

# **BYLAWS OF WOMEN IN AVIATION, MILE HIGH CHAPTER, INC.**

## **Section I. Name**

The name of the organization shall be Women in Aviation, Mile High Chapter, Inc.

## **Section II. Location of Office**

Chapter's primary office shall be located in Colorado.

## **Section III. Organization and Purposes**

Section 3.01. Organization. The Mile High Chapter is organized and shall operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law)

Section 3.02. Purposes. Consistent with such limitations, the purposes of Mile High Chapter shall be to function as a chapter of Women in Aviation, International, Daytona Beach, Florida. In that regard, the Chapter shall:

- a. Foster, promote and engage in aviation education, particularly as it relates to women in aviation.
- b. Cultivate, foster and promote interest and understanding among the public in the accomplishments and contributions of women to the aviation industry.
- c. Promote, encourage and facilitate membership in WAI and Chapter.
- d. Support and promote the mission, vision, goals and objectives of WAI.

Section 3.03. Limitations. Mile High Chapter is not formed for pecuniary profit or financial gain; no part of the net earnings of the organization shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be on the carrying-on of propaganda or otherwise attempting to influence legislation and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the organization shall not engage in any activities not permitted for a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 3.04. Mission Statement. Mile High Chapter is an organization that promotes the many aspects of aviation and aerospace through community outreach and education, while providing networking opportunities in a respectful and enjoyable environment.

## **Section IV. Chapter Membership**

Section 4.01 Eligibility for Chapter Membership. Eligibility for membership in the Mile High Chapter is open to any person who has an interest in aviation and who is also a member of WAI.

Section 4.01.1 Eligibility for Sub Chapter Membership. Eligibility for participation in a sub chapter under the Mile High Chapter requires members be directly related and attend or work for the governing entity. Members must pay dues to the Mile High Chapter and also maintain a current membership with WAI.

Section 4.02. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Proxies are to be in written form and shall be in the hands of the Secretary prior to the beginning of the meeting at which they are to be exercised. At the appropriate time the Secretary shall identify the proxy votes that are to be cast. For purposes of constituting a quorum, a proxy will be considered as a member present.

Section 4.03. Dues. The Mile High Chapter Board will determine appropriate dues and assessments. Dues are paid annually and are due at the end of the month in which the member registered each year.

Section 4.04. Default and Termination of Membership. When any member is in default in the payment of dues for a period of 60 days from the beginning of the fiscal year or period in which such dues become payable, such member's membership shall be terminated.

## **Section V. Meetings of Members**

Section 5.01. Bi-Annual Meeting. A bi-annual meeting of the members shall be held every other year in June for the purpose of electing directors and for the transaction of other business as may come before the meeting.

Section 5.02. Special Meetings. The President, the Board of Directors or not less than five of the members may call special meetings of the members.

Section 5.03. Place of Meetings. The officers may designate any place as the place of any meetings.

Section 5.04. Notice of Meetings. Written notice stating the place, date and hour of any meeting shall be given at least four days before such meeting via email.

Section 5.05. Quorum. Members holding fifty percent of the total votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting.

## **Section VI. Directors**

Section 6.01. General. The powers, business and property of the Mile High Chapter shall be exercised, conducted and controlled by a Board of Directors of not less than three.

Section 6.02. Election of Directors. The Directors shall be elected by the membership at large every other year at its bi-annual meeting from a slate of candidates proposed by the Nominating Committee and approved by the Board of Directors. The Nominating Committee shall solicit input from the membership and propose candidates for each vacant position. The Secretary will be responsible for counting the votes and presenting the results to the Board of Directors for validation during the bi-annual member meeting. The Board of Directors shall notify all candidates of the election results after the bi-annual member meeting. Directors elected during this meeting will take office at the close of the membership meeting.

Section 6.03. Meetings. The Board of Directors shall hold a bi-annual meeting, immediately following the bi-annual membership meeting for the purpose of electing officers and appointing committees. In addition the Board shall hold regular meetings at a time or place determined by call of the President or by any three Directors. The person or persons calling such meeting shall send, via email, notices of all meetings.

Section 6.04. Quorum. The presence of fifty percent of the Directors then in office shall constitute a quorum. The affirmative vote of 50 percent or more of Directors who are present at a meeting shall be required for any action, resolution or election.

## **Section VII. Chapter Officers**

Section 7.01. Officers. Mile High Chapter officers shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors shall elect the officers of the Chapter at the bi-annual meeting of the Board, which shall be held immediately following the bi-annual meeting of the membership.

