



## BYLAWS OF WOMEN IN AVIATION INTERNATIONAL

### Section I. Name

The name of the Corporation, as incorporated and existing under and by virtue of the Illinois General Not for Profit Corporation Act of 1986, as from time to time amended (hereinafter referred to as the "Act"), shall be "Women in Aviation International" (hereinafter referred to as the "Corporation"). The Corporation may use the assumed corporate names of "WAI" and "Women in Aviation Int'l".

### Section II. Registered Agent, Registered Office, and Location of Principal Business Office

The Corporation shall maintain a registered agent in the State of Illinois who shall have offices within the state and such office shall serve as the Corporation's registered office. The Corporation's business shall be conducted from its principal business office maintained by the Corporation, within or without the state, and/or may be conducted in whole or in part remotely, as may be approved by the Board of Directors from time to time.

### Section III. Organization and Purposes

Section 3.01 – Organization. The Corporation is organized and shall operate exclusively for charitable purposes, including the making of distributions to one or more charitable organizations. The Corporation shall focus on fostering and promoting aviation and aerospace education. "Charitable purposes" means any religious, charitable, scientific, literary, or educational purpose, as these terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended ("Code"), or any public purpose, as this term is used in Code Section 170(c)(1). "Charitable organizations" means any organization organized exclusively for charitable purposes and described in Code Section 501(c)(3), or a State, a possession of the United States or the District of Columbia, or any political subdivision of any of the foregoing, or the United States or the District of Columbia, as described in Code Section 170(c)(1).

Section 3.02 – Purposes. Consistent with such limitations of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law), the purposes of the Corporation shall be dedicated to the encouragement and advancement of women in all aviation and aerospace career fields and interests, including as follows:

- (a) To foster, promote, and engage in aviation and aerospace education and activities, particularly as they relate to women and to girls in the aviation and aerospace industry;
- (b) To cultivate, foster, and promote interest and understanding among the public in the accomplishments and contributions of women to the aviation and aerospace industry;

- (c) To establish and maintain a program to recognize women in the aviation and aerospace industry who have made significant contributions as record setters, pioneers, or innovators and who have helped other women be successful or opened doors of opportunity for other women in the aviation and aerospace industry; and
- (d) To receive, accept, use, hold, manage, and dispose of donations and contributions to the Corporation for the aforesaid purposes and for the purposes incidental thereto or connected therewith.

**Section 3.03 – Limitations.** The Corporation is not formed for pecuniary profit or financial gain; no part of the net earnings of the Corporation shall inure to the benefit of any private 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 Corporation shall not carry on any activities not permitted to be carried on by 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 revenue law).

#### **Section IV. Members**

**Section 4.01 – Membership.** Membership in all categories shall be according to a process set out by the Corporation as approved by the Board of Directors. Membership shall be effective upon receipt and approval of application for membership, execution of the written instrument accepting membership, and payment of the membership fees specified to be due at the time.

**Section 4.02 – Membership Categories.** The Chief Executive Officer, in coordination with the Membership Committee as appropriate, shall propose additions or changes to membership categories for approval by the Board of Directors. This includes membership categories that do not require the payment of dues.

**Section 4.03 – Member Voting.** Each dues paying member who is an individual in good standing at the time of a call for a vote shall be entitled to one vote on each matter submitted to a vote of the members and may be cast in person, in writing, or in electronic format. Proxies are to be in written or electronic form and shall be recognized as submitted by 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 of votes which are cast. For purposes of constituting a quorum, a proxy will be considered as a member present.

**Section 4.04 – Member Dues.** The Board of Directors approves the amount of initiation fees, if any, and the amounts of annual dues payable to the Corporation by members and may vote to increase, decrease, or waive any amounts owed after consideration of a proposal to do so from the Chief Executive Officer and, as may be appropriate, the Membership Committee.

Section 4.05 – Default and Termination of Membership. When any member shall be in default in the payment of any fees or dues for a period of 60 days from the date that such dues become payable, that membership will be terminated, unless at the discretion of the Executive Committee the member may continue as a member based on existing extenuating circumstances that may warrant an exception.

