

Bylaws of  
The Reno High Sierra Chapter of the Ninety-Nines  
April 10, 1997  
LAST REVISED: May 10, 2012

Article I

Name

The name of this organization shall be the Reno High Sierra Chapter of the Ninety-Nines, Inc., a non-profit public benefit corporation, operating under the Non-profit Public Benefit Corporation Law of the State Of Nevada for public and charitable purposes.

Article II

Activities and Affiliation

Section 1. The purpose of this organization is stated in its entirety in the Certificate of Incorporation for the Ninety-Nines, Inc.

Section 2. 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 of the Reno High Sierra Chapter of The Ninety-Nines, Inc., 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.

Article III

Fiscal

Section 1. Chapter Funds

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

B. An annual financial report will be sent to the IRS as required. An annual financial report will be available at the July meeting to the Chapter members and filed with chapter documents.

Section 2. Funds upon Dissolution

Dissolution of the Chapter and the distribution of the assets therefrom shall be governed by the Articles of Incorporation.

Article IV  
Membership

Section 1. Chapter membership in the Ninety-Nines, Inc., shall be as stated in the International Bylaws and Standing Rules.

Section 2. Termination of membership may only be accomplished in accordance with the Bylaws and Standing Rules of the Ninety-Nines, Inc., requiring action by the International Board of Directors. The Chapter Board of Directors may recommend to the International Board of Directors the dismissal of a member if they have cause to believe she is of objectionable character or by any act has brought discredit to the organization. Such action must be requested by a two-thirds vote of the members of this Chapter who have been members for the sixty-day period immediately prior to the vote, and must be by written ballot in the form prescribed by the International Board of Directors and obtainable from the Ninety-Nines, Inc., headquarters.

Section 3. An officer or other member of the Chapter may resign her office and/or chapter membership by submitting a written request to the Chairman of the Chapter, or if said officer is the Chairman her resignation shall be handed to the Vice-Chairman.

Article V  
Nominations and Elections

Section 1. The elective officers shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 2. At the regular meeting date in March, the Board of Directors shall appoint two to three members, each with at least one year of membership in the chapter, to serve as the Nominating Committee. The committee will submit a list of Nominees during the regular April meeting. Additional Nominations may be taken from the floor at that time.

Section 3. Nominees for elective office must be Chapter members in good standing and, in addition, the nominee for Chairman must meet the criteria as stated in the Standing Rules.

Section 4. The method of balloting and counting the ballots shall be in accordance with the Standing Rules. Election shall be made by majority vote of valid ballots cast.

Section 5. All vacancies in office shall be filled by selection and vote of the Board of Directors, except the office of Chairman, to which the Vice-Chairman shall succeed.

A. Any officer shall be removed from office for neglect of duty by the Board of Directors on demand of two-thirds of the members.

Section 6. No member of the Board of Directors shall serve more than two consecutive terms in the same office. A term shall be for one year. Service for less than six months shall not be considered a term for purposes of this section.

#### Article VI

##### Board of Directors

Section 1. The Board of Directors shall be composed of the elected officers and the immediate past Chairman. The authorized number of Directors may be changed by amendment to the Standing Rules duly adopted by the members.

##### Section 2. Duties

A. The Board shall have all duties and powers as set forth in the Articles of Incorporation, these Bylaws and Standing Rules. It shall carry out the purpose of the corporation according to the laws of the State of Nevada and the provisions of the Articles of Incorporation, these Bylaws, and Standing Rules.

B. The Board shall approve the expenditure of available non-budgeted funds and may select an auditor or audit committee if it is deemed needed.

#### Article VII

##### Duties of Officers

##### Section 1. Chairman

The chairman shall preside at all Chapter meetings and Board meetings and shall enforce the observance of the Bylaws and Standing Rules; she shall see that all officers and members of committees perform their respective duties as set forth in the Standing Rules; she shall appoint all committee chairmen unless otherwise specified and shall carry out the collective wishes of the membership; and be their spokesman on matters of Chapter policy, and shall have the responsibilities and duties as are specified in the Standing Rules.

##### Section 2. Vice-Chairman

The Vice-Chairman shall assist the Chairman in the performance of her duties, shall preside at the chapter meetings or Board meetings in the absence, resignation or removal from office of the Chairman and shall have the responsibilities and duties as are specified in the Standing Rules.

### Section 3. Secretary

The secretary shall be responsible for the accurate account of all transactions of the Chapter and Board meetings, shall assist the Chairman in the performance of her duties and shall have the responsibilities and duties as are specified in the Standing Rules.

