

BYLAWS OF
FLORIDA FIRST COAST CHAPTER NINETY-NINES, INC.

ARTICLE I

NAME

The name of this organization shall be Florida First Coast Chapter Ninety-Nines, Inc, a nonprofit public benefit chapter operating under the bylaws of the Southeast Section for public and charitable purposes pursuant to the Charter.

ARTICLE II

PURPOSE, POLICY, AND AFFILIATION

Section 1. The Corporation shall operate in compliance with the regulations of the Internal Revenue Code, Section 501(c)(3), or the corresponding section of any future federal tax code.

Section 2. No part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter 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 of the Florida First Coast Chapter Ninety-Nines, Inc. shall be governed by SOUTHEAST SECTION AND INTERNATIONAL NINETY-NINES Bylaws.

ARTICLE III

CHAPTER FUNDS

Section 1. All funds of the Chapter shall be deposited in a bank account in the name of Florida First Coast Chapter Ninety-Nines, Inc, and shall be administered according to the Standing Rules. The fiscal year shall begin on June 1 and shall end on May 31 of the following year.

Section 2. An annual report on the financial condition of the Chapter shall be made to the members within 60 days of the close of the fiscal year.

Section 3. In the event of a dissolution of this Chapter, the Board of Directors of the Southeast Section of the Ninety-Nines, Inc., a 501(c)(3) organization, shall have the power to dispose of the total assets of this corporation by a majority vote, provided that the distribution shall be for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV

MEMBERSHIP

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

ARTICLE V

OFFICERS AND ELECTIONS

The elected officers of the Chapter shall consist of the Chairman, Vice Chairman, Secretary, and Treasurer.

A. Duties

- a. CHAPTER CHAIRMAN shall preside at all meetings, appoint committees, represent and be the spokesman for the Chapter, carry out the majority wishes of the membership, oversee the responsibilities of all other officers and chairmen, and perform duties customarily pertaining to the office.
- b. VICE CHAIRMAN shall assist the Chapter Chairman and preside in her absence.
- c. SECRETARY shall keep the minutes of all meetings and perform duties customarily pertaining to the office.

- d. TREASURER shall be the custodian of all funds, deposit funds in accounts in the name of the Chapter, maintain records according to fiscally accepted practices suitable for annual audit and perform duties customarily pertaining to the office. Note: The annual audit shall be a financial review of all fiscal records to be conducted by three members of the Chapter or community appointed by the Chapter Chairman.
- B. Elections shall be held in the Spring prior to June 1 every other year. Ballots may be mailed at least 30 days in advance or electronic voting may be used. Electronic voting procedures shall be in accordance with the rules set forth by the Ninety-Nines, Inc., International Organization of Women Pilots. Elections shall be by voice vote at a meeting where the slate is presented and only one person is nominated for each position.
- a. The Nominating Committee shall be responsible for submitting a slate of candidates.
 - b. The Nominating Committee shall report at a meeting held in the spring of the election year. Additional nominations from the floor shall be held.
 - c. Officers shall be elected by majority vote.
 - d. Qualifications: Officers and Nominating Committee members shall be members in good standing of The Ninety-Nines, Inc. and the Chapter at the time of submitting their declaration to seek office.
 - e. The newly elected officers shall assume office on June 1st and shall hold office for two years or until their successors are elected.
 - f. Vacancies shall be filled for the unexpired term by appointment of the Chapter Chairman with approval by the Board of Directors, except the office of the Chapter Chairman to which the Vice Chairman shall succeed. Unexcused absence, non-performance of duties, or inability to serve shall be considered a vacancy by a vote of the Board of Directors.
 - g. An officer of the Chapter may resign her office by submitting a letter of resignation to the Chairman.

ARTICLE VI
BOARD OF DIRECTORS

- A. The Board of Directors shall consist of a Chapter Chairman, Vice Chairman, Secretary, Treasurer, and immediate Past Chapter Chairman. The Board of Directors shall govern the Chapter between meetings, have duties and powers designated to it in these Bylaws, Certificate of Incorporation and by the parliamentary authority, and carry out the collective wishes of the membership.
- B. Board Meetings shall be at least one meeting a year with a minimum of 10 days' notice. The Board may meet electronically, and they may transact business by electronic or postal mail to be ratified at the next meeting. Board meetings shall be open to chapter members.
- C. Special Board Meetings shall be at the call of the Chapter Chairman or 2 Board members with adequate notice.
- D. A quorum shall consist of a majority of the Board members.

ARTICLE VII
MEETINGS

Section 1. This Chapter shall meet at specific times and places to be designated and approved by the Chapter members or the Chairman of the Chapter.

Section 2. Business to be conducted at Chapter meetings may include election of officers, reports of officers and committees, and any other business that may arise.

Section 3. Special meetings may be called by the Chapter Chair or by 10% of the members with adequate notice to the members of the Chapter. 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 4. Meetings of the Board of Directors shall be called at the discretion of the Chapter Chair or upon a request of a majority of the Board members. They may also include committee members and other interested parties.

Section 5. Regular meetings are open to guests, except they may be asked to leave the meeting if sensitive information is to be discussed.

ARTICLE VIII

RIGHTS AND REPRESENTATIVES

Section 1. Each Chapter may be represented at the Section meeting by the delegates designated by the Chapter, with each delegate holding one vote, or as designated by the Chapter Chair.

Section 2. Delegates must be members as set forth in Article IV.

Section 3. Delegate attendance shall be in accordance with the organization's procedures as set forth in the Standing Rules.

Section 4. Each member shall be entitled to one vote in writing or electronically for the election of each of the Chapter's elective positions.

Section 5. Members shall have access to Chapter records for the purpose of reviewing them upon written request made to the Chapter Chair, with reasonable notice and at a time mutually agreed upon between the custodian of said records and the member making the request.

ARTICLE IX

QUORUM

Five percent (5%) of the Chapter members in good standing shall constitute a quorum.

ARTICLE X

COMMITTEES

Committees shall be appointed to plan and coordinate specific Chapter activities. The Chapter Chair shall appoint the Committee Chair(s).

ARTICLE XI
AMENDMENTS

Section 1. These bylaws may be amended at any Chapter meeting, provided that the amendment shall have been submitted to all Chapter members at least 30 days prior to that meeting.

Section 2. To become effective any amendment must receive a two-thirds vote of all members present at the meeting.

Section 3. The Secretary shall officially notify each member of the final action taken on each proposed amendment at the next meeting.

ARTICLE XII
RULES AND PARLIAMENTARY AUTHORITY

Section 1. The Standing Rules and the Standard Operating Procedures of each Chapter committee shall direct the specific duties of all appointees.

Section 2. The most recent edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of all meetings of the membership, in all cases where it is applicable, and in which it is consistent with these Bylaws, the Standing Rules and any Special Rules the Chapter may adopt.

Section 3. If any conflict arises with Chapter Articles or Bylaws, such International Articles and Bylaws shall govern.