

BYLAWS OF WOMEN IN AVIATION, HOUSTON CHAPTER

Section I. Name

The name of the organization shall be Women in Aviation, Houston Chapter.

Section II. Offices

Section 2.01. Registered Office and Agent. The chapter shall maintain a registered office and registered agent in Texas. The Board of Directors may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Section III. Organization and Purposes

Section 3.01. Organization. Houston 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 Chapter shall be to function as a chapter of Women in Aviation International, West Alexandria, Ohio. In that regard, the Chapter shall:

1. Foster, promote and engage in aviation education, particularly as it relates to women in aviation.
2. Cultivate, foster and promote interest and understanding among the public in the accomplishments and contributions of women to the aviation industry.
3. Promote, encourage and facilitate membership in WAI and Houston Chapter.
4. Support and promote the mission, vision, goals, and objectives of WAI.
5. To establish, acquire, and maintain information and materials, acting as a depository for historical interest which pertain in any way to the history of aviation, especially as it relates to women in aviation. Materials may include the collection of books, documents, papers, letters, reports, videos, cd's, etc., and Houston Chapter may maintain a library of such materials.
6. To receive, accept, use, hold, manage, and dispose of property, real or personal, given, transferred, devised, or bequeathed to Houston Chapter in trust or otherwise, for the aforesaid purpose and for the purposes incidental thereto or connected therewith.
7. To levy chapter dues upon its members to provide the funds with which to carry on the business and purpose of Houston Chapter.

Section 3.03. Limitations. Houston 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 Code.

Section IV. Chapter Membership

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

Section 4.02. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting by members will be accomplished by an online voting system. Online voting systems used will require each member to use a unique code when logging in to vote. Items placed to a vote of the members will be available for at least one week.

Section 4.03. Dues. The Chapter Board will determine appropriate dues and assessments. Dues are paid annually and are due January 1st of each calendar year.

Section 4.04. Default and Termination of Membership. When any member is in default in the payment of chapter or WAI dues for a period of 90 days from the period in which such dues become payable, such member's membership shall be terminated. The Membership Chair and/or Treasurer shall notify all members who have not paid dues that their membership is subject to revocation. Failure to give notice under this section shall not prevent automatic revocation of membership. A person whose membership has lapsed may be reinstated by reapplying on the chapter website and payment of current dues. Such reinstatement shall be effective on the date payment is received by any officer or the Membership Chair.

Section V. Meetings of Members

Section 5.01. Annual Meeting. An annual meeting of the members shall be held each year the transaction of business as may come before the meeting. The Annual Meeting shall be held in January.

Section 5.02. Special Meetings. The President, the Board of Directors, or not less than one-tenth 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 to each member not less than five days before such meeting. Formal notice shall be given by email and shall be deemed deliverable when sent to the email address as it appears on each member's record with Houston Chapter. Informal notice may additionally be given by other methods but shall not constitute formal notice.

Section 5.05. Quorum. Members holding one-tenth 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 Houston Chapter shall be exercised, conducted, and controlled by a Board of Directors (Board) of not less than three or greater than five. The Board shall consist of a Chairperson and Directors. Board Membership will constitute a four-year term. Directors must be members of Houston Chapter.

Section 6.02. Election of Directors. The Directors shall be elected by the membership at large every four years from a slate of candidates proposed by the Nominating Committee and approved by the Board. In the event that there is no active nominating committee, candidates may self-nominate for a board position. The Nominating Committee shall solicit input from the membership and propose candidates for each vacant position. The Secretary or President's designee will be responsible for counting the votes and presenting the results to the Board for validation during the annual member meeting. The Board shall notify all candidates of the election results after the annual member meeting. Directors elected during the annual membership meeting will take office at the close of the membership meeting. After the election of directors, a chairperson will be selected by a majority vote of the directors. If a director is removed or vacates their board seat prior to the end of their term, a special vote will be presented to the membership to fill that seat for the remainder of the term.