Section 4.06 – Disqualification and Termination of Membership. Any member may be disqualified and denied membership or a member's membership may be terminated for a reason other than those contained herein, if the Board of Directors determines by majority vote that the member has brought discredit to the Corporation, has engaged in conduct in a way that is contrary to the purposes of the Corporation or that may cause or causes harm to the Corporation, or has failed to comply with membership requirements.

## Section V. Meeting of Members

Section 5.01 – Annual Meeting of the Members. An annual meeting of the members of the Corporation shall be held each year either virtually prior to or in person at the Annual Women in Aviation International Conference for the purpose of electing Directors and for the transaction of other business as may come before the meeting. Directors elected at the annual meeting will take office immediately after the Annual Women in Aviation International Conference.

Section 5.02 – Special Meetings of the Members. Special meetings of the members of the Corporation may be called either by the Chair of the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 5.03 – Notice of Meetings of the Members. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than 5 nor more than 60 days before the date of such meeting. In the case of a special meeting or when required by statute or by the Corporation's Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon prepaid. If sent via electronic transmission, it shall be deemed delivered when transmitted to the member at the member's email address as it appears in the current records of the Corporation.

Section 5.04 – Quorum. Members holding one-tenth of the total number of members eligible to vote which 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 without notice. The Secretary, or the Secretary's designee, will announce whether a quorum is present at the meeting.

Section 5.05 – Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member, by proxy declared through an electronic submission by the

member, or by their duly authorized attorney in fact. No proxy shall be valid after expiration of membership or after twelve months from its date of execution, whichever is sooner.

## **Section VI. Directors**

**Section 6.01 – General.** The powers, business, and property of the Corporation shall be exercised, conducted, and controlled by a Board of Directors of not less than nine nor more than eighteen Directors. Each Director's membership will consist of a three-year term with approximately one-third of the Board of Director positions open each year. Directors need not be residents of Illinois but must be members of the Corporation.

Directors are expected to be, and must be, available to actively participate on the Board and attend the Board's duly called meetings, including attendance at the Annual Conference, and the Spring and Fall Meetings of the Board of Directors. Directors will also act to promote the Corporation and may represent the Corporation at public events at the discretion of the Chair of the Board of Directors or Chief Executive Officer.

**Section 6.02 – Meetings of the Directors.** At least two regular meetings of the Board of Directors shall be held annually, whether in person or virtually, at a time and place to be determined either by call of the Chair of the Board of Directors or by the Chair's designee. Typically, the "Spring Meeting" will be held early in the calendar year at the Board's discretion, and the "Fall Meeting" will be held approximately six months after the annual Women in Aviation International Conference.

**Section 6.03 – Special Meetings of the Directors.** Special meetings of the Board of Directors may be held from time to time, at a time and place to be determined either by call of the Chair or by call of not less than one-third of the Directors. Special meetings may be in person or held virtually.

**Section 6.04 – Notice of Meetings of the Directors.** Notices of all meetings shall be sent in writing or by electronic transmission by the person or persons calling such, which notice shall be delivered to each Director not later than ten days prior to the regular meeting or five days prior to any special meeting. If all Directors are present at the meeting, and none object in writing to the absence of adequate notice, such absence shall not invalidate the conduct of the meeting.

**Section 6.05 – Quorum.** The presence of two-thirds or more of the Directors then serving in office shall be deemed to constitute a quorum sufficient to convene a meeting of the Board. Prior to the start of any meeting, the Secretary, or the Secretary's designee, will announce whether a quorum is present.

**Section 6.06 – Voting and Records.** Except as otherwise provided in the governance documents of the Corporation or by law, the affirmative vote of more than half of the Directors present at a meeting shall be required for any action, resolution, or election. Any action which may be taken by the Directors at a duly called meeting may also be taken through electronic communication

provided a quorum of votes is received within a reasonable and specified timeframe. For electronic votes in lieu of meeting, requirements for affirmative votes are applied as for meetings.

