

# **Constitution of Women in Aviation International, War Eagle Chapter**

## **Article I. Name and Affiliations**

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

## **Article II. Purpose**

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”).

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 Chapter.

Support and promote the mission, vision, goals and objectives of WAI

## **Article III. Membership**

- Membership is restricted to regularly enrolled Auburn University students, faculty, and staff who are recognized members of Women in Aviation. No person may be denied membership on the basis of race, sex, religion, national origin, color, age, disability, gender identity or expression, sexual orientation, or veteran status.
- Members will be recognized as active once they have secured their membership with Women in Aviation and have paid their chapter dues for the semester. This active status enables the member to vote on all chapter business, nominate, and be nominated for any position within the chapter.

## **Article IV. Officers**

- Chapter officers shall consist of a President, Vice President, Secretary, Treasurer, Membership Chair, Outreach Chair, and Organization Chair. These officers shall constitute the War Eagle Chapter's Board of Directors.
- Only those members who have been an active member for one year or more may run for office.
- Officers will hold office for one educational year (August-May), a total of two semesters.
- If an officer's position is to become vacant during his or her term a new election is to be held for that position.
- Impeachment of an officer may be accomplished by a majority vote of the members.

## **Article V. Faculty Advisor**

- The War Eagle Chapter shall have an Auburn University faculty, administrator, or staff member serving as Advisor at all times.
- This advisor should have a general interest in Aviation and in the chapter.
- The Advisor's term is for as long as the Advisor is willing and able.
- An advisor who is not fulfilling his or her duties may be removed by a majority vote of the Board of directors.

## **Article VI Meetings**

- The War Eagle chapter shall hold weekly meetings to discuss business and facilitate guest speakers.
- The Board of Directors may call special meetings as long as one day advance notice is given to the membership.
- A meeting for the purpose of elections must be held each Spring.

## **Article VI Amendments**

- The constitution may be amended by a majority vote of the Board of Directors. Any member wishing to amend this constitution must submit their request to the Board.

BYLAWS OF  
WOMEN IN AVIATION, WAR EAGLE CHAPTER, [INC.]

**Section I. Name**

The name of the organization shall be Women in Aviation, War Eagle Chapter. **Section II. Location of Office**

Chapter's primary office shall be located at Auburn University.

**Section III. Organization and Purposes**

Section 3.01. **Organization.** 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, 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 Chapter.
4. Support and promote the mission, vision, goals and objectives of WAI.

Section 3.03. **Limitations.** 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 for Chapter Membership.** Eligibility for membership in Chapter is open to any person who has an interest in aviation, is an enrolled Auburn University student and who is also a member of Women in Aviation, International.

---

Section 4.02. **Membership Selection Process.** Any person interested in obtaining Women in Aviation, War Eagle Chapter membership must be a current Auburn University student in good academic standing.

#### **Section 4.03. Membership Rights, Duties, Responsibilities.**

**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.

**Default and Termination of Membership.** When any member is in default in the payment of chapter or Women in Aviation,

International 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.

**Duties and Responsibilities.** Each member has a duty to actively participate in organization functions, including but not limited to: weekly meetings, voting, charitable events, guest speakers, membership drives, educational or mentoring community outreach events, university functions, and social events.

**Section 4.04 Membership Probation.** Any member who fails to attend three weekly meetings, without excuse, or misrepresents the War Eagle chapter through gross misconduct will be placed on probation. Duration of probation is to be evaluated on a case-by-case basis at the discretion of the current Board of Directors.

*Gross misconduct.* Gross misconduct includes, but is not limited to: violations concerning alcohol, inappropriate posts to social media, becoming subject to punitive actions from the university, or academic probation with the university.

**Section 4.05. Dues.** War Eagle Chapter dues are to be determined by the current Board of Directors, in addition to the fee required to obtain Women in Aviation, International membership. Dues are to be paid semi-annually and are due, or a payment plan established, within one month of the first official meeting of the semester. War Eagle chapter dues are non-refundable. Refund appeals must be made to the Board and processed on a case by case basis.

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

**Section 5.01. Annual Meeting.** An annual meeting of the members shall be held each year for the purpose of elections at the final meeting of the Fall semester for the purpose of setting the leadership for the following calendar year.

Section 5.02 **Weekly Meeting.** A meeting of the War Eagle chapter members will be held each week to discuss current events and objectives. Failure to attend three meetings, without excuse, places a member on probation. (See section 4.04)

Section 5.03. **Special Meetings.** The President, the Board of Directors or not less than 10 of the members may call special meetings of the members. Special meetings may also be held to facilitate guest speakers, in which attendance is expected but not required.

Section 5.04. **Place of Meetings.** All meetings of the War Eagle chapter will be held on Auburn University's campus, with the exception of board meetings. Board meetings may be held at a location deemed appropriate and convenient by the Board.

