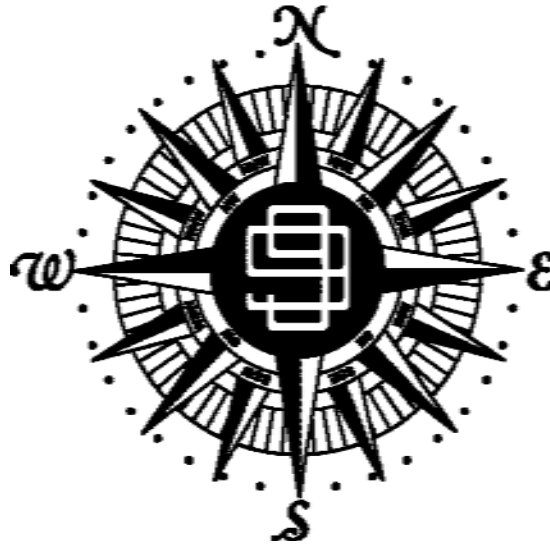


THE NINETY-NINES, INC.

COUNCIL OF GOVERNORS

*** POLICIES & PROCEDURES ***



PREPARED BY: Shannon Osborne
APPROVED BY: Lisa Hotung
DATE: October 10, 1997
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SUPERSEDES: Ju 14, 2013

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The Ninety-Nines is the international organization of women pilots that promotes advancement of aviation through education, scholarships and mutual support while honoring our unique history and sharing our passion for flight.

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2. ORGANIZATIONAL CHART

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INTERNATIONAL

- > Worldwide membership of the corporation governed by an elected Board of Directors

President & Chief Executive Officer

- > Parliamentarian primarily reports to President
- > Headquarters' **Manager** reports to President
 - **Headquarters Staff** reports to the Headquarters Manager

Board of Directors:

- > President
- > Vice President
- > Secretary
- > Treasurer
- > 4 Directors
- > Immediate Past President

- Responsible for the overall management of the corporation.

Council of Governors

- > Attends and participates in all regularly scheduled International Board of Directors' meetings.

SECTIONS

- > Geographical divisions of membership
- > Managed by an elected Governor and Executive Board
- > Through the Governor, her executive or delegate, reports to International

- All Chapters within each Governor's Section report to their Section and Governor.

CHAPTERS

- > Geographical Sub-divisions of the Section membership
- > Managed by an elected Chapter Chair and Executive Board
- > Through the Chapter Chair, her executive or delegate, reports to her Section

- All members in a geographical area supported by a Chapter may become Chapter members.

SECTION MEMBERS - NO CHAPTER

- > All members of the worldwide organization who are not able by geographical location or choose not to be a member of an established Chapter.

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3. GENERAL POLICIES & PROCEDURES

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A. Articles of Incorporation

Article XIV "COUNCIL OF GOVERNORS"

The Council of Governors is composed of the Governor from each Section who shall represent their Sections at meetings of the International Board of Directors. The Vice-Governor or a duly elected Section officer may represent the Section in the absence of the Governor.

B. Standing Rules

COUNCIL OF GOVERNORS

1. Membership: The Council of Governors is composed of the Governor from each Section. The Vice-Governor or a duly elected Section officer may represent the Section in the absence of the Governor.
2. Responsibilities: The Council of Governors shall represent their Sections at meetings of the International Board of Directors. They shall enhance participation and communication throughout the Corporation and advise the Board of Directors as to the wishes and needs of the members.
3. The Council of Governors may develop and submit proposed amendments to the International Bylaws or Standing Rules with a 2/3 vote.
4. A quorum is defined as twenty percent (20%) of the chartered Sections represented either in person or by approved electronic means.

C. Governors' Spokesperson

Each year, during the Spring Board of Directors meeting, the Council of Governors elects a Governors' Spokesperson from its members. All information from the Board of Directors and Headquarters, pertinent to the Council, is funneled through the Spokesperson and it is her responsibility to pass this information on to all the Council members in a timely manner.

(For complete Governors' Spokesperson Policies & Procedures, refer to Pages 7 - 9).

