

**BYLAWS OF THE SOUTHEAST SECTION NINETY-NINES, INC.
INTERNATIONAL ORGANIZATION OF WOMEN PILOTS
Adopted September 20, 2014
Knoxville, TN**

ARTICLE I. NAME & REGION

Section 1. Name. The name of this corporation shall be The Southeast Section of the Ninety-Nines, Inc., hereinafter called The Section. As a subsidiary of The Ninety-Nines, Inc., International Organization of Women Pilots, hereinafter called International, The Section comprises the states, areas, and territories as stated in The Section Articles of Incorporation without limiting some future extension of its areas not inconsistent with or prescribed by International Bylaws.

Section 2. Affiliation. Affiliation of The Section as an organization with any other organization or group outside of International shall be governed by the International Bylaws.

ARTICLE II. PURPOSE & POLICY

Section 1. Purpose. The purpose of The Section is stated in its entirety in the Articles of Incorporation.

Section 2. Legislative and Political Policies. No substantial part of the activities of The Section shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Section shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements.

Section 3. Governance policies. The Section shall govern itself, make desired assessments, initiate its policies, and formulate its own bylaws not inconsistent with International's Certificate of Incorporation and Bylaws.

ARTICLE III. FISCAL

Section 1. Funds. All revenue and funds of The Section received and consistent with the provisions of Section 501 (C) (3) of the Internal Revenue Code shall be deposited in an insured financial account in the name of The Section and may be withdrawn only by draft bearing the signature of either the Treasurer or the Governor. The fiscal year of The Section shall conform to International's fiscal year.

Section 2. Dissolution. Dissolution of The Section and distribution of its assets shall be governed by The Articles of Incorporation.

ARTICLE IV. MEMBERSHIP

Section 1. Requirements for and classification of membership shall be as stated in the appropriate provisions of International's Bylaws, Standing Rules, or other governing documents.

Section 2. Termination of membership, suspension and expulsion shall be as stated in the appropriate provisions of International's Bylaws, Standing Rules, and other governing documents.

ARTICLE V. SECTION MEETINGS

Section 1. The Section shall meet annually at specific times and places according to a designated schedule established by the Board of Directors, hereinafter called The Board, and agreed to by the members at the previous annual meeting. If necessary, the Governor may change the time and place of a scheduled meeting, with proper notice to The Board and the membership.

A. Annual Meeting. The regular business meeting in the Spring shall be known as the Annual Meeting and shall be for the purpose of receiving reports of officers and committees, for the installation of elected officers, and for other business that may arise.

B. Fall Meeting. A semi-annual meeting of The Board shall be held in the Fall at a place determined by The Board. Reports of officers and committees, and other business shall be transacted at the discretion of the Governor of The Board. Section Committee Chairmen and Chapter Chairmen will be expected to attend.

Section 2. Special Meetings. Special meetings may be called by the Governor, The Board, or a majority of The Section members upon ten days written notice to the membership. The exact purpose of the meeting shall be stated in the written notice.

Section 3. Board of Directors Meetings. Meetings of The Board shall be held at each Section meeting. Other Board meetings may be called at the discretion of the Governor or upon request of a majority of The Board.

Section 4. Voting Privileges.

A. Each Active Member as defined in the International Bylaws may, at any Section meeting, participate in any discussion and vote on any issue presented to the membership, and cast one vote for each elective position.

B. Each member is represented at each regular or special meeting by her Chapter's Chairman or alternate, or by any other members in good standing from her chapter.

Section 5. Quorum. At any section meeting, the presence of 40% of the chapters in the Southeast Section shall constitute a quorum for that meeting. "Presence" of a chapter shall be defined as the physical presence at the meeting of one (1) or more chapter members.

ARTICLE VI. ELECTIVE OFFICERS AND COMMITTEES

Section 1. Elective Officers. The elective officers shall be Governor, Vice Governor, Secretary, Treasurer, and two (2) Directors

Section 2. Serving for corporate purposes, The Board shall be the Governor, Vice Governor, Secretary, Treasurer, Directors and immediate Past Governor.

