

BYLAWS

Mid-Atlantic Section of the Ninety-Nines, Inc.
A Delaware Corporation

Amended: April 1985; Spring 1992; Spring 1999; Spring 2003; April 29 2006; Spring 2008; March 2009; July 2011, May 2014; April 22, 2017

ARTICLE I

SECTION 1. NAME

The name of this organization shall be MID-ATLANTIC SECTION OF THE NINETY-NINES, INC.

ARTICLE II

SECTION 1. PURPOSE

The purpose of this organization shall be as stated in its entirety in the Certificate of Incorporation.

SECTION 2. LEGISLATIVE AND POLITICAL POLICIES

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

SECTION 3. AFFILIATION

Affiliation of this organization as an entity with any other organization or group outside the Section and International organization of THE NINETY-NINES, Inc. shall be governed by the International Bylaws.

SECTION 4. DEFINITIONS

- A. "Sent" refers to documents delivered either by postal system or electronic communication.

ARTICLE III

SECTION 1. FISCAL

The revenue of the MID-ATLANTIC SECTION shall be derived from annual membership dues, investments, contributions, bequests, and such other means as may be approved by the Board of Directors, none of which may be inconsistent with the provisions of Section 501(c)3 of the Internal Revenue Code. All funds of the Section shall be deposited in an account or accounts, the titles of which should include the name of The MID-ATLANTIC SECTION OF THE NINETY-NINES, INC., and may be withdrawn only by check bearing the signature of the current Section Treasurer or Governor. The fiscal year of the Section shall coincide with that of the International organization.

SECTION 2. DISSOLUTION

Dissolution of this organization and the distribution of the assets therefrom shall be governed by the Certificate of Incorporation.

SECTION 3. DUES AND ASSESSMENT

- A. Section dues may be voted upon by a majority of the members present at a Section meeting, provided written notice that such action is to be considered has been given each member at least ten days prior to the meeting. Dues will become payable at a time determined by a majority vote of the membership or by the Board of Directors, and will become in arrears thirty days following the date payable.
- B. Dues shall be paid in accordance with the International Bylaws and Standing Rules, with the International Bylaws to control in case of conflict.
- C. An assessment may be levied on each chapter to offset a portion of the Governor's travel to attend the Spring and Fall International Board of Directors' meetings and the pre- and post-International Conference Board of Directors' meetings. Current assessment details shall be specified in the Standing Rules.

ARTICLE IV

SECTION 1. MEMBERSHIP

Rules for membership and the classification of members as stated in the International Bylaws shall govern.

SECTION 2. TERMINATION, SUSPENSION, OR EXPULSION

Termination, suspension, or expulsion of a member shall be in accordance with the procedures in the International Bylaws and International Standing Rules.

ARTICLE V

SECTION 1. ELECTIVE OFFICERS

The elective officers shall consist of the Governor, Vice-Governor, Secretary and Treasurer, and two Directors.

SECTION 2. APPOINTIVE OFFICERS

The appointive officers shall be as deemed necessary by the Board of Directors and shall be appointed by the Governor.

SECTION 3. ELECTION COMMITTEE

Members of the Election Committee shall be the collective chapter chairmen in office at the annual business meeting preceding the election. If any member of the Election Committee is unable to serve in that capacity, she may appoint another member of her chapter to serve in her place. The chairman of the Election Committee shall be the chapter chairman for the chapter hosting the annual business meeting preceding the election. In the event that two chapters are co-hosting the meeting, the respective

chapter chairmen shall decide which of them will serve as the Election Committee Chairman.

SECTION 4. NOMINATIONS

A Nominations Subcommittee shall be announced at the Fall Section meeting in odd numbered years. Nominees shall be Mid-Atlantic Section members for the six months preceding the nomination and must be active members. The Secretary shall prepare ballots to be sent to all members. Ballots shall include the names of at least one qualified candidate for each elective position. Each ballot shall have space for the voter to write in the name of a candidate for each position.

SECTION 5. ELECTIONS

- A. In even-numbered years, the Governor, Vice-Governor, Secretary, Treasurer, and two (2) Directors shall be elected by the ballot sent to every member and received by the published deadline in accordance with the Standing Rules.
- B. A plurality vote is required to elect Officers and Directors.
- C. In the event of a tie vote for any position on the sent ballot, a run-off election will be held at the Annual Business Meeting.
- D. Ballots shall be processed in accordance with the Standing Rules.
- E. Electronic elections are hereby authorized and shall be conducted in accordance with the Standing Rules of The Ninety-Nines, Inc., International Organization of Women Pilots.

SECTION 6. RESIGNATION

An officer of the Section may resign her office by submitting a written request to the Governor.

SECTION 7. VACANCY IN OFFICE

All vacancies shall be filled by selection and vote of the Board of Directors, except the office of Governor, to which the Vice-Governor shall succeed. Any officer shall be removed from office for neglect of duty by two-thirds vote of the entire Board of Directors.

SECTION 8. TERM

Newly elected officers will assume office at the start of the fiscal year, and shall hold office for two years or until their successors assume office. No member of the Board of Directors shall serve more than two consecutive terms in the same office. Service for less than six months shall not be considered a term for the purposes of this section.

ARTICLE VI

SECTION 1. BOARD OF DIRECTORS

The Board shall be composed of the Governor, Vice-Governor, Secretary, Treasurer, two Directors and immediate Past Governor. The authorized number of Directors may be changed by amendment to these Bylaws duly adopted by the members.

