

**AMENDED RESOLUTION GOVERNING THE NINETY-NINES
MUSEUM OF WOMEN PILOTS**

WHEREAS, The Ninety-Nines, Inc., International Organization of Women Pilots hereinafter referred to as "The Ninety-Nines," and the Board of Trustees of The Ninety-Nines Museum of Women Pilots, hereinafter referred to as "Board of Trustees" are interested in the growth, development, perpetuation, maintenance, improvement and enhancement of The Ninety Nines Museum of Women Pilots, hereinafter referred to as "The Museum;" and;

WHEREAS, the Board of Trustees require an independent status as to the governance, direction and administration to properly carry out the duties and responsibilities of The Museum, and;

WHEREAS, The Ninety-Nines, owners of The Museum, desire the growth and development of The Museum;

THEREFORE, be it resolved that:

FIRST: The name shall be The Ninety-Nines Museum of Women Pilots, established in 1998, located at 4300 Amelia Earhart Lane, Oklahoma City, Oklahoma.

SECOND: The primary goal of the Board of Trustees is to administer the operation, stabilization, and improvement of the Museum through fund raising, preserving and maintaining the collection of the Museum in Oklahoma City.

THIRD: In the accomplishment of that goal, the Board of Trustees shall have the power and independence to carry out its direction, mission and purpose. With the cooperation of The Ninety-Nines, and their counsel and advice, the Board of Trustees shall be able to accomplish each and every goal.

FOURTH: The Board of Trustees further resolve that in order to accomplish its intended goals, it shall have the right of self determination that allows the Trustees, on a long range basis as well as a short-term annualized basis, to establish goals for the development and enhancement of The Museum.

FIFTH: The financial objective of the Board of Trustees shall be to obtain, collect, maintain and manage funds in a permanently restricted account(s), in order to support the development, growth, collection, perpetuation, enhancement and maintenance of The Museum which contains the history and memorabilia of women pilots.

SIXTH: The duties and responsibilities of the Board of Trustees shall be to promote the growth and development of The Museum. This includes fund raising, long-range planning, management, memorabilia/artifact collection, exhibition, and investing monies in a prudent manner.

SEVENTH: The Board of Trustees shall provide the Ninety-Nines Board of Directors with regular financial reports. The Trustees shall provide the Board of Directors with an annual budget, a plan for accomplishing that budget and a 10-year Museum Operating Plan on the first day of February of each year. The Museum Operating Plan shall be revised and updated as necessary. It is agreed that The Ninety-Nines will be supportive, both financially and otherwise. Further, the Board of Directors who represent the membership of The Ninety-Nines shall, upon a majority vote, approve the Board of Trustees' annual budget and Museum Operating Plan.

EIGHTH: Based on the fiscal year of The Ninety-Nines, the Trustees shall submit a complete report of the administrative activities and a full financial report at the Annual Meeting of The Ninety-Nines.

NINTH: It shall be the duty of the Board of Trustees to receive and manage all funds contributed to The Museum. All funds received by the Board of Trustees shall be kept in federally insured account(s) in Oklahoma City, Oklahoma. "The Ninety-Nines Museum of Women Pilots" shall be the name affixed to each investment and deposit. The Board of Trustees shall have responsibility for day to day management of the investments in consultation with professional financial advisors. Repositioning of funds shall be authorized by a majority of the Trustees. The revenue earned shall be made available for specific museum-related projects at the discretion of the Trustees.

TENTH: The membership of The Ninety-Nines will elect the Trustees of The Museum as stated in the Bylaws, Article 8.6 and Article 9.6. The Trustees shall be composed of six (6) elected members of The Ninety-Nines. The Ninety-Nines President shall be an ex-officio trustee without a vote. Each Trustee shall be elected for a term of three (3) years or until a successor(s) is elected or appointed. Elected trustees may serve up to two (2) consecutive terms. The officers of the Board of Trustees shall be elected annually by the Trustees. The Trustees shall appoint three Oklahoma-area Trustees, subject to the approval of The Ninety-Nines Board of Directors. Appointed Trustees shall serve one-year terms.

ELEVENTH: In the event of dissolution of The Ninety-Nines, the assets of The Ninety-Nines Museum of Women Pilots shall be distributed as determined by the Board of Directors in accordance with the Articles of Incorporation.

THIS RESOLUTION supercedes the Resolution for The Ninety-Nines Museum of Women Pilots that was approved by The Board of Directors on March 7, 1998, and is adopted this 8th day of November, 2002

Accepted by: Jody McCarrell Date: 11/08/2002
Jody McCarrell, President
The Ninety-Nines, Inc.

Accepted by: Elaine Morrow Date: 11-08-2002
Elaine Morrow,
Vice President
The Ninety-Nines, Inc.

Accepted by: Cecile Hatfield Date: 11/8/02
Cecile Hatfield, Esq.
General Counsel for
The Ninety-Nines, Inc.

Accepted by: Anita Lewis Date: 11-8-02
Anita Lewis, Chairman
The Ninety-Nines Museum
Of Women Pilots

Accepted by: Gene Nora Jessen Date: 11-8-02
Gene Nora Jessen, Treasurer
The Ninety-Nines Museum
Of Women Pilots