

THE NINETY-NINES, INC.

International Board of Directors Board Operating Policies & Procedures Voting

I. Conflict of Interest

A Board member who has a personal or vested interest in an issue being discussed by the Board shall declare herself ineligible to vote on that issue.

II. Email Voting Procedures

Voting by email shall be permitted as needed on specific issues, which have been previously discussed by the Board of Directors and that require additional information before a vote can be taken. The President shall initiate the email vote. The Secretary shall notify all Board members by email that an email vote has been requested.

Votes cast by email shall be sent to the President and the Secretary but may be sent to all Board members at the discretion of the voting individual within three (3) days of the request. The Secretary will contact those members of the Board who have not returned their vote within four (4) days.

The Secretary shall report the results to each member of the Board in a report containing the names and vote cast by each Board member.

III. Phone Voting Procedures

Voting by conference calls shall be permitted as needed, following discussion. The President shall initiate the phone conference call vote.

IV. Ratification of Email and Telephone Votes

The results of email and telephone votes will be read into the Minutes of the next official Board meeting and the actions will be ratified.

V. Proxy Voting Procedures

Proxy voting at International Board Meetings is not permitted, according to Delaware code.

VI. Voting at Annual Meeting

Board members seated at the Annual Meeting shall render a silent vote.
Board members participating in debate shall do so from the floor.