

BYLAWS OF THE SOUTH CENTRAL SECTION OF THE NINETY-NINES, INC.
revised March 20, 2021

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 - MEMBERSHIP

The membership of the South Central Section of The Ninety Nines, Inc., shall be members of The Ninety Nines, Inc. and shall be composed of members of Chapters located in the States of Arkansas, Colorado, Kansas, Louisiana, Nebraska, New Mexico, Oklahoma, and Texas, and the Ambassador Chapter, as well as Section Members as determined by the Bylaws of The Ninety Nines, Inc. Rules for membership and the classification of members as stated in the International Bylaws of The Ninety Nines, Inc. shall govern the South Central Section.

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.

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. A person shall hold the office of Governor, Vice-Governor, and Secretary for no more than one term within a six-year period. A person shall hold the office of Treasurer for no more than two terms 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.

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

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.

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.

ADOPTION AND AMENDMENTS (from Robert's Rules of Order)

1. Amendments to the Standing Rules: South Central Section

A standing rule can be adopted or rescinded by a majority of members present at any business meeting and can be temporarily suspended for a particular business session without affecting its permanence in the Standing Rules.

2. Proposed amendments to the Standing Rules can be submitted by any SCS Member.

BYLAWS (SR-2)

ADOPTION AND AMENDMENTS

1. All proposed amendments to the SCS Bylaws must be submitted to the SCS Bylaws Advisors for verification of language and legality, and thereafter submitted to the SCS Board of Directors for their recommendations and to the members in the SCS Approach prior to the Section Business Meeting.

2. Minor changes will be accepted from the floor as long as such amendments do not change the intent or limitation of the proposed Bylaws as published.

3. All adopted motions made at a Section Meeting will become effective at the close of the current meeting in which they were approved.

ELECTIONS AND APPOINTMENTS (SR-3)

ELIGIBILITY: OFFICERS AND DIRECTORS

1. Nominees shall have been a member in good standing of a Chapter and be current with International dues of the 99s for no fewer than two consecutive years, must have held or be holding an elected office in a chapter and must have attended at least one section meeting to be eligible for nomination. Nominee must sign on the "Signature of Nominee" line on the "Intent to Seek Election Form" to be placed on the ballot.

2. Write-in Candidates must complete a nomination form, including the Consent-to-Serve portion.

A. Such write-in candidate must meet all eligibility requirements to hold the office for which she consents to serve.

B. Members submitting a write-in candidate for the ballot for any office or directorship must obtain and submit to the Nominations Committee written consent of the proposed write-in candidate to serve, if elected.

C. It is the responsibility of the member who proposes a write-in candidate to verify her candidate's eligibility to the Nominations Committee.

ELIGIBILITY: NOMINATING COMMITTEE

1. Nominee seeking a position on the Nominating Committee shall have been a member in good

standing of a Chapter and be current with International dues for not fewer than five consecutive years but are not required to have held an office on the Chapter or Section level.

2. A member currently serving on the Nominating Committee must resign her position on the Nominating Committee if she files her intent to run for another elected office during her term.

NOMINATIONS:

1. The Nominations Committee shall seek candidates for the ballot for the election of Governor, Vice-Governor, Secretary, Treasurer, two Directors and no more than five candidates for the Nominations Committee.
2. Each member of the Section is eligible to vote for South Central Section Officers, Directors and Nominating Committee. Nomination forms shall be published in the SCS Approach prior to the SCS Business Meeting or be made available to Chapter Chairmen. This form shall solicit that information deemed necessary to establish qualifications of candidates and shall include a "Consent to Serve" section for the nominee's signature and signature of the nominating Chapter's officer.
3. Nominations shall be postmarked no later than the date specified by the Nominations Committee of the year immediately preceding the election.
4. In the event that only one candidate is nominated for any office, the Nominations Committee may solicit additional candidates, whose names will be placed on the ballot.
5. Candidates not selected for ballot will be notified by Nominating Committee.

