

THE NINETY-NINES, INC.
SOUTHWEST SECTION BYLAWS

ARTICLE I – NAME

The name of the organization shall be the SOUTHWEST SECTION OF THE NINETY-NINES, INC., a non-profit public benefit corporation operating under the Non-Profit Public Benefit Corporation Law of the State of California for public and charitable purposes.

ARTICLE II – PURPOSE, POLICY AND AFFILIATION

Section 1.

The purpose of this organization is stated in its entirety in the Articles of Incorporation.

Section 2.

No substantial part of the activities of the corporation shall be for 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 of the SOUTHWEST SECTION OF THE NINETY-NINES, INC. shall be governed by the International Bylaws.

ARTICLE III – SECTION FUNDS AND FISCAL YEAR

Section 1.

All funds of the Section shall be deposited into a bank account in the name of the SOUTHWEST SECTION OF THE NINETY-NINES, INC., and shall be administered according to the Southwest Section Standing Rules. The fiscal year of the corporation shall begin June 1 and shall end May 31 of the following year.

Section 2.

An annual report of the financial condition of the corporation shall be posted on the Southwest Section website in the member's only area within 30 days of the reporting section meeting and shall be removed 30 days after posting to the website.

ARTICLE IV – MEMBERSHIP

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

ARTICLE V – MEETINGS

Section 1.

This corporation shall meet semi-annually at specific times and places to be designated and approved by the members at a previous semi-annual meeting.

Section 2.

The corporation is required to have an annual meeting. The Spring semi-annual meeting shall serve as the annual meeting.

Section 3.

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

Section 4.

The corporation shall notify all members of Section meetings by direct mail or electronic means.

Section 5.

Special meetings may be called by the Governor or by a majority of the Chapters upon a 30-day notice to the Chapters, or by five percent (5%) of the members of the Southwest Section upon written demand to the Governor. 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 6.

Meetings of the Board of Directors shall be called at the discretion of the Governor or upon request of a majority of the Board members and may include committee members and other interested parties.

ARTICLE VI – RIGHTS AND REPRESENTATIVES

Section 1.

Each Chapter shall be represented at the Section meetings by the delegates so designated by the Chapter, with each delegate holding one (1) vote.

Section 2.

Delegates must be members as set forth in Article IV.

Section 3.

Delegate attendance shall be in accordance with the procedures of the organization as set forth in the Standing Rules.

Section 4.

Each member shall be entitled to cast one (1) vote by direct mail or by electronic means for the election of each Southwest Section elective position.

Section 5.

Members shall have access to Section records for purposes of reviewing same upon written request made to the Governor, with reasonable notice and at a time mutually agreed upon between the custodian of said records and the member making the request.

ARTICLE VII – QUORUM

Sixty (60) percent of the registered delegates shall constitute a quorum.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1.

The elective officers shall consist of a Governor, Vice Governor, Secretary, Treasurer, two (2) Directors and five (5) Nominating Committee members. The Chairman of the Nominating Committee shall be the member receiving the greatest number of votes. If unable to serve in that capacity, the Chairmanship will go to the member receiving the next greatest number of votes.

Section 2.

Any nominee for Secretary, Treasurer, Director or member of the Nominating Committee shall have been a member of The Ninety-Nines, Inc. for a period of two (2) years by the date of her Declaration of Intent to Seek Election and must be an active member as defined in the International Bylaws at the time of filing her Declaration.

Any nominee for Governor or Vice Governor shall, in addition, shall have served as a Chapter Chairman, a member of the Section Board of Directors, or a Section Committee Chairman.

Section 3.

Electronic elections are hereby authorized.

Section Officers shall be elected by a plurality vote through a mailed ballot or by an electronic ballot.

Section 4.

If a Section or Chapter chooses to have a paper ballot election, the Section or Chapter will be responsible for the mailing of ballots and tallying of votes.

If a Section or Chapter chooses to have an electronic ballot election, the Section or Chapter may choose their own service provider as long as it meets The Ninety-Nines specifications for electronic voting and is conducted in accordance with the criteria as outlined in the International Standing Rules. The service provider shall ensure that all members receive only one (1) ballot, that being electronic, and the service provider shall be responsible for tallying the votes.

If a Section or Chapter chooses to have a hybrid election (both paper and electronic) the Section or Chapter is required to use a service provider that meets The Ninety-Nines specifications for electronic voting and is conducted in accordance with the criteria as outlined in the International Standing Rules. The service provider shall ensure that all members receive only one (1) ballot, whether it be paper or electronic, and the service provider shall be responsible for tallying all votes.

Section 5.

