

BYLAWS OF THE AUSTIN CHAPTER
OF THE SOUTH CENTRAL SECTION OF
THE NINETY-NINES, INC.

ARTICLE I. NAME

The name of this organization shall be the Austin Chapter of the South Central Section of the Ninety-Nines, Inc.

ARTICLE II. PURPOSE

The purpose of the Austin Chapter of the South Central Section of the Ninety-Nines, Inc., is exclusively for educational, charitable, benevolent and/or scientific activities and purposes within the meaning of 501 (c) (3) of the Internal Revenue Code of the United States and in particular to promote aeronautical science and aviation safety by such means as are consistent with the educational, charitable, benevolent and/or scientific activities of the corporation.

ARTICLE III. AFFILIATED ORGANIZATIONS

The Austin Chapter is an association and is affiliated with the South Central Section of the Ninety-Nines, Inc., a corporation, and with the Ninety-Nines, Inc., a Delaware corporation. That the Ninety-Nines, Inc., a Delaware corporation, publishes a membership directory annually which sets forth its Certificate of Incorporation and its Bylaws. That this Chapter adopts the Articles of Incorporation and the Bylaws of the Ninety-Nines, Inc., and of the South Central Section of the Ninety-Nines, Inc., as if set forth herein.

ARTICLE IV. NON-PROFIT ASSOCIATION

The Association shall not be operated for profit but solely for the purposes set forth in the Articles of Association.

ARTICLE V. NET EARNINGS

No part of the net earnings of the Association, nor any of its assets, shall ever inure to the benefit of any private individual.

ARTICLE VI. DISSOLUTION

Upon dissolution of this Association, all assets, after payment of the Association's obligations, together with any income earned therefor, shall be transferred or conveyed to one or more domestic corporations, societies or organizations engaged in activities substantially similar to those of this Association, provided such domestic corporations, societies or organizations are exempt from Federal Income Taxes in accordance with Section 501 (c) (3) of the Internal Revenue Code of the United States of America.

ARTICLE VII. POLICIES ON LEGISLATION AND POLITICAL ACTIVITIES

The Association shall never, as a substantial part of its activities, carry on any propaganda program or otherwise attempt to influence legislation and shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE VIII. STANDING RULES

- A. The Standing Rules attached herewith shall be the procedures and rules required for the orderly and efficient operation of the Chapter.
- B. The Standing Rules shall be reviewed annually, prior to the publication of the Ninety-Nines Directory, or amended and/or enlarged when deemed necessary for the operation of the Chapter and its activities.
- C. The Standing Rules may be amended by a two-thirds vote of members present at a regular business meeting.

ARTICLE IX. MEMBERSHIP

- A. Requirements and classification of membership shall be as stated in Article IV of the International Bylaws (classification, transfer, termination, and reinstatement qualifications).
- B. A member transferring to the Austin Chapter from another chapter or section of the Ninety-Nines, Inc. may indicate her desire to become a member of the Austin Chapter by notifying International Headquarters of the transfer.

ARTICLE X. ORGANIZATION

A. ELECTIONS

- 1. Nominees for office shall be active members in good standing and must give their consent to have their names placed on ballots.
- 2. Each nominee shall have been a member of the Ninety-Nines for at least six (6) months.
- 3. Nominations for officers for the coming year will be submitted at the March meeting by the Nominating Committee. Self-nominations or nominations from the floor will be accepted at the April meeting.

4. Elections of chapter officers, including runoff elections, will be conducted by mail or by any other method that allows all Chapter members to vote by secret ballot.
5. Election shall be by a majority vote of valid ballots cast.
6. In case of a tie, a run off election will be held.
7. Votes shall be counted, results reported, and ballots destroyed.

B. VOTING PRIVILEGES

1. Each member in good standing shall be entitled to cast one vote for the election of each Chapter officer.
2. Each member shall have the privilege of casting a vote for (a) delegate(s) to represent the Chapter in any given Ninety-Nines, Inc. activities, and (b) items of agenda.

C. CHAPTER OFFICERS

1. Elective offices shall be Chairman, Vice-Chairman, Secretary and Treasurer.
2. Officers shall be elected for a term of one (1) year. No officer shall serve more than two consecutive terms in the same office.
3. The term of office shall commence on June 1st and conclude May 31st; officers to be elected in April, installations in May, with newly elected officers taking office June 1st.
4. If an officer becomes unable or unwilling to perform her duties, her resignation must be made as soon as possible to the Executive Board.
5. All vacancies shall be filled by selection and vote of the Executive Board, except the office of Chairman, to which the Vice-Chairman shall succeed.
6. An officer may be remove from office by a 2/3 vote of the membership.

D. EXECUTIVE BOARD

1. The Executive Board shall consist of the immediate past Chairman, current Chairman, Vice-Chairman, Secretary and Treasurer.

2. Executive Board meetings shall be called by the Chairman or three members of the Board.
3. A quorum for Executive Board meetings shall be three members of the Board.
4. The Executive Board shall:
 - a. Give general guidance of the officers, funds and property of the Chapter, and shall be responsible to guide the membership, policies and programs of the Chapter.
 - b. Plan a general calendar for their term of office.
 - c. Appoint officers to fill unexpired terms.
 - d. Appoint all committee chairmen and such officers as are not otherwise provided for in these Bylaws.
5. All proposals of the Executive Board shall be approved by the membership.