The Board of Directors shall cause to be kept a complete record of all its acts and proceedings, including the name of the Directors making and seconding a motion prior to a vote. For all votes, the number in favor and against shall be recorded as part of the meeting minutes.

Section 6.07 – Non-Disclosure and Conflict of Interest. Each Director must execute a Conflict of Interest Statement and a Non-Disclosure Agreement when first elected to the Board, then execute a Conflict of Interest Statement annually for each succeeding year that the Director serves on the Board, all of which will be kept in the Corporation's records by the Secretary.

Section 6.08 – Indemnification of Officers, Directors, and Staff. Every director, officer, or staff person of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such director, officer or staff person in connection with any proceeding to which such director, officer or staff person may be made a party, or in which such director, officer, or staff person may become involved, by reason of such director, officer, or staff person being or having been a director, officer, or staff person of the Corporation or any settlement thereof, whether or not such director, officer, or staff person at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is determined to be guilty of willful misfeasance or malfeasance in the performance of the duties of the office or position. In the event of a settlement, however, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation.

The Corporation must maintain a current, effective, and applicable Directors and Officers (D&O) insurance policy for the purpose of this term. Limits will be set as directed and voted on by the Board of Directors and reviewed at intervals agreed upon by the Board.

Section 6.09 – Compensation, Board Expenses, and Financial Obligation. Directors shall not receive any stated salaries or compensation for their Board service or for any professional services during their term.

Reimbursement for a Director's airfare expense to attend the two regular and special Board meetings may be reimbursed up to \$500 with pre-approval by the CEO and the Chair of the Board of Directors. Hotel accommodations during the annual Women in Aviation International Conference will be booked and paid for by the Corporation. Hotel accommodations for other Board or special meetings will be at the discretion of the CEO and Chair. All other personal expenses (meals, ground transportation, mileage, etc.) are the responsibility of the Director.

Directors are obligated to make a cash contribution, at a personally significant level of their choosing, to the organization every year during their term(s) which shall be reported to and recorded by the Governance Committee.

Section 6.10 – Term Limits. Directors will be permitted to serve, pending nomination and re-election, no more than three consecutive or non-consecutive three-year terms.

Section 6.11 – Emeritus Directors. All members of the founding Board of Directors of Women in Aviation International are granted the status of Emeritus Director and are thereby entitled to be recognized as such at the Annual Women in Aviation International Conference. Emeritus Directors may serve as full members of both standing and task force committees. Emeritus Directors cannot chair a committee.

Section 6.12 – Honorary Board Member. The Board of Directors may recognize an individual who has provided enormous service to the Board and/or membership of Women in Aviation International and grant them the title of Honorary Board Member. The Honorary Board Member will serve on the Board of Directors in a non-voting capacity. A two-thirds vote of the Board of Directors is required to approve an Honorary Board Member. Honorary Board Members may attend and participate in Board meetings but shall not have voting privileges. Honorary Board Members may serve on standing and task force committees but cannot chair a committee.

Section 6.13 – Resignation and Termination of Board Position. Any Director may resign from the Board at any point during their term, for any reason, with as much notice as may be reasonably available or appropriate. To resign, a Director will submit a letter via electronic mail to the Chair and the Secretary of the Board of Directors.

Any Director may be removed from the Board by a majority vote of the Directors at any regular or special meeting of the Board, called for the purpose of removing such Board member. Cause for removal may include, but not be limited to criminal conduct; conduct deemed contrary to the duties, obligations and responsibilities of a Director of the Corporation; conduct that adversely impacts the reputation or image of the Corporation or causes harm to the Corporation; three unexcused absences from Board meetings; or conduct which significantly impairs the ability of the Board of Directors, CEO, or corporation staff to carry out the tax-exempt purpose of the Corporation. The director in question shall be given an opportunity to address the Board before a vote is taken on their removal.