All vacancies shall be filled by selection and vote of the Board of Directors, except for the office of Governor, to which the Vice Governor shall succeed. Any officer may be removed from office for neglect of duty, by the Board of Directors on the demand of two-thirds (2/3) of the Chapters of the Southwest Section.

Section 6.

- (a) A term shall be for two (2) years and shall commence on July 1 of the election year.
- (b) All officers shall serve no more than two (2) consecutive terms in that office.
- (c) The immediate Past Governor shall be a member of the Board of Directors and serve one (1) term.

ARTICLE IX – BOARD OF DIRECTORS

Section 1.

The business and affairs of this corporation shall be governed and controlled by a Board of Directors of not less than five (5) members.

Section 2.

The Board of Directors shall be comprised of the Governor, Vice Governor, Secretary, Treasurer, Chairman of the Nominating Committee, and two (2) Directors. The Immediate Past Governor shall be a member of the Board for one (1) term.

Section 3.

The authorized number of Directors may be changed by an amendment to the Bylaws when adopted by the members.

ARTICLE X – DUTIES OF BOARD OF DIRECTORS

Section 1.

The Board of Directors shall have all duties and powers as set forth in the Articles of Incorporation. It shall be its duty to carry out the purposes of the corporation according to the law and as provided in these Bylaws. The Board shall approve the expenditures of available non-budgeted funds, and may select an independent auditor to conduct an annual audit at the discretion of the Board.

Section 2.

- (a) The Governor shall be the Chairman of the Board, shall preside at all Section meetings and meetings of the Board of Directors, shall carry out the collective wishes of the membership, be their spokesperson on matters of Section policy and shall have the responsibilities and duties as set forth in the Standing Rules.
- (b) The Vice Governor shall assist the Governor in the performance of her duties, shall preside at the Section meetings and meetings of the Board of Directors in the absence, resignation or removal of the Governor from office, and shall have the responsibilities and duties as set forth in the Standing Rules.
- (c) The Secretary shall be responsible for the accurate and timely account of all transactions of the Section meetings and meetings of the Board of Directors, shall assist the Governor in the performance of her duties, and shall have the responsibilities and duties as set forth in the Standing Rules.
- (d) The Treasurer shall be responsible for all monies of the corporation and shall make a complete report at each of the semi-annual meetings of the receipts and expenditures. She shall present a budget at the Spring meeting of the Southwest Section for approval by the delegates. The Treasurer shall require that any wire transfer request over \$500 shall be confirmed by the Section Governor. The Treasurer shall further have the responsibilities and duties as set forth in the Standing Rules.
- (e) The Chairman of the Nominating Committee shall preside over the Nominating Committee and shall have the responsibilities and duties as set forth in the Standing Rules.
- (f) The Immediate Past Governor may act as the procedural advisor at the meetings.
- (g) The two (2) Directors shall assist the Board of Directors in in any way possible and at the request of the Governor.

ARTICLE XI – NEW/DISBANDING CHAPTERS

New or Disbanding Chapters shall be formed or dissolved as stated in the International Bylaws.

ARTICLE XII – COMMITTEES

Section 1.

The Governor may appoint a Chairman for each of the committees listed in the Standing Rules.

Section 2.

All committees shall submit an annual written report and shall operate in accordance with their Standing Operating Procedures.

Section 3.

The Governor shall choose such Special Committees and appoint Chairmen as she may deem advisable.

Section 4.

The Governor shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE XIII – READER’S COMMITTEE

The Governor shall appoint three (3) of the delegates present at each semi-annual meeting to read and approve the minutes of such meeting. The Secretary shall forward copies of the minutes to each member of said committee within 30 days of that meeting. Each member of the committee shall return such minutes, with comments, to the Secretary within two (2) weeks from receipt thereof.

ARTICLE XIV – AMENDMENTS

Section 1.

These bylaws may be amended at either semi-annual meeting, provided the proposed amendment(s) have been submitted to all the Chapters and posted on the Member’s only section of the SWS website at least 60 days prior to that meeting.

Section 2.

To become effective a Bylaw proposed amendment must receive a two-thirds (2/3) vote of all delegates present at the semi-annual meeting.

Section 3.

In addition to posting on the SWS website, the Secretary shall notify each Chapter of the final action taken on each proposed amendment no later than 30 days following the meeting.

ARTICLE XV – RULES AND PARLIAMENTARY AUTHORITY

Section 1.

The Standing Rules and Standing Operating Procedures of each Section 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 and the Board of Directors, in all cases where it is applicable, and in which it is not inconsistent with these Bylaws, the Standing Rules and any Special Rules the organization may adopt.

Section 3.

If any conflict arises with the International Articles or Bylaws, such International Articles and Bylaws shall prevail and govern.