

**BY-LAWS
OF WOMEN IN AVIATION,
CENTRAL FLORIDA CHAPTER, INC.**
(As amended on January 31, 2007, and March 22, 2010)

SECTION I - NAME

Section 1: Name: The name of the organization shall be **Women in Aviation, Central Florida Chapter, Incorporated.**

SECTION II – LOCATION OF OFFICE

Section 2: Location of Office: The Chapter's primary office shall be located in the City of Orlando, 619 East Concord Street, Orlando, Florida 32803.

SECTION III – ORGANIZATION AND PURPOSES

Section 3.01: Organization: The 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) (the "Code").

Section 3.02: Purposes: Consistent with such limitations, the purposes of Chapter shall be to function as a chapter of Women in Aviation, International, Ohio. 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: The 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 IV – CHAPTER MEMBERSHIP

Section 4.01: Eligibility for Chapter Membership: Eligibility for membership in the Chapter is open to all individuals and corporations interested in supporting the field of aviation and who is also a member of Women in Aviation, International (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 Board will determine appropriate local dues and assessments at its Annual Meeting. Dues are paid annually and are due on the members anniversary date of each year. The amount required for annual dues shall be set at the following schedule:

Individual Aviation professional or enthusiast	\$ 25.00
Full Time Student	\$ 15.00
Corporation -	\$120.00

Local annual dues shall be reviewed at the Annual Meeting and subject to change by majority vote of the members present at the Annual Meeting.

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 4.05: Rights of Members: Each member shall be eligible to appoint one voting representative to cast the members vote in association elections.

Section 4.06: Non-voting membership: The board shall have the authority to establish and define non voting categories of membership.

SECTION V – MEETINGS OF MEMBERS

Section 5.01: Annual Meeting. An Annual Meeting of the members shall take place in the month of February or such other date designated by the Chair. At the Annual Meeting the members shall elect directors and officers, receive reports on activities of the association, and determine the direction of the association for the coming year. The specific date, time and location of which shall be designated by the Chair.

Section 5.02: Regular Meetings: Regular meetings of the members shall be held monthly, at a time and location designated by the Chair.

Section 5.03: Special Meetings: Special meetings may be called by the Chair or the Executive Committee, or simple majority of the Board of Directors.

Section 5.04: Notice of Meetings: Written notice stating the place, date and time of any meeting shall be given before each meeting to each voting member, by email, not less than five days before the meeting.

Section 5.05: Place of Meetings: The officers may designate any place as the place for any meetings.

Section 5.06: Quorum: Members holding the majority of the total votes that may be cast at any meeting shall constitute a quorum as such meeting. If a quorum is not present at any meeting of the members, a majority of those present may adjourn the meeting.

SECTION VI - BOARD OF DIRECTORS

Section 6.01: General: The Board is responsible for overall policy and direction of the association, and delegates responsibility for day-to-day operations to the staff and committees. The Board shall have up to seven members and not fewer than three members. The Board receives no compensation other than reasonable expenses.

Section 6.02: Election of Directors: The Directors shall be elected by the membership at large each year at its Annual Meeting from a slate of candidates. New directors and current directors shall be elected or re-elected by the voting representatives of members at the Annual Meeting. Directors will be elected by a simple majority of members present at the Annual Meeting. The Secretary shall be responsible for counting the votes and presenting the results to the Board of Directors for validation during the annual member meeting. All board members shall serve two year terms, and are eligible for re-election.

Section 6.03: Meetings and Notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance.

Section 6.04: Election Procedures and Quorum: Any member can nominate a candidate to the slate of nominees. The presence of 2/3 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: The 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 Annual Meeting of the Board, which shall be held immediately following the Annual Meeting of the membership.

Section 7.02: Term of Office: Each officer shall be elected for an two year term commencing at the close of the 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 a vacancy through the completion of that term. The terms of office of each board member will be staggered, with the President and Secretary's terms commencing for two year terms in the odd years, and the Vice President and Treasurers terms commencing for two year terms in the even years, with the exception of the initial officers terms, who will each serve a three year term to establish the staggering of the terms.

Section 7.03: Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 7.04: Duties:

- a. The *President* shall serve as the Chairman of all meetings of members and all meetings of the Board of Directors. The President shall have the 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.
- b. 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 Vice President, subject to the direction and control of the Board of Directors. The Vice President shall oversee all committees with each committee chair reporting to the Vice President. The Vice President shall be responsible for special projects and events as assigned by the President.
- c. 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 an 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.

- d. 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 for the organization in the bank 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. The Treasurer shall make a report at each board meeting. Treasurer will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members.

SECTION VIII - COMMITTEES

Section 8.01: Membership Committee: Board shall appoint a *Membership Director*, which shall provide recommendations to the Board for fundraising activities, generating memberships, sponsorships.

Section 8.02: Outreach Committee: The Board shall appoint an *Outreach Director* which shall be responsible for promoting community outreach, educational and mentoring programs.

Section 8.03: Other Committees: The Board *may* appoint a *Member at Large* who shall assist the executive committee in the promotion of chapter membership drives, and as directed by the President. The Member at Large if requested by the Board shall serve to fill a vacancy on the Board should a board member not be able to complete its term. The Board may create committees as needed, such as fundraising, membership drives, special events, public relations, data collection etc. The Board Chair appoints all committee chairs.

Section 8.04: Executive Committee: The Board of Directors and the Outreach and Membership Committee Directors shall serve as the members of the Executive Committee of the Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

SECTION IX – FISCAL YEAR

The Fiscal year of the Chapter shall be fixed by resolution of the Board of Directors and Women in Aviation, International.

SECTION X – REPORTS

Section 10.1: Financial Reports: The Chapter Treasurer shall prepare quarterly and

annual reports for the Board of Directors. A copy of the written annual report shall be provided to the Chapter Board and is available to the Chapter membership on request.

Section 10.2: Annual Report to WAI: By February 28, 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, West Chester, Ohio.

SECTION XI – AMENDMENTS

The Chapter Bylaws may be amended or new Bylaws adopted by the Board of Directors. Any and all amendments or new Bylaws must also be approved by WAI in order to take effect. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

SECTION XII - DISSOLUTION

The Chapter may be dissolved upon 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 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, 7541 Tyler's Hill Court, West Chester, OH 45069.

SECTION XIII – INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Section 13.1: Mandatory Indemnification: The Chapter shall to the maximum extent permitted under the statutes of the State of Florida for non-stock, not-for-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 13.2: Supplementary Benefits: The 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.

SECTION XIV - CERTIFICATION

These Bylaws, as amended on *January 31, 2007* were approved at a meeting of the Board of Directors of the Women in Aviation International, Central Florida Chapter, Inc. on *November 2, 2006, and administratively amended on March 22, 2010.*

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