Section 5.05. **Notice of Meetings.** Written notice stating the place, date and hour of any meeting shall be given before such meeting in the form of email.

Section 5.05. **Quorum.** Members holding 2/3 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. **Board of Directors.** The powers, business and property of the Chapter shall be exercised, conducted and controlled by the Board of Directors. The Board of Directors shall consist of the current chapter officers.

Section 6.02 **Nominating Committee.** The nominating committee shall be defined as all current chapter members, excluding those who may be on probation.

Section 6.03. **Duties and Responsibilities.** Each member of the Board must ensure completion all duties associated with their position. Board members must also ensure proper operation of the chapter which includes, but is not limited to: assisting other board members with their respective tasks, performing the duties of another board member, or filling in the position of another board member under special circumstances.

Section 6.04 **Faculty Advisor.** The Faculty Advisor will be selected by the Board of Directors and should be associated with Auburn Aviation. Duration of term will be for as long as they are willing and able to assist the Chapter.

*Termination.* Termination of an advisor may be initiated due to lack of participation or interest in the chapter, inability to perform advisor duties, or overstepping their advisor role (as defined by the Auburn University Student Organizations Board). Termination of an Advisor may be accomplished through a majority vote of the Board of Directors.

## **Section VII.** Chapter Officers

Section 7.01. **Officers.** Chapter officers shall consist of a President, Vice President, Secretary, Treasurer, Membership Chair, Outreach Chair, and Organization Chair. These officers shall constitute the War Eagle Chapter's Board of Directors.

Section 7.02. **Term of Office.** Each officer shall be elected for a one-year term commencing at of the close of the annual meeting. In the event that an elected officer cannot fulfill their duties during the calendar year they must relinquish their position and a new election be held for that position.

Section 7.03. **Qualifications.** Any member wishing to run for an officer position must have been an active member of the War Eagle chapter for a minimum of one semester.

Section 7.04. **President.** The President shall serve as chairman for all meetings of members and all meetings of the Board. 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.

Section 7.05. **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.

Section 7.06. **Secretary.** The Secretary shall keep the minutes of all member meetings and meetings of the Board. The Secretary shall provide notices of all meetings via email. The Secretary is responsible for keeping this email database current, containing only active members and their frequented email address. The Secretary shall assume the responsibility of composing any written instruments required of the chapter. Such as, Thank You notes, newsletter excerpts, newspaper/magazine articles, etc. The Secretary shall also oversee any gifts that are given to distinguished speakers or alumni from the chapter. 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.

Section 7.07. **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 for the organization in the bank selected by the Board. The Treasurer is responsible for maintaining the bank account and keeping track of all statements, deposits, and withdrawals. The Treasurer shall keep track of all chapter expenses and provide a semi-annually cost statement to the Board. The Treasurer must assume the duty of

ensuring all members are current on their payment of dues and notify the Board when payment from any member has lapsed. The Treasurer shall perform all duties incident to the office and connected to the organization. The President and/or Treasurer must approve all checks and withdrawals from the organization checking account.

**Section 7.08. Membership Chair.** The Membership Chair shall be responsible for the acquisition and retention of new members, including the application process of new

members. The Membership Chair shall be responsible for all promotion and marketing of the Chapter. Promotion of the Chapter shall be defined as anything that contributes to the Chapter's image. This includes maintaining all social media relating to the chapter. Maintaining social media requires keeping all information current and in accordance with Women in Aviation regulations. The Membership Chair shall monitor the social media posts of members and officers, ensuring that they represent both the chapter and Women in Aviation International in a positive way. Any discrepancy is to be brought to the attention of the board. The Membership chair shall also execute a Women in Aviation International membership confirmation of each chapter member once a year. This ensures that all chapter members are also recognized members of Women in Aviation International. The Membership Chair 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 7.09. Outreach Chair.** The Outreach Chair shall assist in the planning of all Chapter events. The Outreach chair is responsible for seeking out all community outreach and philanthropic opportunities for the chapter. The Outreach chair shall also maintain relations with Alumni and other Chapters. This includes facilitating chapter participation in Alumni and other chapter events, as deemed appropriate. In conjunction with the

