



THE NINETY-NINES, INC.
STANDARD OPERATING PROCEDURE

International Bylaws and Standing Rules Committee
(IBL/SRC)

1. Purpose

The IBL/SRC shall maintain the International Bylaws (BLs) and Standing Rules (SRs) in accordance with the Certificate of Incorporation, the approved BLs and SRs, the laws of the state of Delaware, good business practices, and the approval of the International Board of Directors (IBOD). This Standard Operating Procedure (SOP) describes the actions the Committee will take to fulfill its purpose.

2. Applicability

This SOP applies to the IBL/SRC at the International level. Sections and Chapters may find this SOP useful for their own purposes and are encouraged to adopt the SOP in whole or in part where applicable.

3. Committee Membership

The President appoints the Chairman as specified in the BLs. The Chairman appoints at least two members to assist, as needed, and manages the committee to execute its responsibilities. Desirable experience of the members includes, but is not limited to: past management of a company or project, past legal or parliamentary skills or training, past authorship of corporate or project hierarchical governance or specification documentation.

4. Responsibilities

- 4.1. Maintain BL and SR Documents
- 4.2. Coordinate with the IBOD
- 4.3. Communicate with membership and IBOD
- 4.4. Prescribe the process for proposing amendments to BLs and SRs
- 4.5. Receive, review, and evaluate proposed amendments
- 4.6. Distribute proposed amendments for review by membership
- 4.7. Oversee the disposition of proposed amendments at the Annual Meeting

Each of these responsibilities is described in more detail in the sections below.

5. Maintain BL and SR Documents

- 5.1. The Chairman ensures that the following actions are taken:
 - 5.1.1. Maintain the approved copies of the BLs and SRs, current with all approved changes.

- 5.1.2. Maintain change logs for each document, listing previously approved changes, including dates and description of change.
 - 5.1.3. Maintain a historical copy of all proposed amendments and the disposition of each (approved/disapproved), to the extent such history is available, and going forward.
 - 5.1.4. Provide security and redundancy in the methodology of implementation and the media of the approved documents and amendments.
 - 5.1.5. Ensure that read-only copies of the approved BLs and SRs are easily accessible to all members, normally by inclusion in the library on the International website.
 - 5.1.6. Produce and provide access to the updated approved versions within 45 days of approval of amendments at the Annual Meeting.
- 5.2. Following the appointment of a new Chairman, the outgoing Chairman must provide to the incoming Chairman the approved copies of the BLs, SRs, change logs, historical amendments, and any in-work amendments. All documents shall remain the property of The Ninety-Nines, Inc. International Organization of Women Pilots.

6. Coordinate with International Board of Directors (IBOD)

- 6.1. The membership elects the IBOD to govern the Corporation. The IBL/SRC is an instrument of the IBOD with regard to the day-to-day governing documents, i.e. the Bylaws and Standing Rules. The Chairman ensures that the committee complies with the IBOD's goals, priorities, and decisions. The Chairman or her designated committee representative(s) shall
- 6.1.1. Communicate with the IBOD on a regular basis, both to receive their input and to inform them of the committee's activities and plans.
 - 6.1.2. Work with the IBOD every year to set and confirm the exact timeline relative to the date of the Annual Meeting. The revised timeline must meet the date requirements as described in Section 13 Typical Timeline of Activities.
 - 6.1.3. Attend the Spring and Fall IBOD meetings and present the proposed amendments for IBOD consideration. See Section 9 Receive, Review, and Evaluate Proposed Amendments for specific coordination requirements in advance of the Spring Board meeting.
- 6.2. The IBOD may, on its own, temporarily approve Standing Rule amendments between Annual Meetings. These amendments must then be distributed to the membership on the normal timeline (i.e. 60 days ahead of the Annual Meeting) for membership review and be presented at the next Annual Meeting for approval. The IBL/SRC shall assist the IBOD as needed with the preparation and review of these amendments.

