



Altrusa International District Fifteen Inc. Bylaws



1 February 2019

endorsed. *R. H. H. H.*
m. e. markov ¹

District Bylaws

Article I. Name and Territorial Limits

Section 1. Name

The name of this District of Altrusa International, Inc. (hereinafter referred to as "International") shall be Altrusa International District Fifteen Incorporated, with the accurate indicia of corporate status, if any, and shall be so designated wherever its name is used. (Use words, not figures, for District name.)

Section 2. Territorial Limits

The territorial limits of this District shall be New Zealand.

Article II. A. Objectives

The objectives of this District shall be to assist Altrusa Clubs:

- (1) To meet community needs in New Zealand and other countries by service and/or fundraising. Projects meeting community needs may include:
 - (i) Improvement of literacy and numeracy
 - (ii) Needs of aged or infirm, women and children, and those affected by poverty and health concerns
 - (iii) Disaster relief
 - (iv) Support the work of other charitable organisations
- (2) To promote the development of leadership and vocational skills through the provision of leadership courses and events.
- (3) To assist in the organisation of new clubs in the District to further the service provided by Altrusa clubs.

Article II. B. Purposes

In accordance with Altrusa International Inc. rules the purposes of this District, shall be (insofar as they are ancillary to the Objectives in Article II A):

- (4) To promote cordial relations among the Clubs in the District and between them and International as well as Clubs of other Districts.
- (5) To otherwise encourage participating in the community on a non-partisan basis.

Article III. Policy

Section 1. Power

This District shall have power to undertake only such work as is connected with the work of International, and shall not undertake any special projects without the approval of International. It shall conform to all Policies of International.

Section 2. Affiliation

This District shall not become affiliated with any organisation without the approval of the International Board of Directors.

Section 3. No Political, Religious or Legislative Matters

This District, as a body, shall at no time endorse or recommend any candidate for public office, nor shall it take any action on partisan or religious questions or on legislative matters without the prior approval of the International Board of Directors.

Article IV. Members

The membership of this District shall be composed of Active, Emeritus and Honorary members of Clubs in good standing, and Affiliate and Life members within its territorial limits.

Section 1. Admission of Club Members

- (a) Membership shall be extended by invitation from the Club.
- (b) Upon acceptance of an invitation to membership a Membership Information Form shall be completed.
- (c) Each person becoming a member pays dues in accordance with the International Policies.
- (d) The Club shall forward dues to the International Office and District Treasurer promptly when paid, together with the completed membership information form.
- (e) An International Membership Processing Fee, as established by the International Board of Directors together with a Club affiliation fee of such amount as the Club may authorize, shall be payable upon acceptance of an invitation to membership.

Section 2. Resignation and Transfer

- (a) A member may voluntarily resign in writing to the Club Board of Directors. Voluntary resignations are effective upon fulfillment of all obligations through the date of resignation.
- (b) Except as herein provided, membership is not transferable or assignable.
- (c) An Active or Affiliate member may become a member of another Club, upon payment of such dues and fees as may be specified in the Policies.

Section 3. Removal of Club Members

- (a) Any member may be terminated from membership of a Club if the member has acted or is acting in a way to injure Altrusa's reputation or to hamper its work.
- (b) Active membership shall be forfeited when a member fails to pay annual dues and late charges as established by the International Board of Directors, the District Board of Directors and/or the Club from time to time.

Article V. Delegates to Conference

Section 1. Number of Delegates Authorised

Each Club in good standing in International that has a total Active membership of fifteen (15) or less for whom dues have been paid to International, and to the District where applicable, shall be entitled to one (1) delegate and one (1) alternate. For each additional fifteen (15) members or portion thereof, a Club shall be entitled to one (1) additional delegate and alternate up to a maximum of five (5) delegates and five (5) alternates.

Section 2. Basis for Determination

The District Treasurer shall confirm their record of paid memberships of each Club in its District with International's record of paid memberships for each Club. The District Treasurer or their designee shall then notify each Club of the number of delegates and alternates to which it is entitled at least sixty (60) days prior to the scheduled date of the District Conference.

Section 3. New Clubs

New Clubs admitted to the District after the date specified in Section 2 of each year shall be permitted to send one delegate and one alternate.

Section 4. Proxy Voting

All votes shall be cast in person. No votes by proxy shall be allowed.

Article VI. Meetings of Members

Section 1. Conferences

There shall be an annual Conference held in March, April or May (or such other time period designated by the International Board of Directors) at such specific time and at such place as may be designated by the District Board of Directors, provided that the date for such Conference is approved as provided in the Policies.

Section 2. Notice of Meeting

Thirty (30) days prior to the Conference, the Governor of this District shall notify the International Office and each member of the Clubs within the District of the time and place of the meeting, giving a memorandum of the business to be considered at the Conference.

Section 3. Conference Actions

- (a) The Conference body may propose, discuss, and pass resolutions and recommendations which are forwarded to International for action.
- (b) It shall consider subjects submitted to it by the International President or by the International Board of Directors.