SECTION 2. DUTIES OF DIRECTORS

- A. The Board shall have all duties and powers as set forth in the Articles of Incorporation. It shall carry out the purposes of the Corporation according to the laws of the State of Delaware and the provisions of the Certificate of Incorporation and these Bylaws.
- B. The Board shall authorize the expenditure of funds not budgeted and shall select an independent auditor or an audit committee to conduct an annual audit.

ARTICLE VII

SECTION 1. DUTIES OF OFFICERS

- A. The Governor shall preside at all Section meetings and Board meetings, and shall enforce the observance of the Bylaws. She shall see that all officers and members of committees perform their respective duties as enjoined by the laws of the organization. She shall appoint all committee chairmen unless otherwise specified. She shall carry out the collective wishes of the membership and be their spokesperson on matters of Section policy.
- B. The Vice-Governor shall assist the Governor in the performance of her duties, and shall preside at the Section meetings or Board meetings in the absence of the Governor.
- C. The Secretary shall have custody of the Section Charter, Certificate of Incorporation, current Bylaws, and Standing Rules. She shall be responsible for the accurate account of all transactions of the Section business and Board meetings and perform such other duties as are specified in the Standing Rules.
- D. The Treasurer shall be responsible for the control of all monies due the Corporation and shall hold receipts for them. She shall present the annual budget to the membership for approval, and make the report of receipts and expenditures at the Section meetings. She shall pay out such monies as authorized by the Board or as directed by the members at meetings, and shall file such reports as are required by the Section or by International, and perform such other duties as are specified in the Standing Rules.
- E. Directors shall participate in the decisions of the Board and act as liaison to the chapters and committee members. The directors shall perform duties as assigned by the Governor and such other duties as prescribed for them by these Bylaws and Standing Rules.
- F. The immediate Past Governor shall serve in an advisory capacity and perform such duties as are requested by the Board and as specified in the Standing Rules.
- G. Any officer shall perform other duties as may be assigned by the Governor.

ARTICLE VIII

SECTION 1. COMMITTEES

- A. The Governor shall appoint the chairmen of all committees as are specified in the Standing Rules or authorized by resolution adopted by the Section or by the Board of Directors, with the exception of the Election Committee whose chairman and members are as set forth in these Bylaws. It shall be the privilege of each chairman to choose her own committee members.
- B. Each chapter chairman and committee chairman shall present an oral report at the scheduled business meeting and submit two written copies of the report for the Governor and the Secretary. Upon specific request of the Governor or the Board of Directors, committee chairmen shall provide supplemental reports.
- C. The committee chairmen and chapter chairmen will meet regularly with the Board of Directors, acting in an advisory capacity in the conduct of routine section and chapter affairs.
- D. The committees and duties of the committees shall be determined by the Standing Rules of the Section or by the Board of Directors.

ARTICLE IX

SECTION 1. MEETINGS

- A. Meetings shall be held twice a year in the Spring and Fall on a date selected by the hosting chapter and coordinated with the Section Governor.
- B. The annual meeting shall be held in the spring; the purpose of the meeting shall be to receive reports of officers and committees and to transact any other corporate business.

Proviso: the two meetings per year cycle will start in the year 2016.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the Governor or by a majority of the members upon a ten day written notice to the membership. In the call for a special meeting, the exact purpose of the meeting shall be stated and no other business shall be transacted at said meeting.

SECTION 3. BOARD MEETINGS

- A. Meetings of the Board of Directors shall be called at the discretion of the Governor or upon the request of a majority of the Board members.
- B. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid if approved by the majority of the Directors present. All such transactions shall be filed with the records of the Section.

ARTICLE X

SECTION 1. MEMBERS' VOTING PRIVILEGES

Each member shall be entitled to cast one vote for the election of each Section elective position or other Section business requiring a vote.

SECTION 2. QUORUM

- A. A quorum for a membership meeting of the Section shall be a majority of the members present at any properly called meeting provided that at least four (4) chapters are represented.
- B. A quorum for a meeting of the Board of Directors shall be three (3) members of the Board of Directors.

SECTION 3. ACTION

A vote on any question shall be decided by majority vote of those who vote, with the following exceptions:

- A. Two-thirds of those voting shall be required to amend these Bylaws or to approve a Section-proposed amendment to the International Bylaws or Standing Rules.
- B. Members may vote by mail, but the membership must be advised of the deadline by which ballots must be received and to what address. Ballots must be received by the stated date in order to be valid and counted.

ARTICLE XI

SECTION 1. AMENDMENTS

- A. These Bylaws may be amended by a mail vote or at a Section business meeting by a vote of two-thirds of those voting provided that the amendment shall have been submitted to all members with at least thirty (30) days notice.
- B. Proposed amendments may be submitted to the membership by the Board of Directors or by any member.
- 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 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 maintained in the official records.
- E. Section-initiated proposals to amend the 99s International Certificate of Incorporation, Bylaws, or Standing Rules shall be submitted to all members at least thirty (30) days prior to the Section business meeting at which they are to be considered.
- F. Amendments which change terminology shall be reflected automatically throughout these Bylaws for the purpose of maintaining consistency in language and meaning.

ARTICLE XII

SECTION 1. RULES

- A. The conduct of all meetings of the membership and of the Board of Directors shall be governed by the latest revised edition of Robert's Rules of Order where not specifically provided for in these Bylaws.
- B. The Standing Rules or rules determined by the Board of Directors shall be the rules to direct the specific duties of all officers and appointees.
- C. In case of any conflict with International Certificate or Bylaws, such International Certificate or Bylaws shall govern.

Revised: Spring 1992; May 1, 1999; April 12, 2003;
April 29, 2006; Spring 2008; March 2009; July 2011; April 22, 2017