D. Participation at International Board of Directors' Meetings

1. It is the responsibility of each attending Governor to arrive on time, each day, as stipulated by the meeting agenda.
2. It is the responsibility of each attending Governor to conduct herself in a professional manner during the meeting proceedings. Implicit in this is:
 - a) Do not raise an issue concerning a topic after a vote has been taken on that topic. If there are any outstanding concerns, they are to be discussed with the Governors' Spokesperson and addressed through the Governors' Spokesperson's report to the Board.
 - b) Any issues that were not raised by the Board during the meeting's proceedings may be raised prior to the Board meeting adjournment; either individually or through the Governors' Spokesperson's report.

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- c) The Board of Directors appreciates and values constructive criticism from the Council.

E. Communications

1. Each Council member is notified in writing by the Governors' Spokesperson, the dates of upcoming Board of Director meetings, the meeting agenda and any pre-planned Governor activities during this time. It is the responsibility of each Governor to notify the Spokesperson of her intended travel itinerary (arrival/departure) prior to arrival at the meeting.
2. Whenever any Governor has information, ideas or concerns that are of benefit to the rest of the Council, Headquarters or the Board of Directors, it is her responsibility to advise the Spokesperson in writing. The Spokesperson may pass on this information in a timely manner to the Board of Directors and/or the other Governors.
3. The Governors' Spokesperson should notify all Governors at least 30 days in advance of any Council of Governors' meetings.
4. It is recommended that all Governors, when proposing dates for their Section meetings, try to avoid overlapping dates. This will facilitate attendance at these meetings of at least one Board member representative and give other Governors the opportunity to attend as well. This will enhance idea gathering and networking among all Sections and Chapters.
5. It is the responsibility of each Governor to notify the Governors' Spokesperson of any address and/or telecommunications changes as soon as possible. Also, to indicate which form of communication is best, in consideration of time, cost and accessibility. The Governors' Spokesperson will update the contact list and get it out to all the Governors

F. Insurance

Excerpt from The Ninety-Nines, Inc. general liability policy.

Section: DEFINITIONS, Clause: 8.1 WHEN USED IN THIS POLICY, Second Paragraph:

"Insured means the Association named in Item 1 of the Declarations and any person who has been, now is, or shall become a duly elected director or trustee, a duly elected or appointed officer, an employee, or committee member, whether or not they are salaried, and any other person acting on behalf of the Association or at the direction of an officer or board of directors of the Association.

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4. GOVERNOR'S SPOKESPERSON

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A. GOVERNORS' SPOKESPERSON

1. **Term** is one year.
2. **Qualified candidates** are any Governors who have attended either in person or via approved electronic means at least two International Board of Directors meetings since their election.
3. **Nominations and Elections** take place at the Spring Board Meeting.

B. REPORTING

1. The Spokesperson liaises with the designated International Board member who is the Governors' Liaison for the International Board of Directors. The Governors' Liaison confers with the Spokesperson on a regular/as needed basis to ensure that all communications with the rest of the Council of Governors is accurate and that no Board/organizational information of a sensitive nature is provided to all Governors without prior approval. A copy of all Spokesperson correspondence goes to the Governors' Liaison.
2. The Spokesperson regularly/as needed corresponds to the Council of Governors to update and inform them on all topics originating from the International Board of Directors that are of importance to and have effect on Sections and Chapters. This correspondence must be in writing via standard communications tools, such as post, fax, email.

C. DUTIES AND RESPONSIBILITIES

1. The Spokesperson must be readily accessible and have access to at least two forms of communications technologies, i.e., fax, phone, email.
2. The Spokesperson should be able to attend all Board meetings. In the event she is unable to attend a meeting then she must assign a fellow Governor on the Council who records information from this meeting and notifies the Spokesperson **within 30 days** following the meeting.
3. The spokesperson should schedule 3 Council of Governors meetings each year, to be held in conjunction with the Spring and Fall IBOD meetings and the Annual Conference.
4. The Spokesperson is responsible for notifying Headquarters of dates and times of upcoming Council of Governors' meetings. International Headquarters will notify the Governors' Spokesperson about dates, times and agenda for Board meetings.
5. The Spokesperson is available to assist as a clearinghouse for sharing rooms.
6. The Spokesperson prepares a written report for the International Board of Directors at the completion of each Board meeting. This report is handed in to the International Secretary for insertion into the meeting minutes. The purpose of this report is to highlight the Council's positions on issues/topics of concern to them and their Sections that they feel the International Board of Directors should consider. The Spokesperson should follow up on these issues with the Governors' Liaison.