## Section VII. Officers

Section 7.01 – General. The officers of the Corporation shall consist of a Chair, Vice Chair, Secretary, and Treasurer elected by the Board of Directors, as proposed by the Governance Committee, prior to or at the Annual Women in Aviation International Conference. The Officers of the Corporation shall be bonded at the expense of the Corporation.

Section 7.02 – Term of Officers and Vacancies. Each Officer of the Corporation shall be elected for a two-year term to begin immediately following the Annual Women in Aviation International Conference. The term of each Officer shall expire at the conclusion of the second succeeding Annual Women in Aviation Conference, at which time a successor to the Officer whose term

expires thereat shall have been elected in the same manner, to serve for a similar two-year term. An Officer may serve as many consecutive two-year terms as their tenure on the Board allows, and may serve a one-year Officer term if that is all that remains of their Director tenure.

In the case of a vacancy in any office, by resignation or for any other reason, within six months of the next Spring or Fall Meeting of the Board, the Directors may, but need not, fill such vacancy. If more than six months remain until the next Spring or Fall Meeting of the Board of Directors, the Executive Committee in conjunction with Governance Committee will nominate an existing Director to complete the Board Officer's term of office. Nominations must be approved by the Board of Directors. Any person so elected shall serve in office until the next annual meeting of the members. There will be no automatic succession or assumption into other Board Officer roles (e.g., Vice Chair to Chair).

Section 7.03 – Chief Executive Officer. The Corporation will have a Chief Executive Officer who is and remains a member in good standing of the Corporation and who will be compensated by the Corporation for serving in the position of Chief Executive Officer. The Chief Executive Officer shall be responsible for the oversight and execution of day-to-day activities and operation in the conduct of the business of the Corporation. The Chief Executive Officer shall also be responsible for obtaining and maintaining appropriate, as well as legally required, insurance policies to protect the Corporation in the functioning of the Corporation's business.

The Chief Executive Officer's duties include carrying out the public relations of the Corporation and, in that capacity and where practicable, shall represent the Corporation at all public functions or assign an appropriate staff person or Director to do so. The Chief Executive Officer shall be the primary banking signatory (or may delegate the signatory duties not to exceed a value approved by the Board of Directors to a person under the Chief Executive Officer's direction and control), contracts and documents that bind the Corporation, and other important papers concerning the business of the Corporation. Any significant documents and/or agreements deemed as such by the CEO shall be communicated and shared with the Executive Committee. The Chief Executive Officer shall perform all business and duties customarily pertaining to the office of the Chief Executive Officer and as may be directed to perform by the Board of Directors.

The Chief Executive Officer shall attend and participate in Board meetings to the extent invited to do so by the Chair and will fully advise the Board of Directors on the business of the Corporation. The Chief Executive Officer will not be a Director and will not have motion or voting privileges at any meeting of the Board of Directors.

Section 7.04 – Chair of the Board. The Chair of the Board, or the Chair's designee, shall exercise all powers, authorities, and duties of the Chief Executive Officer during the absence or disability of the Chief Executive Officer and shall perform all business and duties customarily pertaining to the office of the Chair and as the Chair may otherwise be directed to perform by the Board of Directors, and the Chair shall perform all such duties subject to the control of the Board of Directors.

Section 7.05 – Vice Chair of the Board. The Vice Chair of the Board shall exercise all powers, authority, and duties of the Chair of the Board during the absence or disability of the Chair and shall perform all business and duties customarily pertaining to the office of the Vice Chair in addition to those that the Vice Chair may be directed to perform by the Board of Directors, and the Vice Chair shall perform all such duties subject to the control of the Board of Directors.

Section 7.06 – Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and be responsible for maintaining such corporate records. The Secretary shall attend to the giving and serving of notices of all meetings of the Board of Directors to Directors and Honorary Board Members, as appropriate, and notices of all meetings of the members to the members. The Secretary will work with the CEO and the other Officers of the Corporation to compile an agenda for each meeting of the Board of Directors. In preparation for said meetings, the Secretary will solicit and compile reports from the Committee Chairs. The committee reports will be distributed with the agenda to the Directors at least two weeks prior to the Board meeting. The Secretary will provide a draft of any unapproved minutes from any previous meetings to the Directors at least two weeks prior to the Board meeting. The Secretary shall keep such other documents as the Board of Directors may direct. The Secretary shall also perform all other duties as provided herein and incident to said office subject to the control of the Board of Directors.

