any elective office.
 - 4) In sections where there are chapters, Student Pilot Members must be affiliated with a chapter.

- 5) Student Pilot Members shall convert to full 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 99s 1929 Charter document.
- B. Life Member - An Active 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 IBOD. No portion of life membership payments is refundable. A Life Member retains all benefits of membership and is exempt from annual membership dues.
- C. President Emeritus - A member who has served as a president. A President Emeritus retains all benefits of membership and is exempt from annual membership dues after serving her term as president.

Section 6. Transfer of Membership

- A. A member may change classification to that of a Section Member or a Member-at-Large by notifying Headquarters.
- B. A member may transfer into any section or to any chapter by notifying Headquarters.

Section 7. Termination, Suspension or Expulsion

- A. Membership shall be terminated by the IBOD 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 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 members voting.
 - 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 IBOD 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 IBOD voting.
 - 5) The decision of the IBOD is final and is effective immediately.

ARTICLE V: 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 IBOD, 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 are made by amendment to the standing rules. Dues are payable to the Corporation at Headquarters. Notice must be given of the change, according to the notice period as per Article XIV. 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 VI: ANNUAL MEETING

Section 1. The Corporation shall meet annually at a time and place approved by the IBOD. Official notice of the annual meeting shall be published in the international magazine. Online meetings are authorized as determined by the IBOD.

Section 2. Voting

- A. Every member who is credentialed by the Credentials Committee may exercise her vote at that meeting.
- B. If voting at an annual meeting will be in-person-only, a member may send her vote in advance using a proxy.
- C. If voting at an annual meeting will be available online, a member must attend the meeting either in person or online in order to cast her vote. Proxies are not permitted.

Section 3. A quorum shall be the presence of two (2) percent of the membership and the presence of credentialed members representing at least four (4) sections.

ARTICLE VII: INTERNATIONAL OFFICERS

Section 1. The elected officers shall be a president, vice-president, secretary, and treasurer.

Section 2. Eligibility

- A. Officers shall meet the eligibility requirements of a director as per Article VIII, Section 3.
- B. The president and vice-president shall have served one term on the IBOD at the time they assume office.

Section 3. Terms of Office - A term for an officer shall be as per Article VIII, Sections 4.A and 4.B.

Section 4. Duties

- A. General Duties. Officers 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.
- 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 IBOD. The president shall, when authorized by the IBOD, carry out the collective wishes of the members and she shall be the Corporation 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.
- C. 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.
- D. The secretary shall be responsible for accurate records of the annual meeting and meetings of the IBOD. She may perform such other duties as requested by the IBOD.
- E. 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.

Section 5. Vacancies

- A. The vice-president shall become the president in the event of a vacancy in the office of president.
- B. A vacancy in an officer position other than that of the president shall be filled as per Article VIII, Section 6.

ARTICLE VIII: INTERNATIONAL BOARD OF DIRECTORS

Section 1. General Powers. The management of the Corporation and its property is vested in the IBOD as stated in the certificate of incorporation, as amended.

Section 2. Composition

- A. The IBOD shall be composed of the four (4) officers, and four (4) directors.
- B. The immediate past president shall be an ex-officio voting member of the IBOD.

Section 3. Eligibility

- A. Members of the IBOD 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. An officer or a director may not serve concurrently in more than one international elective position.
- C. No two (2) members of the IBOD may be from the same chapter.

Section 4. Terms of Office

- A. A term for an officer or a director shall be two years. An officer or director shall hold office 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 the same office.
- C. The immediate past president shall serve one (1) term.

Section 5. Duties

- A. General Duties. 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.
- B. Among its other duties the IBOD 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.
- C. The IBOD may adopt its own procedural rules and may amend them by a majority vote.
- D. 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. Vacancies

- A. A vacancy in an officer or a director position other than that of the president shall be filled by action of the majority of the IBOD then in office, though less than a quorum, from a list of candidates submitted to the IBOD by the Nominating Committee.
- B. A vacancy in the immediate past president's position shall remain vacant until she is succeeded by the current president.

Section 7. Meetings

- A. Regular Meetings
 - 1) The IBOD shall meet at the annual meeting.
 - 2) The IBOD shall meet in the spring and the fall at such location, date, and time as set by the IBOD. The preferred and default location is Headquarters.
 - 3) The date, time, and location of regular meetings shall be published in advance of the meeting, as per the notice period in Article XIV. Section 1.B.
- B. Special Meetings
 - 1) Special meetings of the directors may be called with at least twenty-four (24) hours notice sent to each director.
 - 2) Such meeting may be by conference call to which at least five (5) members of the IBOD consent.
 - 3) A 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.
- D. Online meetings are authorized as determined by the IBOD.

