

THE NINETY-NINES, INC.

International Board of Directors Board Operating Policies & Procedures Responsibilities

General Responsibilities of the Board of Directors

The Board shall establish the policies and procedures of The Ninety-Nines, Inc., and shall oversee annual conventions (conferences), International committees and all publications. Each decision, motion, vote, or commitment of funds will be made based on its relationship to, and in support of the Mission Statement, along with the strategic objectives of the organization.

The Board of Directors and General Counsel will review professional and service contracts annually.

All Board members are expected to attend four (4) Board meetings per year. All Board members shall maintain confidentiality of actions taken during Executive Sessions.

Committee Liaison Responsibilities

Each Director, as liaison, shall write a 'contact letter' to their respective International Committee Chairmen, and Trust within 30 days after the Annual Business Meeting or their date of appointment. The letter shall serve as an opportunity to introduce themselves and to apprise each Committee Chair, and Trust of budget amounts, and as notification that special requests may be made for additional funding as long as it is justified.

Six weeks before each Board meeting, each Director shall contact their Committee Chairmen, and Trust, requesting a written report. At the Board meeting, in the absence of a Committee Chair, or Trust, the Director shall read the report(s) and shall assist Headquarters in maintaining current governing documents.

A Director may request that the official 99s letterhead template of the organization be provided to committee chairs, as desired.

Correspondence

All correspondence initiated by a Board member shall be sent to each member of the Board of Directors, Headquarters Manager and General Counsel. All correspondence is to be appropriate to The Ninety-Nines, Inc.

Representation

If a member is appointed to serve as the President's representative at a Section meeting or other function, she shall prepare a written report of the event and circulate it to the Board of Directors and Headquarters Manager. The President shall notify the Governor of the official Board Representative and request consideration of registration fees and time on the Section Business Meeting agenda.

Board members attending section meetings, will do so at their own expense. Any participation in these meetings, other than as a guest, will be at the discretion of the Section Governor.

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All requests for Board members to represent The Ninety-Nines, Inc. at events or with other organizations shall be approved by the President.

Photographs/Biographies

All newly elected Board members will provide an 8 x 10 color photograph to Headquarters within thirty (30) days after the election results are known.

By December 15 of each term, members of the Board shall send a complete biography, as well as a condensed updated biography to Headquarters and the Webmaster, enabling them to respond to requests for information.

Responsibilities of Officers

Elected officers shall carry out the responsibilities of their positions in accordance with the Bylaws, Standing Rules and Standing Operating Procedures of the organization.

PRESIDENT

Shall preside at the Annual Business Meeting and all meetings of the Board of Directors. She may make motions and vote.

Shall present a yearly report at the Annual Business Meeting.

Shall announce proposed Standing Committee Chairmen and other appointments at the Post-Convention Board Meeting or during the year, if vacancies occur.

Shall formulate matters of policy for Board consideration.

Execute contracts.

Is signatory on all bank accounts.

Answer correspondence addressed to the corporation or to the Board of Directors.

Between Board meetings, the President shall provide guidance and direction to the Headquarters Manager on matters related to policies established by the Board of Directors. When an issue arises for which no Board policy exists, the President shall confer with the Board of Directors. If there is insufficient time, the President shall provide direction using her best judgment and shall immediately notify the Board of Directors.

Spend time away from home conducting the business of the corporation, as required.

Shall submit receipts for reimbursement of presidential expenses up to budgeted allowance.

Shall strive to attend all Section meetings once during her term.

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Write a regular column for the *99 News*.

The President determines and presents the President's Award.

If necessary, the President is authorized to approve a temporary transfer of Board designated funds on the recommendation of the Finance Committee. When between Board meetings, the President shall send a written notice of the approved transfer to the Headquarters Manager before the transfer is executed.

Shall conduct an annual review of the Headquarters Manager. With the approval of the Headquarters Manager, the Immediate Past President and General Counsel shall assist with the review.