Section 7.07 – Treasurer. The Treasurer shall ensure the fiduciary health of the organization by monitoring financial practices and safeguarding resources. In collaboration with the Chief Executive Officer (or designee), the Treasurer shall participate in major financial decisions requiring Board oversight and shall perform such other duties as may be assigned by the Board of Directors to uphold the fiscal integrity of Women in Aviation International. The Treasurer shall serve as Chair of the Finance and Audit Committee, providing leadership in the review of annual budgets, performance to plan, and recommending approval to the Board of Directors. The Treasurer shall also perform all other duties as provided herein and incident to said office subject to the control of the Board of Directors.

## **Section VIII. Elections**

Section 8.01 – Election of Officers. The officers of the Corporation shall be elected by the Board of Directors as provided herein.

Section 8.02 – Election of Directors. The Directors shall be elected by the membership at large each year at or prior to the Annual Women in Aviation International Conference from a slate of candidates proposed by the Governance Committee and approved by the Board of Directors prior to the annual meeting of the members. The Governance Committee shall solicit input from the membership, in addition to input from any Directors, and propose candidates for vacant Director positions. The Secretary (or designee) will be responsible for counting the votes and presenting the results during the annual meeting of the members. The Chair of the Governance Committee shall notify all candidates of the election results after the annual meeting of the members.

## **Section IX. Committees**

**Section 9.01 – Standing Committees.** The Corporation shall have standing Management and Operations Committees. These committees shall be (1) Executive Committee, (2) Governance Committee, (3) Finance and Audit Committee, (4) Development Committee, (5) Membership Committee, (6) Education Committee, (7) Awards and Scholarships Committee, (8) Human Resources and Compensation Committee, and (9) International Committee. All committees shall conduct their duties in accordance with these bylaws and shall recognize the international nature of the Corporation and the policies supporting diversity, inclusion, and equity in their operations, scope, and activities. The Board of Directors may assign to any standing committee responsibilities in addition to those specifically listed herein.

The Chair of each standing committee shall be a Director. The Chair of each committee shall serve as Chair for no less than two-year terms. The Chair of each committee is responsible for recruiting and maintaining an adequate number of active members of their committee who must also be current members of the Corporation and providing the Secretary with a complete and current list of all committee members. Committee membership may be proposed by the Chief Executive Officer or any Director. The Chief Executive Officer shall be an ex-officio member of all standing committees.

Each committee shall keep appropriate minutes of its meetings and report same to the Board of Directors. The Chair of the committee shall make recommendations on an annual basis to the Chief Executive Officer and Board of Directors on behalf of their committee, including any recommendation for a compliance audit on a subject falling within the responsibility of that committee. Action by any committee requires Board of Directors approval.

**Section 9.02 – Executive Committee.** The Executive Committee shall be comprised of the Officers of the Corporation: the Chair, Vice Chair, Treasurer, and Secretary. Upon invitation by the committee and in order to accomplish the business of the committee, the Chief Executive Officer and the Chair of any standing committee may attend and participate in committee meetings. On occasion, the committee may invite persons with knowledge of the Corporation to attend a committee meeting to brief the committee on certain business of the Corporation. The Executive Committee will meet at regularly scheduled intervals to review the business of the Corporation and direct action to be accomplished by the Chief Executive Officer as appropriate. In lieu of a regularly convening Executive Committee, the Officers of the Corporation will meet as needed with each other, and, as appropriate, with the Chief Executive Officer, to support the Corporation, the CEO, and the Directors.