Section 3. Elective Committees. A Nominating Committee of three members shall be elected on the same ballot as the Section officers.

Section 4. Eligibility. Officers must be Active Members. The Governor shall have served one term on the Board at the time she assumes office. If there are no qualified candidates to seek the office of Governor, then a candidate for Governor shall have the same qualifications as the other executive officers.

Section 5. Term of Office. No officer shall serve more than two consecutive terms in the same office. A term shall be for two years or until her successor is declared elected or appointed. Service for one year or less shall not be considered a term for the purpose of the Section. PROVISIO: The first Directors shall be elected in the Spring 2014 for a term of one (1) year which shall count as a full term for the purposes of this section. This proviso shall expire on May 31, 2014.

Section 6. Vacancies in Office. All vacancies in Section offices shall be filled by selection and vote of The Board, except the office of Governor to which the Vice Governor shall succeed.

Section 7. Resignation. An officer of The Section may resign her office by submitting a letter of resignation to the Governor.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- A. All candidates will file a Nomination Form with the Nominating Committee.
- B. The Nomination Form, clearly stating the deadline for submission, will be mailed or otherwise delivered to all Chapters. After the deadline, the Nominating Committee is

authorized to seek additional candidates for elective positions for which there is no candidate. Additional candidates must complete a Nomination Form.

- C. The Nominating Committee shall submit the names of all eligible candidates for each of the elective offices and at least three names for the Nominating Committee. No more than one member from each Chapter may be on the ballot for the Nominating Committee. Ballots shall have a line for write-in candidates for each office and the Nominating Committee.

Section 2. Elections.

- A. Ballots shall be mailed to all eligible members no later than 6 weeks before the Spring Section meeting during odd-numbered years. The final date for the return of all ballots shall be clearly marked on the ballot, but no later than 2 weeks before the Spring Section meeting. Any ballot received after the deadline for returns shall be considered void.
- B. Ballots shall be counted by the Tellers Committee. All ballots shall be held in safety by the Tellers Committee Chairman until the Fall meeting. If the results of the election are not challenged, the first order of business shall be a call by the Governor for the destruction of the ballots according to Section Standard Operating Procedures.
- C. Voting by secure electronic means is authorized.
- D. If ALL candidates are running unopposed, then no member-voting shall be required; and all candidates will be elected to office.

Section 3. Nominating Committee expenses shall be reimbursed immediately upon presentation of the bill by the Nominating Committee Chairman to the Section Treasurer.

Section 4. Officers shall be elected by a plurality of all ballots received. In the case of a tie, the members present at the next Section meeting shall elect that officer by a majority of votes using a written ballot. The Nominating Committee member receiving the highest number of votes will serve as committee chairman. If no voting takes place, the nominating committee shall select their chair by majority vote of the committee members.

Section 5. The Tellers Committee Chairman shall notify the current Governor of the results of the election. The Governor will notify the newly elected officers.

Section 6. Incoming officers shall be installed at the close of the Annual Meeting and shall hold their elected office until their successors are installed.

ARTICLE VIII. DUTIES OF SECTION OFFICERS

Section 1. Governor. The Governor shall preside at all Southeast Section and Board Meetings. She shall enforce the observance of the Bylaws and see that all officers and committee members perform their respective duties. She shall appoint committee Chairmen and, at her discretion, special committees for current objectives, subject to approval by The Board. She shall represent The Section at meetings of the International Board of Directors. She shall keep a record of

expenses incurred on behalf of The Section in fulfilling her duties. Any expenses over and above the Governor's budgeted expenses must be unanimously approved by The Board in writing and presented to the membership at the next Section Meeting for reasonable compensation. The Governor shall carry out the collective wishes of the membership and be their spokesperson on matters of Section policy.