Section 4. Special Meetings

Special meetings may be called by the Governor of the District and shall be called upon written petition signed by not less than two-thirds (2/3) of all members of the District Board of Directors or not less than one-tenth (1/10) of all members authorised by these Bylaws to vote, provided that such request be sent to the International Office and to each member of Clubs within the District at least twenty (20) days prior to the date of the meeting, stating the item or items of business to be transacted at the Conference.

Section 5. Conference Rules

Conference rules shall be established by the District Board of Directors and shall be presented at the first business session of the Conference for ratification.

Section 6. Quorum

A majority of the members registered at a Conference who are entitled to vote shall constitute a quorum. The majority vote of the members at a meeting at which a quorum is present shall be the act of the members of the District, except as to amendments of these Bylaws, which are governed by Article XVII, Section 1.

Section 7. Members Entitled to Vote

No person is entitled to more than one vote. Members of International who are members of the District Board of Directors or who are regularly accredited delegates from Clubs within the District, and Past Governors who are Active, or Affiliate members shall have one vote on each question to come before the Conference.

Article VII. Board of Directors

Section 1. Composition

The District Board of Directors is composed of those persons who hold the offices of Governor, Governor-Elect, Vice Governor, Director(s), Immediate Past Governor, Treasurer, and Secretary. No person shall be a member of the Board of Directors who is not an Active member in good standing of an Altrusa Club in this District.

Section 2. Tenure

Each Officer and Director shall serve for the term to which elected or until such term is complete not to exceed two (2) years and until the successor is elected and qualified.

Section 3. Vacancies

Vacancies occurring in the District Board of Directors will be filled in accordance with the provisions of these Bylaws applicable to vacancies in the particular office.

Section 4. Removal from Office

Members of the District Board of Directors may be removed from membership on the District Board in accordance with the provisions of District Bylaws, Article XII, Section 7, applicable to the removal of District Officers.

Article VIII. Meetings of the Board of Directors

Section 1. Regular Meetings

Regular meetings of the District Board of Directors shall be held in the Conference city immediately preceding and immediately following each Conference, and may be held at such other times as the District Board of Directors may specify.

Section 2. Special Meetings

Special meetings of the District Board of Directors may be called by the Governor or by any three members of the District Board upon twenty (20) days notice for a face-to-face meeting or fourteen (14) days notice for a telephonic conference call, stating the item or items of business to be transacted.

Section 3. Quorum

A majority of the District Board of Directors constitutes a quorum. The act of a majority of the members present at a meeting at which a quorum exists shall be the act of the District Board of Directors.

Section 4. Mail Ballots

The District Board of Directors may act by mail ballot, providing ballots together with a brief description and rationale of the matter to be voted on are mailed to each voting member of the Board. For purposes of this Section, "mail" or "mailed" shall include electronic mail or facsimile. Ballots not returned within the period provided in the notice accompanying such ballots shall be counted as abstentions. If required by the law of the state in which the Governor resides, if the District is not incorporated, or by the law of the state in which the District is incorporated, if the District is incorporated, a unanimous vote of the members of the Board, voting affirmatively, shall be required to approve the measure. Otherwise, a majority of the votes so cast shall decide the issue, unless these Bylaws, state law, or Policy requires a higher threshold, in which case the higher threshold shall be required.

Article IX. Committees

Section 1. Standing Committees

- (a) The Standing Committees of the District shall be:
 - (i) Service Program Development,
 - (ii) Membership Development,
 - (iii) Leadership Training,
 - (iv) Communications,
 - (v) New Club Building, and
 - (vi) ASTRA Clubs.
- (b) Other Standing Committees of the District shall be:
 - (i) Bylaws, Resolutions and Recommendations,
 - (ii) Nominating, and
 - (iii) Finance.
- (c) There shall also be the following Conference Committees: Credentials, Elections and other committees established by the District Board of Directors.

Section 2. Duties

The duties of the Standing and Conference Committees shall be correlated with their International counterparts, where applicable.

Section 3. Composition

All committees may be composed of a Chair only except:

- (a) The Bylaws, Resolutions and Recommendations Committee shall be composed of the Chair appointed by the Governor and up to two (2) Active members (as determined by the District Board of Directors), selected by the Governor in consultation with the Chair. The Bylaws, Resolutions and Recommendations Committee shall circulate to all Clubs the resolutions and proposed bylaw amendments to be considered at Conference, and a short rationale prepared by the proponents thereof explaining the purpose behind such resolution or amendment.
- (b) The Finance Committee shall be composed of the Treasurer and two (2) other members.
- (c) The Nominating Committee is composed of three (3) or more members (as determined by the District Board of Directors), elected by the members entitled to vote at Conference in non-election years from a slate consisting of one (1) nominee from each Club.
 - (i) The candidate receiving the highest number of votes cast serves as the Chair. No Club may be represented on two consecutive Nominating Committees. Committee members serve for a two-year term beginning with the close of the Conference at which they were elected. Vacancies are filled by the District Board of Directors.