7. Communicate with Membership

- 7.1. Communicate with the membership as needed regarding the purpose and value of the Bylaws and SRs. The methods of communication are at the discretion of the committee, using presentations at seminars and workshops at member meetings and webinars, and written communications in 99s' periodic publications, forums, or the website. . The committee shall :

- 7.1.1. Ensure Sections and Chapters, are aware of the process for submitting proposed BL and SR amendments (see Section 8 Prescribe the Process for Proposing Amendments to BLs and SRs).
- 7.1.2. Notify the membership of the deadline for submission of proposed amendments to the committee. Notification should be via multiple written member publications, but can include oral discussion opportunities, approximately 90 days prior to the deadline for receipt by the committee. Notifications should be repeated as the timing of the publications allow.
- 7.1.3. Respond to questions from member entities planning to submit amendments, and, if necessary, assist with proper wording, form, completeness, and rationale. If necessary, advise submitters of the identity of other International committees with which they should coordinate, or other BLs or SRs they should review, for potential impacts or conflicts.
- 7.1.4. Maintain impartiality as a committee and not campaign for or against any proposed amendment.

8. Prescribe the Process for Proposing Amendments to BLs and SRs

- 8.1. In accordance with the Bylaws, Bylaw amendments may be submitted by: Chapter, Section, IBL/SRC, IBOD, or the Council of Governors. This process is reasonably extended to cover amendments to the Standing Rules.
- 8.2. The IBL/SRC-prepared “Instructions for Submitting Proposed Amendments to the Bylaws and Standing Rules” (Instructions) describes the process for submitters to follow. The Instructions must contain clear and concise instructions to the membership regarding the “who, what, when, where, and how” amendments may be submitted for consideration at the Annual Meeting. The Chairman or her designated Committee member should
 - 8.2.1. Post the Instructions as a separate document in the library on the International website.
 - 8.2.2. Update the Instructions as necessary.
 - 8.2.3. The normal deadline for submission of proposed amendments is 31 December, assuming the Annual Meeting takes place in July of the following calendar year. This allows time for IBL/SRC review, evaluation, and coordination prior to the Spring IBOD meeting in March. Bylaw amendments submitted after Dec 31 will not be considered for the docket of the next Annual Meeting but may be considered for a subsequent year. Exceptions are SR amendments from the IBOD which can go through the process at any time, and amendments from delegates to the Annual Meeting after notice has gone out (see 8.3).
 - 8.2.4. If the Annual Meeting is scheduled for a time other than July, the IBL/SRC will modify the timeline to permit sufficient time for all parties to consider proposed amendments. This revised timeline may require either an early Spring or a special IBOD meeting to consider the proposed amendments.
- 8.3. In accordance with the Bylaws, delegates to the Annual Meeting may propose Standing Rule amendments “without previous notice.” Such an amendment is called an “ad hoc late Standing Rule amendment,” and the membership will first hear of this amendment at the Annual Meeting. For purposes herein, a delegate is a member of a

Chapter or Section and is acting as a representative of such. The IBOD is also permitted to submit such amendments. The following constraints apply:

- 8.3.1. Must be submitted to the IBL/SRC, following all other “Instructions” except the due date.
- 8.3.2. Must be received at least 30 days prior to the Annual Meeting. This allows time for the IBL/SRC to review and evaluate it, coordinate with other committees and the IBOD, and include the item in the Annual Meeting presentation(s).

