

Articles of Incorporation of
Treasure Coast Ninety-Nines
(a not-for-profit Corporation)

ARTICLE I – NAME

The name of the corporation shall be **Treasure Coast Ninety-Nines**.

ARTICLE II – PRINCIPAL OFFICE

The principal street address of the corporation shall be 11420 US Highway I #155, North Palm Beach, FL 33408; and the mailing address shall be 11420 US Highway 1 #155, North Palm Beach, FL 33408.

ARTICLE III – PURPOSE

- A. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. In the event of a dissolution of this corporation, the Board of Directors of The Ninety-Nines, Inc., International Organization of Woman Pilots, a 501(c)(3) organization, shall have the power to dispose of the total assets of this corporation by a majority vote, provided that the distribution shall be for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV – MANNER AND ELECTION

The manner which the directors and officers are elected shall be provided in the By-Laws.

ARTICLE V – INITIAL DIRECTORS AND OFFICERS

The initial officers shall be as follows:

Chapter Chair: Ruth Jacobs
Vice Chair: Nancy Bradshaw
Secretary: MacKenzie Shepherd
Treasurer: Paige Attaway


ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of the corporation is: **Ruth Jacobs**, address: 11420 US Highway 1 #155, North Palm Beach, FL 33408.

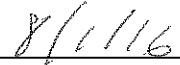
ARTICLE VII – INCORPORATOR

The name and address of the incorporator is: **Ruth Jacobs, 11420 US Highway 1 #155, North Palm Beach, FL 33408**

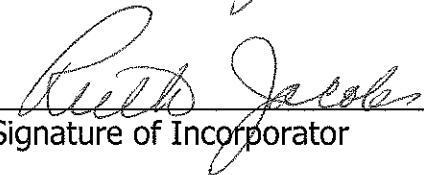
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent



Date



Signature of Incorporator



Date

**BYLAWS OF
Treasure Coast Ninety-Nines**

ARTICLE I

NAME

The name of this organization shall be the Treasure Coast Ninety-Nines, a nonprofit public benefit chapter operating under the bylaws of the Southeast Section for public and charitable purposes pursuant to the Charter dated July 6, 2016.

ARTICLE II

PURPOSE, POLICY AND AFFILIATION

Section 1. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. No part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter 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 **Treasure Coast Ninety-Nines** shall be governed by **SOUTHEAST SECTION AND INTERNATIONAL NINETY-NINES** Bylaws.

ARTICLE III

CHAPTER FUNDS

Section 1. All funds of the Chapter shall be deposited in a bank account in the name of the Treasure Coast Ninety-Nines, and shall be administered according to the Standing Rules. The fiscal year shall begin June 1 and shall end on May 31 of the following year.

Section 2. An annual report of the financial condition of the Chapter shall be made to the members within 60 days of the close of the fiscal year.

Section 3.

In the event of a dissolution of this Chapter, the Board of Directors of The Ninety-Nines, Inc., International Organization of Woman Pilots, a 501(c)(3) organization, shall have the power to dispose of the total assets of this corporation by a majority vote, provided that the distribution shall be for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV

MEMBERSHIP

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

ARTICLE V OFFICERS AND ELECTIONS

The elected officers of the Chapter shall consist of the Chairman, Vice Chairman, Secretary and Treasurer.

A. Duties

a. CHAPTER CHAIRMAN shall preside at all meetings, appoint committees, represent and be the spokesman for the Chapter, carry out the majority wishes of the membership, oversee the responsibilities of all other officers and chairmen and perform duties customarily pertaining to the office.

b. VICE CHAIRMAN shall assist the Chapter Chairman, preside in her absence and shall become Chapter Chairman when a vacancy in office arises.

c. SECRETARY shall keep minutes of all meetings and perform duties customarily pertaining to the office. She shall keep and bring to meetings the meeting sign-in book.

d. TREASURER shall be the custodian of all funds, deposit funds in accounts in the name of the Chapter, maintain records according to fiscally accepted practices suitable for annual audit and perform duties customarily pertaining to the office. Note: The annual audit shall be a financial review of all fiscal records to be conducted by three members of the Chapter appointed by the Chapter Chairman.