Section 6.03. Meetings. The Board shall hold at least one meeting annually, immediately following the annual membership meeting. In addition, the Board shall hold regular meetings at a time and place determined by call of the chairperson or by a majority of Directors. The person or persons calling such meeting shall send, in writing or by email, notices of all meetings.

Section 6.04. Order of Business. At meetings of the Board of Directors, business shall be transacted as determined by the Board of Directors. At meetings, the Chairperson shall preside over the board. In their absence, the President shall preside, followed by the vice president and lastly followed by a board member chosen by the board. Board meetings shall consist of the Houston Chapter directors and officers. At meetings Board members shall get one vote per director. Officers who are not directors will not have a vote.

Section 6.05. Quorum. 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 6.06. Removal of Directors. The Board of Directors may vote to remove a director at any time, with good cause. A meeting to consider the removal of a Director must be called. The notice of the meeting shall state the issue of possible removal of the director and shall be in writing or by email. The Director up for removal shall have the right to present evidence at the meeting as to why he/she should not be removed. A Director may be removed by the affirmative vote of the majority of the Board of Directors.

Section VII. Chapter Officers

Section 7.01. General. Chapter officers shall consist of a President, Vice President, Secretary and Treasurer. With the exception of President and Secretary, any two or more offices may be held by the same person as deemed necessary by the Board of Directors.

Section 7.02. Term of Office. Each officer shall be elected for a two-year term commencing at the close of the annual meeting of the Board at which an election occurs. 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 election.

Section 7.03. President. The President shall serve as chairman for all meetings of the membership. 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 membership meeting and proceedings of the Board. The Secretary shall provide notices of all meetings of the Board and otherwise. The Secretary shall jointly execute, along with the President, all contracts and instruments that have first been approved by the Board. 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.

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

Section 7.07. Elections of Officers. The Board shall elect the officers of the Chapter every two years at the annual meeting of the Board, which shall be held immediately following the annual meeting of the membership. The Nominating Committee shall solicit input from the membership and propose candidates for each position. In the event that there is no active nominating committee, candidates may self-nominate for a position. The Board shall notify all candidates of the election results after the annual member meeting. Officers elected during the annual membership meeting will take office at the close of the membership meeting.

Section 6.08. Removal of Officers. The Board of Directors may vote to remove an Officer at any time, with good cause. A meeting to consider the removal of an Officer must be called. The notice of the meeting shall state the issue of possible removal of the Officer and shall be in writing or by email. The Officer up for removal shall have the right to present evidence at the meeting as to why he/she should not be removed. An Officer may be removed by the affirmative vote of the majority 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 recruit nominees for the Board, Officers, and to provide recommendations to the Board.

Section 8.02. Outreach Committee. The Outreach Committee shall provide recommendations to the Board for at least one annual educational or mentoring outreach project.

Section 8.03. Membership Committee. The Membership Committee 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. Other Committees. The Board may establish other committees as it deems necessary or appropriate.

Section 8.05. Committee Chairs and Members. Any Houston Chapter member may volunteer to be a committee member or Chair. With exception to the nominating committee, the president shall have the authority to appoint or remove a committee chair or member. The Board of Directors, with cause, may veto the appointment or removal of any committee chair or member.

Section IX. Fiscal Year

The fiscal year of the Houston Chapter begins on January 1st and ends on December 31st of each year.

Section X. Reports

Section 10.1. Financial Reports. The Chapter Treasurer shall prepare quarterly and annual reports for the Board of Director. A copy of the written annual report shall be provided to Chapter membership upon request.

Section 10.2. Annual Report to WAI. 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 by the published date to the Outreach Director, Women in Aviation International, 3647 State Route 503 South, West Alexandria, OH 45381.

Section XI. Amendments

The Chapter Bylaws may be amended or new Bylaws adopted by a majority vote of the Board of Directors. Any and all amendments or new Bylaws must also be approved by WAI in order to take effect.

Section XII. Dissolution

The 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 Chapter are distributed as provided in the Articles of Incorporation. All Chapter records shall be sent to the Outreach Director, Women in Aviation International, Morningstar Airport, 3647 SR 503 South, West Alexandria, OH 45381.

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 Texas 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.