President, the Outreach chair will facilitate the appearance of Guest Speakers to the chapter. The chapter is required to organize, coordinate, or participate in at least four events a semester. These events include, but are not limited to: campus organization days, school visits, airport tours, Girls in Aviation Day, charity/church events, professional development field trips/seminars, conferences, and fundraising. At least one of the above events must be a membership drive event, and at least one must be a mentoring or education outreach event. The board must approve all events involving participation of the War Eagle chapter. The Outreach Chair 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 7.10. Organization Chair.** The Organization Chair shall act as liaison between the War Eagle chapter and Auburn University. The Organization Chair shall become familiar with all rules and regulations required of being an Auburn organization. The Organization Chair shall then ensure that organizational status is maintained. In the event that organizational status is jeopardized the Organization Chair will notify the Board immediately and facilitate the reconciliation process. The Organization Chair shall attend all meetings and seminars required by the Auburn Organization Board. The Organization chair shall ensure chapter participation in Organization Days each semester, and in conjunction with the Outreach Chair, shall oversee all fundraising activities. However, Organization Chair will be the sole committee head of the Fundraising committee. The Organization Chair is responsible for maintaining relations with the chapter advisor, ensuring that he/she is active and informed. The Organization Chair 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 7.11. **Impeachment.** Any officer who, in the opinion of the general membership, is not fulfilling his or her duties may be impeached by a majority vote of the membership. The member, or group of members, who wishes to implement the impeachment of said officer must state their reason before the other members and the officer being impeached. The officer being impeached is then allowed a rebuttal. However, these statements are to be kept to one statement per side. A debate between the officer and members is strictly prohibited. All members present at the meeting will then vote on the impeachment of the officer.

### **Section VIII. Committees**

Section 8.00. The Women in Aviation, War Eagle chapter shall have three committees;

Membership Committee, Outreach Committee, and Fundraising Committee.

Section 8.01. **Committee Heads.** Each committee will be headed by the elected chairperson of that committee. Committee heads are responsible for managing the members, goals, and objectives of their respective committees and communicating activity with the other board members.

Section 8.02. **Committee Members.** Members need not be nominated but may self-nominate for any position they wish to hold. The committees will be elected by the Nominating Committee. Committee member is an elected position and must adhere to the same standard of responsibility of officers. Committee member duties and responsibilities will include but are not limited to: assisting the committee head in the completion of all goals and objectives and idea generation for the betterment of the chapter. Committees will be no more than four members, including the committee chair.

Section 8.03. **Nominating Committee.** The Nominating Committee shall be defined as all active members. Any active

member may nominate or be nominated for any position within the chapter. This includes Board positions, Committee Heads, or Committee members.

Section 8.04. **Other Committees.** The Board may establish other committees or increase the number of members required to constitute a committee, as it deems necessary or appropriate.

## **Section IX.** Elections

Section 9.01 **Election of Board Of Directors.** Candidates must be nominated by the nominating committee in order to run for a position on the Board. Nominations must take place at the meeting preceding the meeting intended for elections. During the meeting intended for elections each candidate will give a short speech or appeal to the nominating committee. A majority vote of attendees grants a candidate the position. In the event of a tie, the current President may cast the deciding vote. Otherwise, the President is barred from voting in the election of the Board.

---

Section 9.02 **Election of Committee Members.** Members may self-nominate for the position of a committee member. No speech is required for committee member election. Members of the nominating committee will elect committee members.

Section 6.03 **Annual Election Date.** Elections of all Board members and Committee members will take place at the final meeting of each Fall semester. The elected members are to assume their duties at the beginning of the following semester.

## **Section X.** Fiscal Year

The fiscal year of the War Eagle chapter shall begin October 1 and end September 30. **Section XI.** Reports

Section 11.1. **Financial Reports.** The Chapter Treasurer shall prepare semesterly and annual reports for the Board. A copy of the written annual report shall be provided to Chapter membership.

Section 11.2. **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 Chapter Relations Manager, Women in Aviation, International, 3647 State Route 503 South, West Alexandria, OH 45381.

## **Section XII.** Amendments or Disagreements

Section 12.01. **Amendments.** The Chapter Bylaws may be amended by the Board of Directors. It is recommended that the Board make minor amendments to the bylaws at the close of their term to ensure that the bylaws properly reflect the requirements of each officer position and is in accordance with the current operation of the chapter. However, amendments that will cause noticeable change to the overall structure, objective, or membership must first be approved by the membership. Any member wishing to amend the bylaws must submit their request for approval by the Board.

Section 12.02. **Disagreements.** In the event of a disagreement between members of the Board or between the Board and the general membership, the Board must seek counsel from the current advisor. If the current advisor is unable to assist the Board in reaching an agreement, the Board and advisor shall reference the official Women in Aviation, International bylaws.

Section 12.03. **Amendments for Growth.** In the event that the chapter reaches a total membership of 50 students or more, committee sizes can be increased by the Board.

## **Section XIII.** 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 Chapter Relations Manager, Women in Aviation, International, 7541 Tyler's Hill Court, West Chester, OH 45069.

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

Section 14.1. **Mandatory Indemnification.** The Chapter shall to the maximum extent permitted under the statutes of the State of Alabama 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 14.2. **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.