B. Elections shall be held in the Spring prior to June 1 every other year. Ballots shall be mailed at least 30 days in advance if more than one person is nominated for a position. Elections shall be by voice vote at a meeting where the slate is presented and only one person is nominated for each position.

a. The Nominating Committee shall consist of 3 members which shall be elected by majority vote at a regular chapter meeting held **at least 3 months prior** of each election year. The Nominating Committee shall elect its chairman.

b. The Nominating Committee shall report at the meeting held in the spring of the election years. Additional nominations from the floor shall be held.

c. Officers shall be elected by majority vote.

d. **Qualifications:** Officers and nominating committee members shall be members in good standing of The Ninety-Nines, Inc. and the Chapter at the time of submitting their declaration to seek office.

e. The newly elected officers shall assume office on June 1st and shall hold office for two years or until their successors are elected.

f. Vacancies shall be filled for the unexpired term by appointment of the Chapter Chairman with approval by the Board of Directors, except the office of Chapter Chairman to which the Vice Chairman shall succeed. Unexcused absence, non-performance of duties, or inability to serve shall be considered a vacancy by vote of the Board of Directors

g. An officer of the Chapter may resign her office by submitting a letter of resignation to the Chairman.

ARTICLE VI BOARD OF DIRECTORS

A. **Board of Directors** shall consist of a Chapter Chairman, Vice Chairman, Secretary, Treasurer and immediate Past Chairman. The Board of Directors shall govern the Chapter between meetings, have duties and powers as designated to it in these Bylaws, Certificate of Incorporation and by the parliamentary authority, and carry out the collective wishes of the membership.

B. **Board Meetings** shall be at least one meeting a year with a minimum of 10 days notice. The Board may meet electronically; and they may transact business by electronic or postal mail to be ratified at the next meeting. Board meetings shall be open to chapter members.

C. **Special Board Meetings** shall be at the call of the Chapter Chairman or 2 board members with a minimum of 5 days notice.

D. **Quorum** shall consist of a majority of the **board members**

ARTICLE VII

MEETINGS

Section 1. This Chapter shall meet monthly at specific times and places to be designated and approved by the Chapter members.

Section 2. Business to be conducted at Chapter meetings may include election of officers, reports of officers and committees, and any other business that may arise.

Section 3. Special meetings may be called by the Chapter Chair or by 15% of the members upon a 10 day notice to the members of the Chapter. 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. Meetings of the Board of Directors shall be called at the discretion of the Chapter Chair or upon a request of a majority of the board members and may also include committee members and other interested parties.

Section 5. Regular meetings are open to guests, except they may be asked to leave the meeting if sensitive information is to be discussed.

ARTICLE VIII

RIGHTS AND REPRESENTATIVES

Section 1. Each Chapter may be represented at the Section meeting by the delegates so designated by the Chapter, with each delegate holding one vote, or as designated by the Chapter Chair.

Section 2. Delegates must be members as set fourth 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 vote in writing for the election of each of the Chapter's elective positions.

Section 5. Members shall have access to Chapter records for purposes of reviewing same upon written request made to the Chapter Chair, with reasonable notice and at a time mutually agreed upon between the custodian of said records and the member making the request.

ARTICLE IX

QUORUM

Twenty-five per cent (25%) of the Chapter members in good standing shall constitute a quorum.

ARTICLE X

COMMITTEES

Committees shall be appointed to plan and coordinate specific Chapter activities. The Chapter Chair shall appoint the Committee Chair(s).

ARTICLE XI

AMENDMENTS

Section 1. These Bylaws may be amended at any Chapter meeting, provided that the amendment shall have been submitted to all Chapter members at least 30 days prior to that meeting.

Section 2. To become effective any amendment must receive a two-thirds vote of all members present at the meeting.

Section 3. The Secretary shall officially notify each member of the final action taken on each proposed amendment at the next meeting.

ARTICLE XII

RULES AND PARLIAMENTARY AUTHORITY

Section 1. The Standing Rules and the Standard Operating Procedures of each Chapter 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, 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 Chapter may adopt.

Section 3. If any conflict arises with Chapter Articles or Bylaws, such International Articles and Bylaws shall govern.

Treasure Coast Ninety-Nines

Conflict of Interest Policy

Article I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members

of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee

determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX – Adoption

This policy was duly adopted by the governing board of the Treasure Coast Ninety-Nines by resolution dated the 1st day of August, 2016.

Treasure Coast Ninety-Nines
RESOLUTION

A meeting of the Treasure Coast Ninety-Nines governing board was held this 1st day of August, 2016, whereupon, after discussion it was duly RESOLVED:

- that it is determined to be in the best interests of the Treasure Coast Ninety-Nines to apply for and to receive a 501(c)(3) charitable status exemption;
- that in the furtherance of obtaining such exemption, it is advisable to have a conflict of interest policy with regard to transactions between the corporation and its members;
- that the attached policy as suggested by the Internal Revenue Service has been reviewed by the Board and found to be consistent with the principals and ideals of this organization;
- that, accordingly, the Conflict of Interest statement attached hereto is formally adopted as the policy of the Treasure Coast Ninety-Nines.

Attested this 1st day of August, 2016.

By: 

MacKenzie Shepherd, Secretary