### Section 4. Treasurer

The Treasurer shall be responsible for the control of all monies of the corporation and shall hold receipts for them; she shall make the report of receipts and expenditures as required by the Section or by International. She shall perform such other duties as are specified in the Standing Rules.

### Section 5. Immediate Past Chairman

The immediate past Chairman shall serve on the Board of Directors for the chapter and perform such duties as are specified in the Standing Rules.

## Article VIII Committees

### Section 1. Appointment

A. The Chairman, upon taking office, shall appoint a Committee Chairman for each of the Standing Committees stated in the Standing Rules and such additional committees as she deems necessary.

B. It shall be the privilege of each committee Chairman to choose her own committee members, except for the Nominating Committee and Bylaws Committee chairmen, which committee members shall be appointed by the Chairman.

### Section 2. Reports

A. Each Committee Chairman shall maintain records as necessary and provide a written report if requested by the Chairman.

### Section 3. Duties

A. The Committee Chairmen duties shall be determined by the Standing Rules of the Chapter or by the Board of Directors.

## Article IX Meetings

### Section 1. Monthly Meetings

Meetings shall be held once a month on a date decided by majority vote of the membership and published in the

International Membership Directory and members shall be notified thereof in writing or by electronic email. Notification shall be sent to all members at least one week in advance when any change from the published date is made.

#### Section 2. Annual Meeting

The regular business meeting in the month of July shall be known as the Annual Meeting of this corporation.

#### Section 3. Special Meetings

Special meetings may be called by the chairman or by five percent of the membership 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 4. Board Meetings

A. Meetings of the Board of Directors shall be called at the discretion of the Chairman or upon 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 each of the Directors not present approves in writing the minutes of such meeting. All such approvals shall be a part of the minutes of the board meeting and interested parties are allowed to attend.

#### Section 5. Section and International Meetings

Delegates for Section and International meetings shall be chosen in accordance with the Section Bylaws, the International Bylaws and Standing Rules and the Chapter's Standing Rules and their names shall be entered in the minutes of the Chapter meeting at which they are selected.

### Article X

#### Voting

#### Section 1. Members' Rights and Voting Privileges

A. Each chapter member shall be entitled to cast one vote for the election of Chapter officers and for motions that come before the members.

B. Members may have access to Chapter records upon written demand to the Chairman with reasonable notice, and at a time mutually agreeable, within ten days of said demand.

#### Section 2. Quorum

A. A majority of the chapter members present at a regular meeting shall constitute a quorum for the purpose of

transacting business at said meeting.

B. Two-thirds of the chapter members present at a regular meeting shall constitute a quorum to amend these Bylaws after not less than 10 days' notice to the chapter.

C. Two-thirds of the chapter members, providing that they have been members for the sixty-day period immediately prior to the vote, shall constitute a quorum to recommend expulsion from membership, removal from office or division of this Chapter to form two Chapters.

#### Article XI Amendments

##### Section 1. Bylaws committee

The Chapter Chairman shall appoint annually a bylaws committee consisting of at least 2 members.

##### Section 2. Vote and Time

A. These Bylaws may be amended at a regular meeting of the membership by a vote of two-thirds of those members present after not less than 10 days' notice to the chapter.

B. Proposed amendments may be submitted to the Bylaws Committee by the Board of Directors or by any member.

C. The proposed amendment(s) shall be presented to the members after not less than 10 days' notice to the chapter and, if approved, will become effective after sixty days.

##### Section 3. Recording

An amendment, with the date of adoption, shall be recorded by the Secretary and appended to the Bylaws and kept therewith.

#### Article XII Rules

The conduct of all meetings of the chapter membership and of the Board of Directors shall be governed by these Bylaws and Standing Rules, or any special rules the Chapter may adopt, and, where not specifically provided for in any of these documents, the most recent edition of Robert's Rules of Order.

#### Certificate of Recording Secretary

I, the undersigned, do hereby certify that I am the duly elected and active Recording Secretary of the Reno High Sierra Chapter of the Ninety-Nines, Inc., a non-profit public benefit corporation in the State of Nevada, and that the foregoing Bylaws, comprised of 7 pages including this page, constitute the Bylaws of said

corporation as duly adopted at a meeting of the corporation held on May 10, 2012. (Replaces Bylaws of April 10, 1997 and amendments of August 19, 1999 and May 10, 2001 and October 14, 2004 and March 8, 2007)

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RECORDING SECRETARY

DATE