9. Receive, Review, and Evaluate Proposed Amendments

- 9.1. All proposed amendments to the BLs and SRs, no matter who is submitting or when, must be submitted to and received by the IBL/SRC. The committee takes the following actions in response:
 - 9.1.1. Evaluate proposed amendments for compliance with the Instructions.
 - 9.1.2. Evaluate proposed amendments for clear and proper language, and for logical rationale.
 - 9.1.3. Evaluate proposed amendments to determine if the submitter included amendment related BLs or SRs to avoid a contradiction or conflict.
 - 9.1.4. Evaluate proposed amendments to determine if the submitter coordinated with other potentially impacted International committees.
 - 9.1.5. Forward all proposed amendments to the IBOD within thirty days of receipt of the proposal .
 - 9.1.6. Determine whether a proposed amendment will be accepted or returned to the submitter.
 - 9.1.6.1. Discuss issues with the submitter and assist in revising the proposed amendment to meet requirements as stated in the Instructions.
- 9.2. If a proposed amendment is returned, send a written explanation to the submitter with rationale for its return. A copy of the explanation shall also go to the IBOD and the submitting entity’s Governor if applicable. The Chairman shall coordinate with the International Headquarters Manager so that the return letter goes out no later than the same day that the approved amendments are mailed to the membership.
- 9.3. Criteria for returning a proposed amendment includes, but is not limited to, the following:
 - 9.3.1. failure to meet deadline(s)
 - 9.3.2. failure to identify related areas impacted
 - 9.3.3. faulty, irrational, or illogical rationale
 - 9.3.4. incorrect format, especially failure to follow the Instructions
 - 9.3.5. failure of the proposed amendment to solve the identified problem
 - 9.3.6. failure to provide meeting minutes authorizing submittal
 - 9.3.7. for ad hoc late SR items: amendment is too complex for shortened timeline

- 9.3.8. for ad hoc late SR items: no harm will come by re-submitting on the normal timeline
- 9.4. Send all committee approved proposed amendments on or about 15 February, or as coordinated with the President, to the General Counsel for impact and legality, to the International Treasurer for financial impact, and to the Parliamentarian for possible issues. Based on this feedback, the IBL/SRC may choose to revise the proposed amendment(s) in coordination with original submitter of amendment. The IBOD may also provide revisions.
- 9.5. Unless otherwise coordinated with the President, present to the IBOD all proposed amendments, inclusive of the feedback from the General Counsel, the International Treasurer, and the Parliamentarian, and the recommendation of the IBL/SRC, for IBOD review and consideration prior to the Spring IBOD meeting.
- 9.6. At the Spring IBOD meeting, the Chairman presents the proposed amendments and participates in discussions. The IBOD will formally go on record for each proposed amendment with either “concur” or “does not concur” along with an explanation of their reasons for non-concurrence.
- 9.7. For ad hoc late SR amendments, evaluate and present them to the IBOD with a recommendation prior to the Annual Meeting. The IBOD should review any ad hoc late SR amendments and make recommendations (“concur”, or “does not concur” along with an explanation of their reasons for non-concurrence) prior to the Annual Meeting.

10. Distribute Proposed Amendments for Review by Membership

- 10.1. Submit formal files containing the proposed amendments to the International Headquarters Manager and the International Secretary no later than 30 April, including:
 - 10.1.1. Impact statements from the General Counsel and Treasurer
 - 10.1.2. IBOD recommendation(s): concur or does not concur
 - 10.1.3. Cover letter to Chapter Chairs, Governors, Trust Chairs, and Members-at-Large
- 10.2. The International Headquarters Manager distributes the proposed amendment package (above) to the membership no later than 60 days prior to the Annual Meeting.
- 10.3. The Headquarters Manager posts proposed amendments to the library on the International website no later than 60 days prior to the Annual Meeting.
- 10.4. Communicate with the membership regarding the content of amendments out for their review via 99s’ website, forum, webinars and/ or the electronic newsletter.
- 10.5. Chapters and Sections who so desire, as part of their review, may submit to the IBL/SRC proposed modifications to BL and/or SR amendments no later than 30 days prior to the Annual Meeting, for proper evaluation and incorporation into the committee’s presentation(s).
- 10.6. Submitters of modifications to proposed amendments must ensure their proposed amendments meet the following requirements:
 - 10.6.1. Include detailed rationale for each proposed change
 - 10.6.2. Address perceived errors and/or omissions in the original amendment