Section 7.01.A. Officer Attendance. In an effort to maintain a recognizable face and establish a working chapter, members holding a officer position with the Mile High Chapter are required to attend at minimum seven (7) Board meetings per 12 month period three (3) face to face and 4 conference calls as well as six (6) Mile High Chapter Events. These can include, but are not limited to monthly meetings, monthly socials, and volunteer events.

Section 7.02. Term of Office. Each officer shall be elected for a two-year term commencing as of the close of the bi-annual meeting of the Board. In the case of a vacancy, by resignation or for any other reason, a new person may be elected to fill the vacancy until the next bi-annual meeting. Propose to limit terms to two (2) consecutive terms. The individual may serve again, but will have to wait the allotted time for another

member to serve their two (2) terms as desired.

Section 7.03. President. The President shall serve as chairman for all meetings of members and all meetings of the Board of Directors. The President shall have general charge of Chapter business. The President shall jointly execute with the Chapter Secretary all contracts and instruments which have first been approved by the Board of Directors.

Section 7.04. Vice President. The Vice President shall exercise all the powers, authority and duties of the President during the absence or disability of the President and shall perform all business and duties customarily pertaining to the office of the Vice President, subject to the direction and control of the Board of Directors.

Section 7.05. Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors. The Secretary shall provide notices of all meetings of the Board of Directors and otherwise. The Secretary shall jointly execute, along with the President, all contracts and instruments that have first been approved by the Board of Directors. The Secretary shall perform all duties incident to the office and connected with the operation of the organization, subject to the direction and control of the Board of Directors.

Section 7.06. Treasurer. The Treasurer and the President and/or Vice President shall jointly execute all checks authorized by the Board of Directors. The Treasurer shall receive and deposit all funds of the organization in the bank or banks selected by the Board of Directors. The Treasurer shall perform all duties incident to the office and connected to the organization, subject to the direction and control of the Board of Directors.

## **Section VIII. Committees**

Section 8.01. Nominating Committee. The Board shall appoint a Nominating Committee, which shall consist of three to five members. The purpose of the committee is to conduct the bi-annual process of recruiting nominees for the Board of Directors and to provide recommendations to the Board of Directors.

Section 8.02. Outreach Committee. The Board shall appoint an Outreach Committee, which shall provide recommendations to the Board for at least one annual mentoring outreach project.

Section 8.03. Membership Committee. The Board shall appoint a Membership Committee, which shall provide recommendations to the Board for at least one annual membership recruitment event. The Membership Committee also shall maintain accurate membership records, and shall ensure that all Chapter members are WAI members.

Section 8.04. Scholarship Committee. The Board shall appoint a Scholarship Committee, which shall provide recommendations to the Board for at least one scholarship recipient.

Section 8.05. Education Committee. The Board shall appoint an Education Committee, which shall provide recommendations to the Board for at least one annual educational project.

Section 8.06. Other Committees. The Board of Directors may establish other committees as it deems necessary or appropriate.

## **Section IX. Sub Chapters**

### **Section 9.1.1 Metro State Sub Chapter**

## **Section X. Fiscal Year**

The fiscal year of the Chapter shall be fixed by resolution of the Board of Directors. It runs from January to January.

## **Section XI. Reports**

Section 11.1. Financial Reports. The Mile High Chapter Treasurer shall prepare quarterly and annual reports for the Board of Directors. A copy of the written annual report shall be provided to Chapter membership via e-mail.

Section 11.2. Annual Report to WAI. By December 31 of each year, the President or another officer appointed by the President, shall ensure that the Chapter's Annual Report to WAI, Annual Chapter Agreement, Chapter fees and a listing of current Chapter members shall be completed and delivered to the Chapter Relations Manager, Women in Aviation, International, 101 Corsair Drive, Daytona Beach, FL 32114.

## **Section XII. Amendments**

The Mile High Chapter Bylaws may be amended or new Bylaws adopted by the Board. Any and all amendments or new Bylaws must also be approved by WAI in order to take effect.

## **Section XIII. Dissolution**

The Mile High Chapter may be dissolved upon the affirmative vote of at least two-thirds of those Members who are present either in person or by proxy. If the Chapter is dissolved, the Board is responsible for ensuring that all Chapter debts and obligations are paid, and that the remaining assets of the Mile High Chapter are distributed as provided in the Articles of Incorporation. All Chapter records shall be sent to the Chapter Relations Manager, Women in Aviation, International, 101 Corsair Drive, Dayton Beach, FL 32114.

## **Section XIV: Indemnification of Officers, Directors and Others**

Section 14.1. Mandatory Indemnification. The Mile High Chapter shall to the maximum extent permitted under the statutes of the State of Colorado for non-profit corporations, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Chapter; or is or was serving at the request of the Chapter as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 14.2. Supplementary Benefits. The Mile High Chapter may supplement the right of indemnification under Section 13.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.