CAMPAIGN PRACTICES

1. Campaigning by candidates shall be limited to advertising in the SCS *Approach* and the "Know your Candidates" sheet compiled by the Nominating Committee and distributed.

ELECTIONS

1. The Nominations Committee shall distribute a ballot to each member from the most current membership roster supplied by Headquarters for terms of office beginning in even numbered years. If no more than one candidate is standing for election for each office, the election will be declared by acclamation and no ballots will be distributed.
2. Balloting
 - A. When balloting is necessary, ballots shall be returned to the Tellers Committee Chair postmarked no later than the date specified on the ballot. The Tellers Committee will count the ballots.
 - B. The elected candidates with the simple majority are the winners. In case of a tie, a run-off election shall be held at the next SCS business meeting.

- C. The Section Governor shall be notified of the winners and be responsible for notifying the candidates.

- D. Winning candidates shall be installed at the end of the Spring Section Business Meeting.

- E. Ballots shall be destroyed by the Tellers Committee after a motion to destroy the ballots at the next meeting.

VACANCIES

Upon notification from the Governor of a vacancy, the Board shall select a replacement from a list of candidates prepared by the Nominations Committee. This person shall meet the eligibility requirements for that office.

SCS ADVISORY COUNCIL

1. The SCS Advisory Council consists of the Advisors appointed as chairs, co-chairs or members to the following Advisory Council committees:

Aviation Legislation, Bylaws/Standing Rules, Aviation Scholarships and Membership. All other positions are to be determined at the discretion of the Governor.

2. Appointments and Responsibilities:

A. Advisors are appointed by the Governor at the beginning of her term with the concurrence of the Board of Directors.

B. The appointed Advisors will serve two years coinciding with the term of elected officers.

C. Responsibilities shall be set out in Standard Operating Procedures, with copies being delivered to each Officer, Director, Advisor and all Chapter Chairmen.

STANDING COMMITTEES

Shall consist of Finance, Credentials and Tellers Committees.

SPECIAL COMMITTEES

Special Committees are appointed at the discretion of the Governor, BOD, or by request of the membership with a limited focus and time period; and shall report to whoever requested the committee.

MEETINGS (SR-4)

SECTION

1. A rotation schedule of SCS Chapters will be used to establish host Chapters of the regular semi-annual meetings. Immediately upon being notified by a Chapter that it is necessary to decline its time slot, the Vice-Governor will solicit another Chapter to serve as host.
2. Host Chapters must present their proposed schedule of events for the Section Meetings to the SCS Governor in advance for approval.

Page 3 of 6

STANDING RULES OF THE SOUTH CENTRAL SECTION OF THE NINETY-NINES, INC. revised May 19, 2006

3. A Parliamentarian shall be solicited and appointed for each meeting of the South Central Section.
4. A current membership card and membership in the South Central Section shall be required to vote on any matter which comes before the SCS assembled at the Section meetings.

- A. Members of other Sections and members whose dues are not current with The Ninety Nines, Inc. may attend meetings of the Section, but may not vote.
- 5. The Section Governor will appoint and announce a Committee to read and approve the Minutes at each Section Meeting.
 - A. The Minutes of the Meeting shall be provided to each member of the Board of Directors, Chapter Chair and Advisor by the Section Secretary within 30 days following the meeting. Chapter Chairs shall make Section minutes available to all Chapter members.
 - B. All corrections to the Minutes must be sent to the Section Secretary prior to the next meeting of the Section. If the Committee concurs, all corrections will be announced at the next meeting of the Section.
 - C. A copy of the Minutes of the last meeting of the Section, approved by the Committee, and the meetings of the Board of Directors, shall be available at each Section Meeting for the information of the members.
- 6. Chapters not represented at SCS meetings shall be required to reimburse the Section for duplicating and mailing costs to receive written materials distributed at the meetings.