Section 2. Vice-Governor. The Vice-Governor shall assist the Governor in performing her duties, be The Board liaison to the host Chapters for the Section Meetings, and preside over Section Meetings in the absence of the Governor.

Section 3. Secretary. The Secretary shall maintain an accurate account of all transactions of The Section and Board meetings; write all communications, file all papers and documents pertaining to Section business, issue all notices as directed by the Governor and/or The Board and perform such other duties as specified in the Standard Operation Procedures. She shall have custody of the Section Charter, Articles of Incorporation, current Bylaws and SOPs.

Section 4. Treasurer. The Treasurer shall receive and receipt all monies due The Section from International and other sources. She shall keep an accurate account of all monies, pay all properly approved claims and bills incurred in conducting Section business. She shall give a financial report at all the Section meetings that shall consist of the year's receipts and expenditures. She shall present an annual budget to the membership for approval and file such reports as are required by The Section or International.

Section 5. Immediate Past Governor. The Immediate Past Governor shall serve in an advisory capacity with voting privileges and perform such duties as required by The Board.

Section 6. Directors. The Directors shall perform duties as assigned by the Governor and such other duties as are prescribed for them in these Bylaws and Standing Rules.

Section 7. Board of Directors. The Board shall have all duties and powers as set forth in the Articles of Incorporation, these Bylaws, and other governing documents.

ARTICLE IX. STANDING COMMITTEES AND CHAPTER CHAIRMEN

Section 1. The following are Standing Committees of The Section: Scholarship, Membership, Aviation Safety, Aerospace Education, Tellers, and Bylaws. It shall be the privilege of each Standing Committee to appoint her own committee members.

Section 2. Committees and their duties shall be determined by the Governor and the Board.

Section 3. Each Chapter Chairman and Committee Chairman shall present an oral report at each Section Meeting and submit two written copies of the report for the Governor and the Secretary.

Section 4. The Chapter Chairmen and the Committee Chairmen will meet regularly with the Governor and the Board, acting in an advisory capacity in conducting routine Section and Chapter affairs.

ARTICLE X. CHAPTER FORMATION AND GOVERNANCE

Section 1. Formation or Division. Local Chapters may be formed or divided within The Section in accordance with appropriate provisions of International's Bylaws, Standing Rules, or other governing documents.

Section 2. Policy. Each Chapter shall govern itself and institute its own program or Bylaws neither in conflict with nor inconsistent with the provisions of International's Certificate of Incorporation and Bylaws or The Section's Articles of Incorporation and Bylaws.

Section 3. Meetings. Chapter meetings are to be held at a time and place designated by the Members or the Chairman of the Chapter.

Section 4. Officers. Elective officers of the Chapter shall be Chairman, Vice-Chairman, Secretary, and Treasurer. Offices may be combined except that of Chapter Chairman. Officers shall be Active Members.

Section 5. Elections.

- A. Chapter officers shall be elected in accordance with procedures established in each Chapter's Bylaws. The Chapter Nominating Committee shall be appointed by the Chapter Chairman.
- B. Chapter elections shall be held as soon as practicable in the election year and not later than May 31st.

ARTICLE XI. AMENDMENTS AND SUPERSEDEANCE

Section 1. These Bylaws may be revised or amended at any Section meeting provided that the revision or amendments:

- A. Have been submitted to the Section Bylaws Chairman,
- B. Have been submitted to all Chapters at least sixty days prior to the meeting, and
- C. Have received a two-thirds vote of all members present at the meeting.

Section 2. In case of conflict or inconsistency with International's Certificate of Incorporation or Bylaws, such Certificate of Incorporation or Bylaws shall supersede and govern.

Section 3. Amendments which change terminology will be reflected automatically throughout these Bylaws for the purpose of maintaining consistency in language and meaning.

ARTICLE XII. RULES

Section 1. The conduct of all Section and Board meetings not specifically provided for in the Bylaws shall be governed by the latest edition of Robert's Rules of Order, Newly Revised.