- 10.6.3. Submit only changes that are not complex or lengthy
- 10.6.4. Do not propose changes which address a new or different problem
- 10.6.5. Do not propose a change which is more restrictive than the original amendment
- 10.7. With the consent of the IBOD, the IBL/SRC may accept or reject modifications to amendments from consideration at the Annual Meeting at which the associated amendments will be voted on.
- 10.8. The International Secretary will ensure the proposed amendments are included in the Annual Meeting materials.
- 10.9. Submit the committee's annual report to the HQ Manager no later than 60 days prior to the Annual Meeting for inclusion in meeting materials.

11. Oversee the Disposition of Proposed Amendments at the Annual Meeting

- 11.1. Delegates at the Annual Meeting vote on the disposition of amendments to BLs and SRs by approval, disapproval, amended approval, or tabling. Normally, delegates will have had a chance prior to the meeting to review and, if appropriate, take direction from their Sections or Chapters on how to vote. Ad hoc late SR amendments may be voted on without a prior review.
 - 11.1.1. The Chairman consults with the President and the Parliamentarian to coordinate discussion of the proposed amendments.
 - 11.1.2. If, at any time during the development of an amendment to either BLs or SRs, issues arise which cannot be fully resolved prior to the Annual Meeting, the IBL/SRC may return that amendment for further consideration. The committee must work with the submitting party to resolve the issues and bring the returned amendment back to the members at the next Annual Meeting for vote, unless the submitting party has withdrawn the proposal.
 - 11.1.3. The committee, if required, makes a presentation and answers questions about the proposed BL/SR changes at a communications session, if held, prior to the Annual Meeting.
 - 11.1.4. The Chairman presents the proposed amendments to the delegates at the Annual Meeting prior to the voting.
 - 11.1.5. Chapters or Sections which have submitted a modification to an amendment, which has been approved by the IBL/SRC, must make a motion and second that motion to include their change in that amendment.
- 11.2. The Bylaws specify the number of votes required to approve an amendment. As of the date of this SOP, voting is as follows:
 - 11.2.1. Motions to amend proposed amendments require 2/3 vote of the delegates in order to be included in the wording of the version being voted on subsequently.
 - 11.2.2. Amendments to BLs, including related SRs, require 2/3 vote of the delegates.
 - 11.2.3. Standalone SR amendments which were sent out at least 60 days prior to the Annual Meeting for membership review require a majority vote of the delegates.

- 11.2.4. Ad hoc late SR amendments which were not sent out 60 days prior for review require 2/3 vote of the delegates.
- 11.3. The IBL/SRC committee may decide to return a proposed amendment for reconsideration, based on feedback from the membership and presentation of additional information to consider. The committee must work with the submitting party to resolve the issues and bring the returned amendment back to the members at the next Annual Meeting for vote, unless the submitting party has withdrawn the proposal.
- 11.4. Following the Annual Meeting, the IBL/SRC incorporates the approved amendments into the relevant corporate documents.
 - 11.4.1. The IBL/SRC prepares an updated copy of the International Bylaws, Standing Rules, Index, and List of Bylaw and Standing rule Amendments, as amended and approved in the Annual Meeting by the membership.
 - 11.4.2. Within 45 days following the Annual Meeting, send the updated documents to Headquarters.
- 11.5. 99s Headquarters is responsible for document control.
 - 11.5.1. Headquarters stores the documents on the website, and makes the .pdf version available in the online library
 - 11.5.2. Headquarters sends the updated documents to the IBOD. The Bylaws, Standing Rules, and Certificate of Incorporation are published in the printed version of the membership directory and maintained online in the Library.