VICE PRESIDENT

Shall assist the President in the performance of her duties and shall preside at any meetings during the President's absence.

Shall execute contracts with the President.

Shall serve as the primary liaison with all Governors and is the Board contact with the Council of Governors. Along with the Council of Governors Spokesperson, the Vice-President shall prepare a synopsis of each Board meeting, which will be in the next *Dispatch* following the meeting. The Council of Governor's Spokesperson shall also distribute a copy to each Governor.

Shall serve as the Board liaison for International convention/conference planning.

When requested, the Vice President shall represent the President and The Ninety-Nines, Inc., as required.

Shall assist other officers in their duties to aid in a harmonious operation of the Board.

Shall maintain the Board Operating Policies and Procedures (BOPPs), International Committee Standard Operating Procedures (SOPs) and International Headquarters Operating Procedures.

SECRETARY

Shall be responsible for recording and transcribing all minutes of the corporate Board meetings and condensed minutes of the Annual Business Meeting in an approved format.

Shall maintain records of those in attendance at the Board meetings.

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At the direction of the President, the Secretary shall coordinate the attendance of Board members at the Spring and Fall section meetings. She shall provide a summary to the President for notifying the Section governors, with a copy to all board members.

Shall supply motion forms at all meetings. The corporate minutes will contain a brief recording of major decisions and discussions and a verbatim recording of all motions made, along with the outcome. The minutes will note that all written reports and correspondence are on file at Headquarters in Oklahoma City.

Shall submit for Board appointment, recommendations of three Board members to read and approve the minutes of each Board meeting.

Shall provide a copy of all motions and consensus actions to Board members by the conclusion of each Board meeting. The motions and consensus actions will also be given to the Council of Governors Spokesperson.

The Board of Directors, if necessary, may vote by fax or email as outlined in the Board Operating Policies and Procedures – Protocol/Voting.

The Board of Directors, General Counsel, Parliamentarian and Bylaws Committee Chair shall receive copies of the minutes, of each meeting, no later than 60 days after each meeting. By request, the three most recent Past Presidents may also receive copies of the minutes.

The original minutes will be filed at Headquarters in Oklahoma City. A file containing the minutes that are recorded during a term shall be submitted to Headquarters. The minutes will then be added to the Minutes and Records database.

Six weeks before Board meetings, the Secretary shall remind all Board liaisons to contact their Committee Chairmen and Trusts for agenda items.

Shall remind the President of any special orders or unfinished business resulting from an earlier meeting in time for preparation of the Board Meeting agenda.

Summarize actions during the past year for an annual written and oral report, to be presented at the Annual Business Meeting.

Appoint three Governors to the 'Committee to Read and Approve' the Annual Business Meeting minutes and supply them with a draft copy for their review and input. Final minutes shall be forwarded to the Governor's Spokesperson and Webmaster to be posted on the website within two (2) months after the Annual Meeting.

By the first of the month, preceding an annual convention/conference, obtain reports from the Governors, International Committee Chairs and Trusts and forward them to Headquarters with the condensed annual minutes to be duplicated and included in the delegate packets for the convention/conference.

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Send certificates of appreciation as directed by the Board of Directors.

TREASURER AND FINANCE COMMITTEE

The Finance Committee is a standing committee per the bylaws, which acts in an advisory capacity to the Board of Directors for all matters dealing with budgets and financial management of The Ninety-Nines, Inc.

The Finance Committee is composed of at least five members, more as necessary or desired and is chaired by the Treasurer. At least one of the members should be a non-board member and highly experienced in financial and accounting matters who will be willing to attend the bi-annual meetings of the committee. The committee members are appointed by the Treasurer and serve in conjunction with the Treasurer's term of office.

The Finance Committee shall meet at least twice a year in conjunction with the Spring and Fall meetings of the Board of Directors and more often as necessary.