SOUTH CENTRAL SECTION RULES OF THE MEETING

- A. The purpose of the Meeting is to conduct the business of the South Central Section of the Ninety-Nines, Inc., and for the members to instruct the Board of Directors on matters of the administration of the Corporation.
- B. The Rules of the Meeting must be adopted by a 2/3 majority of all members present and voting. A motion to suspend or amend the Rules requires a simple majority.
- C. The Presiding Officer of the Meeting shall be the South Central Section Governor, thereafter called "the Chair" and shall rule on all decisions of order.
- D. Only those members recognized by the Chair after stating their name and 99 affiliation may address the Assembly.
- E. Debate on the Bylaws or Standing Rules of the SCS will be limited to 10 minutes; a member may address the Assembly only once, for no longer than 2 minutes, unless an opposing view has been offered and no other member wishes to answer the opposition.
- F. All questions of Parliamentary procedures will be answered by the Parliamentarian; decision by the Chair is final.
- G. Debate can be interrupted only for the following:

STANDING RULES OF THE SOUTH CENTRAL SECTION OF THE NINETY-NINES, INC. revised May 19, 2006

- 1. Questions of Procedure (Parliamentary)
- 2. Questions of Privilege (Parliamentary procedure)
- 3. Call for Orders of the Day (if the Chair is not following the Agenda)
- 4. Call for a Point of Order (if the conduct or debate of a member or the Chair is out of order.
- 5. To Call for the Question (or a vote on the motion)
- 6. To Call for Secret written ballot before the vote is called.

- H. The Chair will not address an issue before the Assembly has conducted debate unless asked to do so by a member.
- I. A short recess may be called by the Chair at the appropriate time on the Agenda.
- J. No member may directly address another member from the floor unless the member consents and the Chair concurs.
- K. A question, once before the assembly, must be adopted or rejected or disposed of in some other way before any other subject can be introduced (except as in "G" above.)
- L. The Chair may call the vote by voice, a show of hands or secret written ballot. Only members holding voting cards may vote.
- M. All votes will be counted by the Tellers and the numbers reported to the Chair; the Chair will report the numbers and declare the disposition of the motion.

BOARD

- 1. Board meetings may be called from time to time by the Governor or by any four (4) members of the Board.
- 2. It shall require 2/3 confirmation by the Board of Directors to institute an operating policy for Board function into the Standing Rules or Standard Operation Procedures.
 - A. Any such policy or rule shall be effective upon adoption by the Board of Directors until the next regular meeting of the Section when it will be subject to ratification by the members and by a majority vote.
 - B. A copy of the Minutes of all Board Meetings held since the last Section meeting shall be provided at each Section meeting for the information of the members.
 - C. A copy of the Minutes of all Board meetings shall be provided to each BOD member, Chapter Chair and Advisor by the Secretary within 30 days following the meeting.

SPECIALLY CALLED MEETINGS

- 1. Any SCS member or Chapter who requests a special meeting of the Board by teleconference between regular Section meetings shall participate in the call and be responsible for the expense.

SECTION RECORDS (SR-5)

MAINTENANCE/DISPOSITION

- 1. Only those records maintained by the Officers and Directors will be permanently archived. These records include Minutes of the Meetings, Membership reports from 99s Headquarters, Section Newsletters, Governors Reports to Section and International, Treasurer's and Budget reports and 501(c)(3) records.

SCS APPROACH (SR-6)

1. This is the official publication of the South Central Section.
2. All business which requires prior notice to the members and a vote for adoption on any matter as stated in the Bylaws and SCS Rules of the Meeting must be published in the SCS APPROACH.
3. Subscription fees, advertising income and any funds generated by the SCS APPROACH shall be deposited into the SCS bank checking account for the exclusive use of the SCS APPROACH.

HOST-TO-HOST FUND (SR-7)

1. The Host-to-Host fund is established to assist Chapters in handling the expenses of hosting a Section meeting. The Host-to-Host fund will be administered according to standard operating procedures.

These Standing Rules, supersede the initial Standing Rules unanimously adopted by the Board of the Corporation, and others previously adopted, including

May 11, 1991

May 15, 1993

April 1996

May 3, 1997

April 18, 1998

September 25, 2004

October 1, 2005.