**Section 9.03 – Governance Committee.** The Governance Committee will be responsible for periodically reviewing and revising the Bylaws to be presented to Board of Directors for input and final approval. The Governance Committee will present a list of candidates for any vacant positions on the Board of Directors to the Board of Directors for approval at its Fall meeting and for presentation at the annual meeting of members thereafter. The Chair of the Governance Committee is responsible to notify all candidates of the election results after the annual meeting

of members. The Governance Committee is also responsible for nominating the slate of Officers for the Corporation to the Board of Directors for approval as provided herein. The Chair of the Governance Committee may not be the Secretary of the Corporation due to the time-intensive nature of each role. Upon direction by the Board of Directors, the Governance Committee will be responsible for conducting an executive search and making a recommendation to the Board for the selection of the Chief Executive Officer of the Corporation. No staff liaison may be a committee member or be included in the conduct of business of the Governance Committee.

Section 9.04 – Finance and Audit Committee. The Finance and Audit Committee (FAC) serves as a strategic advisory body to oversee WAI's financial planning, management, and reporting. The committee's primary focus is to provide high-level guidance and recommendations that align with the organization's mission, ensuring financial stability and sustainability. By offering strategic direction and fostering a culture of fiscal responsibility, the FAC ensures that WAI remains financially sound and forward-looking. The FAC shall provide input and recommendations on financial strategies to support organizational growth and sustainability and advise on overarching goals for financial management and reporting. The FAC shall review the annual budget and submit to the Board of Directors for approval, review monthly financial reports, and support the promotion of financial programs. The FAC shall oversee the conduct and completion of an annual audit of the Corporation's finances and is responsible for approving a qualified third-party firm to provide that annual financial audit for the Corporation. The FAC will also provide recommendations to the Board of Directors for the financial investment and management of donations to the Endowment Fund. The FAC shall consist of the Chief Executive Officer, Treasurer, and at least two other Directors. The Board of Directors may allow and direct the outgoing Treasurer to remain on the committee for an appropriate period to aid in the transition to the new Treasurer.

Section 9.05 – Development Committee. The Development Committee shall work with the Chief Executive Officer and other appropriate staff for the Corporation to provide recommendations to the Board of Directors for approval for projects and programs to use donations to further the Women in Aviation International corporation's purposes, including donations to the Endowment Fund that may be based on recommendations made by the Membership, Education, and Awards and Scholarship Committees for the use of donations made to the Endowment Fund. This shall include policies and procedures for the use of donated funds, investment determinations, fundraising efforts, setting fundraising goals, maintaining donor relations, ensuring complete recordkeeping, and implementation of additional programs. The Development Committee will work in conjunction with the Corporation's CEO and staff in meeting and executing fundraising goals. This shall also include assisting the Corporation in drafting job descriptions for staff responsible for development and growth and hiring persons for such positions, tracking progress in fundraising strategies and goals, and enlisting each Director to participate in fundraising efforts, as appropriate. In addition, the Development Committee will be responsible for working with the Board of Directors to recommend programs with the greatest need to the Giving Circle for their pooled contributions.

Section 9.06 – Membership Committee. The Membership Committee serves as a strategic advisory body to enhance member engagement, retention, and growth. The committee's primary focus is to provide strategic guidance and recommendations that align with WAI's mission, ensuring the Corporation continues to deliver exceptional value to its members and remain responsive to their needs. The Membership Committee shall consider and provide recommendations to the Board of Directors on membership strategies, including the definition of various categories of membership, recruitment of members, and membership events. The Membership Committee shall propose strategies to assist in membership growth. The Membership Committee shall support the WAI membership staff in the execution of membership drives. The Membership Committee shall review the membership categories, membership metrics, and dues annually. The Membership Committee shall review proposed changes to the categories or fees and make any appropriate recommendations to the Board of Directors for approval. The Membership Committee may also make recommendations for the use of donations to the Endowment Fund to further the Corporation's interest in membership issues as described herein.

