

**BYLAWS OF THE SOUTH CENTRAL SECTION OF THE NINETY-NINES, INC.**  
**revised May 19, 2006**

**ARTICLE I - NAME**

The name of the organization shall be the South Central Section of The Ninety-Nines, Inc., hereinafter referred to as the "Corporation".

**ARTICLE II - AFFILIATED ORGANIZATIONS**

The South Central Section of The Ninety-Nines, Inc., is a Texas corporation affiliated with the international organization of women pilots known as The Ninety-Nines, Inc., a Delaware corporation.

**ARTICLE III - PURPOSES**

The Purpose of the South Central Section of The Ninety-Nines, Inc., shall be exclusively for charitable, education, and/or scientific activities for the benefit of aviation safety and aeronautical science within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America and its Regulations (or any corresponding provision of any future United States Revenue Code) [hereinafter referred to as Section 501(c)(3)]. Such purpose is intended to promote aviation safety and aeronautical science consistent with Section 501(c)(3).

**ARTICLE IV - NON-PROFIT CORPORATION POLICIES, AND NET EARNINGS**

The Corporation shall be a membership corporation and shall not conduct activities not permitted under Section 501(3)(c).

No part of the net earnings of the Corporation shall inure to the benefit of any officer or member of the Corporation, or to any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

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.

**ARTICLE V - OFFICERS, DIRECTORS, AND STANDING COMMITTEES**

Section 1. Elected officers, directors, standing committee members

Elected officers shall be Governor, Vice-Governor, Secretary, Treasurer and two Directors. A Nominations Committee of three members shall be elected as an independent board.

Officers, directors, and standing committee members shall have such duties and responsibilities as are set forth in these Bylaws or as may be set forth in the Standing Rules.

Section 2. Elections

The election of the offices of Governor, Vice-Governor, Secretary, Treasurer, two (2) Directors and the Nominations committee will be held prior to the Spring business meeting of the members in even numbered years.

PROVISO: These procedures will begin with the election of offices for the 2008-2010 term.

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**ARTICLE VI - BOARD OF DIRECTORS**

Section 1.     Composition

The Board of Directors (hereinafter "Board") of the Corporation shall consist of seven (7) qualified members of the Corporation, which shall include: Governor, Vice-Governor, Secretary, Treasurer, two (2) Directors and the Immediate Past Governor. The Governor, Vice-Governor, Secretary and Treasurer shall be elected in even numbered years for a term of two (2) years. The Immediate Past Governor shall serve for a term of two (2) years. The Governor shall serve as Chairman of the Board.

Section 2.     Terms of office

The term of elected officers shall commence on the first day of the next fiscal year immediately following the election.

Section 3.     Responsibilities.

The Board shall have general charge and control of the affairs, funds and property of the Corporation, shall make overall policy for the Corporation, and shall be responsible to assist and guide the policies and programs of the Corporation. Duties and responsibilities for each office are set out in the Standing Rules.

Section 4.     Vacancies

- A. The unexpired term of the office of Governor shall be filled by the Vice-Governor.
- B. The unexpired term of all officers or Directors except Governor shall be filled by appointment by the Board of Directors from a list of candidates prepared by the Nominations Committee.

Appointee(s) shall serve until installation of officers and directors following next regular election.

Section 5.     Number of terms

- A. Offices. No person shall hold the office of Governor, Vice-Governor, Secretary or Treasurer for more than one term within a six-year period.
- B. Directors. No person shall hold the position of Director for more than two terms within a six-year period.

**ARTICLE VII - MEETINGS**

Section 1.     Board meetings.

A meeting of the Board may be called from time to time by the Governor, who shall serve as Chairman of the Board, or by any four (4) members of the Board.

Following election and assumption of office by new officers and directors of the Corporation, a meeting of the Board shall be called by the Governor and held at such time and place as designated.

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Section 2. Annual meetings.

The membership of the Corporation shall meet at least once annually at a time and place approved by the Board to conduct the business of the Section. Delegates to such meetings must hold a current membership card in The Ninety-Nines, Inc. to vote.

Sixty (60) percent of the delegates, at a scheduled meeting of the Section membership, shall constitute a quorum.

**ARTICLE VIII - FISCAL YEAR**

The fiscal year of the Corporation shall begin on June 1 and shall end May 31 of the following year.

**ARTICLE IX - CHAPTERS**

Chapters of the Corporation shall comply with Section 501(c)(3) both organizationally and operationally.

**ARTICLE X - STANDING RULES**

The Standing Rules may be added to, amended, changed from time to time, and maintained by the Board as a guideline for officers of this Corporation as well as for chapters and members. Each chapter chairman is to receive and maintain a current version of the Standing Rules. The Standing Rules are to be consistent with these Bylaws and are subject to review and revision by the members of the Corporation.

**ARTICLE XI - PARLIAMENTARY LAW**

Roberts Rules of Order in its most recent edition is the authority to be used during the conduct of meetings of the Corporation.

**ARTICLE XII – AMENDMENTS**

Section 1. Articles of Incorporation

The Articles of Incorporation of the Corporation may be amended only as is authorized by law, and only upon a vote of two-thirds (2/3) of all members of the Corporation and its chapters, present and eligible to vote at a meeting which has been called specifically for such purpose of amending the Articles of Incorporation, and the membership has been given at least thirty (30) days notice of the substance of the proposed amendment.

Section 2. Bylaws amendment(s)

The Bylaws of this Corporation may be amended at a regular business meeting of the chapters and members of the Corporation, provided that the proposed amendment shall have been submitted to the Bylaws Committee and the Board for comment. All Bylaws proposals will be published in the official publication of the South Central Section at least thirty (30) days prior to the scheduled meeting. To become effective, any proposed Bylaw amendment must receive a two-thirds (2/3) vote of all delegates present and voting at such a meeting.

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**ARTICLE XIII - PUBLICATIONS**

The official publication of the South Central Section shall be published and distributed by the Board of Directors of the Corporation.

**ARTICLE XIV - DISSOLUTION**

In the event of the liquidation or dissolution of this Corporation, the Board has the power to dispose of the assets of the Corporation in such a manner as they deem appropriate by majority vote, except that such disposition must be exclusively to charitable, educational, and/or scientific organizations as are qualified under the provisions of Section 501(c)(3).

These Bylaws supersede the initial bylaws unanimously adopted by the Board of the Corporation October 5th, 1974, and any other previously adopted and/or amended Bylaws.