ARTICLE IX: TRUSTS

Section 1. Establishment

- A. The IBOD may establish by resolution trusts to manage selected assets of the Corporation. The actual operation of each trust shall be governed by its individual trust resolution. The resolution shall comply with the bylaws and standing rules of the Corporation.
- B. Established trusts are:
 - 1) The Amelia Earhart Memorial Scholarship Fund (AEMSF) - Trustees shall obtain and manage the funds that comprise the AEMSF.
 - 2) The Amelia Earhart Birthplace Museum (AEBM) - Trustees shall obtain, collect, maintain, and manage funds, memorabilia, artifacts, and exhibits associated with the AEBM.
 - 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 MWP.

Section 2. 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.

Section 3. Eligibility

- A. Before 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.
- B. A trustee may not serve concurrently in more than one international elective position.

Section 4. Terms of Office

- 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 5. Duties

- A. The trust resolution shall be prepared and maintained by the respective trust. The trust resolution and any revisions shall be subject to the approval of the IBOD. Notice of IBOD approval or action shall be sent to the respective trust within 30 days of IBOD 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.

Section 6. Vacancies.

A vacancy in a trustee position shall be filled by action of the remaining respective trustees subject to the approval of the IBOD.

ARTICLE X: NOMINATIONS, ELECTIONS, AND REMOVALS

Section 1. Nominating Committee

- A. The Nominating Committee shall consist of five (5) members.
- B. 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.
- C. No two (2) members of the Nominating Committee may be from the same section.
- D. A Nominating Committee member may not serve concurrently in more than one international elective position.
- E. A term for a Nominating Committee member shall be two (2) years. Each Nominating Committee member shall serve until her successor is declared elected or appointed, or until her earlier death, resignation, or removal.
- F. A Nominating Committee member shall serve no more than two (2) consecutive terms.
- G. The Nominating Committee shall elect its own chairman.
- H. A vacancy on the Nominating Committee shall be filled by action of the majority of the IBOD from a list of candidates submitted to the IBOD by the Nominating Committee.

Section 2. Nominations for Elective Position

- A. 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.

Section 3. 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.
- B. In even-numbered years, the president, vice-president, secretary, treasurer, two (2) directors, three (3) members of the Nominating Committee, and the requisite number of trustees for each trust shall be elected.
- C. In odd-numbered years two (2) directors, two (2) members of the Nominating Committee, and the requisite number of trustees for each trust shall be elected.
- D. A plurality vote is required to elect officers, directors, trustees, and Nominating Committee members.
- E. In the event of a tie vote for any position on the sent ballot, a run-off election will be held at the annual meeting.
- F. All ballots, whether paper or electronic, shall be processed in accordance with the standing rules.
- G. Electronic elections are hereby authorized.

PROVISO

Article X, Section 3: For the 2022 election, the three Nominating Committee candidates with the highest number of votes will each serve a 2-year term, while the two Nominating Committee candidates with the next highest number of votes will each serve a 1 year term.

Section 4. Assumption of Duties. Officers, directors, trustees, and Nominating Committee members shall start their term and assume their duties at the close of the annual meeting at which they are declared elected, or sixty (60) days after the start of the fiscal year, whichever occurs first.

Section 5. Removal from Office

- A. An officer, director, or trustee shall be removed from office by a two-thirds (2/3) vote of the IBOD 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) if an officer or a director, a two-thirds (2/3) vote of the IBOD present at a regular meeting; or
 - 2) if a trustee, a two-thirds (2/3) vote of the remaining trustees in the respective trust.

- B. The trustees of a trust may vote to remove a trustee of the respective trust who demonstrates a repeated unwillingness to fulfill the fiduciary duties as a trustee or becomes sufficiently incapacitated to be unable to fulfill the fiduciary duties. This action requires a two-thirds (2/3) vote of the remaining trustees in the respective trust.

ARTICLE XI: COUNCIL OF GOVERNORS

Section 1. The Council of Governors is composed of the governor from each section. She shall represent her section at meetings of the IBOD. The vice-governor or a section officer may represent the section in the absence of the governor.

ARTICLE XII: 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 (IBL/SRC), Finance, Election Procedures, Long Range Planning, and Investment Fund Advisory.

Section 3. Committee Chairmen, except for the chairman of the Nominating Committee, shall be appointed by the president with IBOD's approval.

Section 4. Online committee meetings are authorized.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Section 1. The parliamentary authority defined in Article II shall govern the conduct of all meetings of the membership and the IBOD, in all cases where it is applicable, and in which it is consistent with these bylaws, other corporate governing documents, and/or any special rules this Corporation may adopt.

ARTICLE XIV: AMENDMENTS

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

- A. have been submitted by a chapter, section, IBL/SRC, Council of Governors, or the IBOD to the IBL/SRC by the published deadline;
- B. have been sent from Headquarters to all section governors, chapter chairmen, and Members-at-Large, and have been posted in the private section of the website, at least sixty (60) days prior to the annual meeting; 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.

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/Standing Rules Committee (IBL/SRC):

- A. The IBL/SRC shall be charged with reviewing, consolidating, and/or developing alternative bylaw amendments.
- B. The IBL/SRC 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 members 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 IBOD may amend the standing rules between annual meetings. Such amendments to become permanent must be ratified by the members at the next annual meeting by a majority vote with previous notice, as set forth in Section 1.B of this article.