E. DUTIES OF CHAPTER OFFICERS

1. Duties of Chairman:
 - a. Preside at all Chapter and Executive Board meetings.
 - b. Cooperate with Section Governor and International President in every way possible.
 - c. Appoint special committees as warranted.
 - d. Serve as the official representative of the Chapter at organizational functions, or appoint a representative to act in her stead.
2. Duties of Vice-Chairman
 - a. Assist the Chairman in performance of her duties.
 - b. Preside at Chapter and Executive Board meetings in the absence of the Chairman.
 - c. Assist in the counting of ballots at the election meeting of the Chapter.
 - d. Coordinate with Chairman and serve as Program Chairman.

- e. Be knowledgeable of parliamentary procedures and act as Parliamentarian at Chapter and Executive Board meetings.

3. Duties of Secretary

- a. Keep an accurate account of all Chapter meetings and maintain a permanent file to be given to her successor.
- b. Take minutes of all meetings and prepare a copy for the Chairman and the Section Governor within ten (10) days after the meeting.
- c. Write communications and issue notices as directed by the Chairman to include monthly meeting notices at least two (2) weeks prior to any meeting or function.

4. Duties of Treasurer

- a. Receive and receipt all money due the Chapter from all sources, and keep an accurate and current account.
- b. Make financial report at Chapter meetings, and an annual report of all financial transactions at the end of the fiscal year.
- c. Pay all bills incurred in the conduct of Chapter business.
- d. Submit Chapter financial records for audit in May.
- e. Collect Chapter dues in January.
- f. Serve as Chairman of the Budget Committee.

F. STANDING COMMITTEES

The Standing Committees shall be those listed in the Standing Rules of the Chapter; however, it is not intended that all committees shall be necessary at all times, nor that the Chapter is limited to only those listed.

G. QUORUM

- 1. A majority of the members in good standing present at a regular meeting shall constitute a quorum for the transaction of business at said meeting.

Any matters not noticed as agenda items and voted on by less than one-third of the total membership will be submitted to the membership in the next newsletter. If no objections are received by the chairman within seven days of the mailing of the newsletter, the membership not in attendance at the meeting will be held to have voted with the majority on the matter.

2. Two-thirds of the membership in good standing shall constitute a quorum to amend these Bylaws.
3. Two-thirds of the membership in good standing, providing they have been members for a sixty-day period immediately prior to the vote, shall constitute a quorum to recommend expulsion from membership, removal from office, or division of this Chapter to form two Chapters.

Members may vote by mail, but the membership must be advised when and where the ballots are to be returned, and must be so returned in order to be valid and counted.

H. MEETINGS

1. Regular Business Meetings

- a. Regular business meetings shall be held on a monthly basis, on the date set forth in the Standing Rules, and as published in the 99 Directory, or by prior announcement.
- b. All business meetings shall be open only to Ninety-Nines and prospective members. If notice of a closed meeting has been sent to all members, that business meeting is limited to Ninety-Nines in good standing.
- c. The Chapter Chairman may declare a portion of any business meeting closed to guests if the nature of business to be transacted or discussed so warrants.

2. Special Meetings

- a. The Chairman may call a special meeting at any time, upon ample notice to the membership.
- b. In case of a special meeting, notice shall be given to all members, such notice stating the proposed agenda. No other business may be introduced at a special meeting unless there be present a quorum of voting members of the Chapter.



ARTICLE XI. INCOME & EXPENDITURES

A. ANNUAL DUES

Lago Vista, TX 78645 0700

Voluntary annual Chapter dues, in the amount specified in the Standing Rules, will be paid by each member in January of each year.

B. EXECUTIVE PRIVILEGE

The Chairman, and one other officer appointed by the Chairman, shall have, and exercise as deemed necessary, the privilege of expending funds not to exceed \$50.00 each without prior membership approval. This privilege is limited to one time only per officer, per term of office, and such expenditure shall be reported in full to members at the next meeting opportunity. This expenditure is exclusive of the officers' budgets.

C. EXPENDITURES

1. Members shall be reimbursed for reasonable Chapter expenses after presenting an invoice and receiving membership approval.
2. Expenditures by the Chapter shall be approved by a two-thirds vote of the members present at a regular business meeting.

ARTICLE XII. AMENDMENTS

- A. Two-thirds of the membership in good standing shall constitute a quorum to amend these Bylaws.
- B. A copy of any proposed amendment shall be submitted to all members one month before any change may be voted upon.
- C. An amendment shall be in effect immediately upon conclusion of the voting unless otherwise ordered by the membership or provided within the amendment itself, and shall be announced in the Chapter newsletter to the membership as soon as possible after its adoption.
- D. An amendment, with the date of adoption, shall be recorded by the Secretary and appended to the Bylaws and kept therewith.

ARTICLE XIII. AUDIT..

The Executive Board shall appoint a committee of two members to perform an audit of the Treasurer's books and/or records in May of each year. This committee shall submit a report to the membership within thirty (30) days of audit, or at conclusion of unexpired term if Treasurer must resign.

ARTICLE XIV. RULES

- A. The conduct of all meetings of the membership and/or officers and committees shall be governed by the latest revised edition of Robert's Rules of Order, where not specifically provided for in these Bylaws.
- B. In case of any conflict with International Articles or Bylaws, such International Articles or By-Laws shall govern.