Section 9.07 – Education Committee. The Education Committee shall provide recommendations to the Board of Directors for sponsorship opportunities, projects, and programs to further and support the Corporation's purpose of education in and about the aviation and aerospace industry, including the use of donations to the Endowment Fund in support thereof. Educational projects may include certified professional courses, conference sessions, and outreach to elementary and secondary school students and educators as well as undergraduate and graduate students and educators. The Education Committee members shall include WAI staff and industry leaders dedicated to reviewing and improving existing efforts and assisting in creating new offerings for educating the various communities. The Education Committee will maintain a Girls in Aviation Day (GIAD) subcommittee who shall work with the Chief Executive Officer and Education Committee Chair to provide assistance and guidance on the planning of the annual GIAD activities as promoted and sponsored by the Corporation.

Section 9.08 – Awards and Scholarship Committee. The Awards and Scholarship Committee shall be responsible for the oversight of appropriate policies and procedures that apply to the nomination and selection of candidates for scholarships and awards given through the Women in Aviation International Scholarship Program. The Awards and Scholarship Committee may also make recommendations for creating new or additional scholarships and awards, which may include recommendations for the use of donations to the Endowment Fund for such scholarships and awards. The Awards and Scholarship Committee is separately responsible for overseeing the Pioneer Hall of Fame, either directly or through a sub-committee, including the solicitation, nomination, and selection of inductees and the planning and presentation of the Pioneer Hall of Fame annual celebration program and ensuring that the Corporation preserves the stories and the accomplishments of the Pioneer Hall of Fame members for historical and honorary purposes.

Section 9.09 – Human Resources and Compensation Committee. The Human Resources and Compensation Committee shall advise the Corporation's legal and best practices and policies for employees and contractors of the Corporation, including staffing, benefits, workplace rules, and

succession planning. The Chair of the committee, or the Chair's designees, shall be consulted and kept advised on personnel matters, including when disciplinary or employee termination decisions are being considered and made. Any complaints of harassment and other workplace violence shall be immediately reported to the Chair of the committee and the Chair of the Board of Directors. The Chair of the committee, or the Chair's designee, shall also be consulted in determining appropriate compensation for staff director positions within the Corporation. The committee is responsible for conducting an annual performance review of the Chief Executive Officer. The committee will approve the CEO's annual performance goals, review achievement of the goals, and make a recommendation to the Board for the CEO's bonus based on achieving certain levels of success toward the set goals. The committee shall be responsible for reviewing any decision by the Board of Directors to terminate the Chief Executive Officer of the Corporation and recommend the process for taking such action.

Section 9.10 – International Committee. The International Committee shall be responsible for overseeing the Corporation's international outreach, including related policies and programs, representation of the Corporation at international events, and developing and providing for scholarships to the international community.

Section 9.11 – Additional Committees. At the discretion of the Board of Directors, as proposed by the Chief Executive Officer or any Director, additional committees necessary for the Directors to fulfill their responsibilities may be created by resolution and adopted by a majority vote of the Board of Directors. Each committee shall consist of one or more of the Directors of the Corporation, shall have such name or names as may be determined by the Board of Directors, and shall have such duties as set out in writing by the Board of Directors. At meetings of such committees, the act of a majority of the Directors or their alternates composing such committees at any meeting at which there is a quorum shall be the act of the committee.

Section 9.12 – Task Forces. Activities that are outside the scope of the committees and are of a more limited nature may be handled by a Task Force comprised of and led by at least one Director and Women in Aviation International staff and members, as appropriate. Task Forces will serve at the discretion of the Board of Directors and will be treated as a committee for reporting purposes while they are active. Task Forces will be both created and disbanded by a vote of the Board of Directors.

## Section X. Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31, or as may be fixed by resolution of the Board of Directors.

## Section XI. Seal

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

### **Section XII. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Section XIII. Amendments**

These Bylaws may be repealed or amended or new bylaws adopted at any meeting of the Board of Directors, or by electronic vote, by the affirmative vote of a majority of the Directors.

### **Section XIV. Dissolution Clause**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ADOPTED BY VOTES CAST AT A MEETING OF THE BOARD OF DIRECTORS WITH A QUORUM ESTABLISHED, as witnessed by the Secretary of the corporation, January 22, 2026.