12. Approval

- 12.1. Authorizing body: This revision of the IBL/SRC SOP is approved by majority vote of the IBOD.
- 12.2. Approval date: [date needed]

13. Typical Timeline of Activities

The following sequence of dates and activities is intended to be used as a guide to the IBL/SRC, which should prepare a more detailed schedule for the actual tasks necessary to support each Annual Meeting and other activities. When preparing the detailed schedule, the IBL/SRC will use its judgment in applying the min/max days to the Offset Event, taking into account the day of the week, weekends, month end, etc. The timeline begins and ends with the Annual Meeting, since the date of that meeting drives much of the work. Abbreviations and acronyms (including “PA” for “Proposed Amendment”) are used liberally for spacing.

Typical Date / Timeframe	Days Duration of Activity	Deadline -Min Days Before +Max Days After	Offset Event	Action or Event
Early July			Annual Meeting	Annual Meeting (typical date)
Early Aug		+30	Annual Meeting	Prepare detailed schedule for the year of actual tasks, per 6.1.2
Late Aug		+45	Annual Meeting	Update BL & SR based on voting at the Annual Meeting. Send updated versions to HQ Manager for posting on website
Late Sept	60	-150	Spring IBOD mtg ¹	Update and approve “Guidelines”, if needed. Revised version posted on website
1 Oct		-150	Spring IBOD mtg	Publish deadline reminder for PA submissions (repeat until deadline)
1 Oct – 31 Dec	90	-60	Spring IBOD mtg	IBL/SRC prepares its PAs
1 Oct – 31 Dec	90	-60	Spring IBOD mtg	Coordinate/guide member entities preparing PAs
31 Dec		-60	Spring IBOD mtg	Deadline for submission of PAs
1 Jan – 15 Feb	45	-14	Spring IBOD mtg	Review/evaluate PAs; coordinate w/IBOD, committees, advisors. Prepare draft PAs.

¹ Note: if the IBOD holds a Special Meeting to consider PAs, then create an additional schedule of events with similar day offsets from the date of this Special Meeting.

Typical Date / Timeframe	Days Duration of Activity	Deadline -Min Days Before +Max Days After	Offset Event	Action or Event
15 Feb		-14	Spring IBOD mtg	Committee Chairman briefs IBOD prior to Spring meeting
15 Feb		-14	Spring IBOD mtg	Send PAs to General Counsel, Treasurer and Parliamentarian for review, comment, impact statements
Late Feb		-7	Spring IBOD mtg	Receive impact statements from General Counsel, Treasurer, Parliamentarian
Late Feb	7	-7	Spring IBOD mtg	Revise draft PAs per feedback
Early Mar		-120	Annual Meeting	Spring IBOD meeting; IBOD concurs/does not concur with each PA
1 Mar – 29 Apr	60	-60	Annual Meeting	Prepare formal BL, SR files and data to distribute to membership
1 Mar – 29 Apr	60	-60	Annual Meeting	Prepare annual report to publish in Annual Meeting booklet
Early May		-60	Annual Meeting	Send PA files, impacts, cover letter to HQ Manager and Secretary; submit annual report; latest date for sending rejection letters
Early May		-60	Annual Meeting	HQ Manager distributes paper PAs and data to Chapter Chairs, Section Governors, Trust Chairs and Members-At-Large
1 May – 30 Jun	60	-7	Annual Meeting	Prepare Annual Meeting presentations
1 May – 30 Jun	60	-7	Annual Meeting	Communicate PAs to members, via channels outlined in section 10.4
Early Jun		-30	Annual Meeting	Ad hoc late SR standalone PAs submitted to IBL/SRC
Early Jun		-30	Annual Meeting	Chapter/Section modifications to PA's submitted to IBL/SRC
Jun – Early Jul	30	-1	Annual Meeting	Review/evaluate/coordinate/approve ad hoc late PAs and PA mods
Early Jul		-1	Annual Meeting	Conduct communication session prior to Annual Meeting
Early Jul			Annual Meeting	Members vote to approve/not approve PAs