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7. The Spokesperson should encourage dialogue/correspondence from all Council members throughout the year. **In this regard, it is the Spokespersons' responsibility to ensure that each Governor who has any concern, direct/funnel her formal concerns for resolution to her only, not to International Board members or 99s staff members.** The Spokesperson can then pass on any issues/concerns in a timely manner to the Governors' Liaison.
8. The Spokesperson will find that she will receive many cc'd communications from Board members throughout the year. She may take a stand of her own (with input from Council members) and send that back to the Board for discussion/consideration. A condensed version of all topics of discussion should be the essence of the Spokesperson's regular communications with the Council members.
9. The Spokesperson should be aware of all significant Section upcoming events and advise Council members of events overlapping. By avoiding overlaps Governors and Board members may be able to attend more events across the country and around the world.
10. The Spokesperson should ensure that the Council's conduct at all International Board meetings is professional. This means that the Council should fully participate in the Board's discussions and make their positions known but in a non- confrontational manner and at such time in the proceedings that does not disrupt the natural flow of discussion. Since the Council does not have a vote, it is in the best interests of both the Council and the Board that all views on topics to be voted on are presented prior to a vote being cast.
11. The Spokesperson is invited to present a verbal report on behalf of the Council, to the International Board near the end of the Board meeting agenda. This report may or may not be the same as the formal written report submitted for the meeting minutes. The Spokesperson must advise the International President if she wishes to have a few minutes on the agenda. This should be done prior to the agenda being finalized.
12. The Spokesperson is responsible for the Council of Governors account balance in the HQs operating account.
13. The current Spokesperson is in charge of the Past Governors' / Past Presidents' Reunion at the International Conference at which her term ends.

D. ELECTION OF NEW GOVERNORS' SPOKESPERSON

1. The Spokesperson is to notify all Governors of the upcoming election for the new Spokesperson at the Spring Board Meeting. Qualified nominees are those Governors who have attended either in person or via approved electronic means at least two International Board meetings since their election as Governor. The election is to take place during the Spring Board meeting at a convenient date, time and location for all attending Governors.
2. Eligibility for voting: All attending Governors (or their attending designate, i.e., Vice Governor).

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3. Voting: Each attending Governor (or designate) writes one eligible nominee's name on a secret ballot. The current Governor Spokesperson collects all votes and adds up the number of votes for each nominee. The nominee with the highest number of votes becomes the new Spokesperson. If this nominee declines, then the nominee with the next highest number of votes wins.
4. In the case of a tie, either the current Governors' Spokesperson's vote is voided or the longest straw, pulled by one of the two tied members, wins!
5. Term of Office: Begins at the Annual Business Meeting and ends at the conclusion of the following year's Annual Business Meeting.

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5. REVISION LIST

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Revision	Date	Changes
Rev. 1	October 4, 1999	
Rev. 2	March 3, 2001	
Rev. 3	July 8, 2002	
Rev. 4	October 15, 2004	
Rev. 5	October 27, 2006	
Rev. 6	November 1, 2009	Added 3.B.3, Modified 4.B.1, 4.C.5, 4.C.12, 4.D.5, Updated 6. Governor Contact List
Rev. 7	July 14, 2013	Updated 1. Mission Statement, modified 2. Section Members, 3.B.3, 4.A.2, 4.C.11, 4.D. 1
Rev. 8	April 4, 2020	Added 3.E.3, Modified 3.E.4, 3.E.5, Added 4.C.3, Modified 4.C.4, 4.C.5, 4.C.6, 4.C.7, 4.C.8, 4.C.9, 4.C.10, 4.C.11, 4.C.12, 4.C.13