The budget preparation for presentation at the Spring Board Meeting is the primary responsibility of the committee. The Treasurer shall prepare a preliminary budget to be disseminated to the committee members approximately 2-3 weeks prior to the meeting and discussion shall ensue as to any modifications which more appropriately reflect the financial expectations of the organization.

Note that budgets for the various trusts are prepared by their respective Trustees and monitored by those same Trustees.

Other responsibilities of the Treasurer:

- a. She is a signatory on all Headquarters bank accounts.
- b. She is a signatory on all accounts using the International EIN number.
- c. She is a signatory on all brokerage accounts.
- d. She prepares financial reports for all BOD meetings along with budget comparisons.
- e. Requests copies of 501(c) (3) reports completed by the Sections.

She is authorized to approve temporary transfers of Board designated funds upon recommendation of the Finance Committee between Board meetings. The Treasurer shall send a written report of the approved transfer to the Headquarters Manager before the transfer is executed.

Note: The FYE of the organization is May 31.

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Calendar Items for Treasurer:

January 15: Review six-month financial data for headquarters accounts. Note any unusual balances or transaction and resolve them with Headquarters Manager and/or President. Distribute six-month financial statements for Headquarters and Trusts to Finance Committee members.

January 15: Final due date for Form 990 for previous May 31 year end if on extension. Confirm with Headquarters Manager that this was filed in a timely manner.

February 1: Contact those committee chairmen responsible for budget line item(s) to determine their needs for the subsequent fiscal year.

February 15 (approx): Distribute to Headquarters a balance sheet and profit and loss statement for the eight-month period ending January 31 to the Finance Committee along with a proposed budget of the subsequent fiscal year end. Request input in preparation for the Finance Committee meeting held in conjunction with the Spring Board Meeting.

March 30: Review nine-month financial data for Headquarters accounts. Note any unusual balances or transaction and resolve them with Headquarters Manager and/or with President. Distribute nine-month financial statements for Headquarters and Trusts to Finance Committee members.

June 20 (approx): Make available FYE balance sheets and P&Ls for Headquarters account and all Trusts to the delegates at the annual meeting. As much as possible, the statements should be in an easy to read format and should summarize the information to avoid unnecessary detail. The Treasurer should be intimately acquainted with the statements and prepared to explain them to the delegates and answer questions. The use of footnotes is highly advised.

June 30 (approx): Review twelve-month financial data for Headquarters Accounts. Note any unusual balances or transaction and resolve them with Headquarters Manager and/or with President.

September 30: Review three-month financial data for Headquarters Accounts. Note any unusual balances or transaction and resolve them with Headquarters Manager and/or with President. Distribute three-month financial statements for Headquarters and Trusts to Finance Committee members.

October 15: Confirm that Form 990 or extension has been filed for May 31 year-end.

Note: As the annual meeting is typically in July and very close to the May 31 fiscal year-end, it is often impossible to prepare timely and accurate financial statements AND include them in the meeting packet. If the statements cannot be included in the packet, copies will be made available for all delegates at the annual business meeting if at all possible.

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RESPONSIBILITIES OF NON-OFFICER BOARD MEMBERS

Organize and follow-through with special projects.

Serve on all Board committees at the request of the President (see the Standard Operating Procedures for International Committees for specific list of committee/liaison assignments).

Must be familiar with the functions of the officers and Headquarters staff, and be available to move into an officer position, should one become available.

Be available to represent the President at section meetings, and as the President's designated representative, be afforded the amenities normally given to the President.

RESPONSIBILITIES OF IMMEDIATE PAST PRESIDENT

Shall act as an advisor to the current President.

Shall Assist in the continuity of the Board by being liaison to the Nominating Committee.

May Assist the President with an annual employee performance review of the Headquarters Manager with the permission of the Headquarters Manager.

Shall maintain good communication with the overseas sections and members. Should try, if possible, to meet with overseas members in their section or country.

Shall Be the goodwill ambassador for The 99s and represent the President when requested.