- (ii) To be eligible for election to the Nominating Committee, a member must:
 - (aa) Be an Active Member, other Bylaws notwithstanding, and
 - (bb) Must have served a term as President of a Club.
- (iii) No member of the Nominating Committee is eligible to be slated for District Office while serving as a member of the Nominating Committee.
- (iv) The Nominating Committee prepares a slate of candidates for office.

Article X. Duties of the Board of Directors

Section 1. Duties

The Board of Directors shall:

- (a) Have general supervision over the affairs of the District and power to transact the necessary business of the District not otherwise provided for.
- (b) Approve the annual budget in which shall be appropriated such sum or sums of money as may be deemed necessary to defray all necessary expenses and liabilities of the District. Such budget shall specify the objects and purposes for which appropriations are made and the amount appropriated for each object or purpose. The budget shall set forth the sources of revenue and the estimated amount from each source. The budget as approved shall be presented to the Conference for adoption.
- (c) Provide for the review of its accounts.
- (d) Decide upon the time and place of its annual Conference.
- (e) Designate the depositories in which funds of the District shall be deposited.
- (f) Report to the Conference the business transacted by it since the preceding Conference.
- (g) Require a bond of any person holding funds of the District, the premium for which shall be paid by the District.
- (h) Approve appointments of District Secretary, Committee Chairs and members as appointed by the Governor.

Article XI. Officers

Section 1. Elected Officers

- (a) The elected officers of this District shall be Governor, Governor-Elect, (First) Vice Governor, Second Vice Governor (optional), Treasurer, and Director(s) optional.
- (b) The Governor-Elect shall assume the office of Governor at the close of the second regular annual Conference next following her election.
- (c) No person shall be elected to the same office for two successive terms.
- (d) No more than two (2) elected officers shall be from the same Club during any term.

- (e) In the event of a vacancy in the office of Governor, the Governor-Elect shall complete the unexpired term and may also serve an additional two-year term as Governor.
- (f) If the Governor-Elect, after completing the term of the previous Governor, chooses not to serve for the biennium for which the Governor was elected, the person who filled the vacancy in the office of Governor-Elect shall be installed as Governor at the close of the Conference held at the end of the unexpired term. In the event of a vacancy in any office other than that of Governor, such vacancy will be filled by the District Board of Directors with qualified Altrusan(s).
- (g) The term of office of each elected officer shall be two years and until such officer's successor has been elected and installed.
- (h) The Governor shall assume the office of Immediate Past Governor at the close of the Conference at which a successor is installed.
- (i) To be eligible for election for any District Office, members must be, at the time of nomination and election, an Active member in good standing.
 - (i) To be eligible for election to the office of Governor-Elect, the candidate shall have previously served a full term (more than half of a two-year term) as a member of the District Board.
 - (ii) To be eligible for election to any District Office other than Treasurer, a person must have completed a full term as Club President or be serving as Club President at the time of the election. To be eligible for election as District Treasurer, a person must have completed a full term as Club President or Club Treasurer or be serving as the same at the time of the election and also must have general accounting knowledge or experience.
- (j) The District Board of Directors may remove from any slate of candidates proposed by the Nominating Committee, the name of any person found to be ineligible and select a qualified candidate to replace that person on the ballot of election.
- (k) "In good standing" means all applicable dues, fees and late charges, if any, owed by a member to International, to the member's District, if any, and to the member's Club must be paid in full. Officers must remain in good standing throughout their term of office.

Section 2. Elections

- (a) All elected officers shall be elected by ballot at the Conference in the odd-numbered calendar year. In the event there is only one nominee for a position, the Presiding Officer may declare that nominee elected, if there is no objection by the delegates, by unanimous consent.
- (b) Any candidate who shall receive a majority of all valid votes cast shall be declared elected. In the event there shall be more than two (2) candidates for any one office, and no candidate shall receive the majority of all valid votes cast on the second ballot, the candidate receiving the least number of votes shall be eliminated from each succeeding ballot.

Section 3. Appointed Officers

The Governor shall appoint the District Secretary, who shall not have a vote on the Board, such appointment to be approved by the District Board of Directors.

Article XII. Duties of Officers

Section 1. General

The duties of the officers shall be such as are specified by these Bylaws and Policies.

Section 2. Governor

The Governor shall:

- (a) Preside at Conferences and at all meetings of the District Board of Directors.
- (b) Appoint the District Secretary, such special committees deemed necessary and all Standing and Conference Committees, except the Nominating Committee and the Bylaws, Resolutions and Recommendations Committee.
- (c) Be an ex-officio member of all committees except the Nominating Committee.
- (d) Under the general supervision of the International Officers, endeavour to further the purposes of International.
- (e) Strive to promote cordial relations among the Clubs within the District and between them and International.
- (f) Issue and cause to be mailed official calls and notices of Conferences.
- (g) Send all communications to Clubs within the District to their Presidents.
- (h) Prepare and be responsible for Conference programs.
- (i) Approve the plans of the special Conference committees.

Section 3. Governor-Elect

The Governor-Elect shall attend all Conferences and meetings of the District Board of Directors and become acquainted with the duties of the Governor. The Governor-Elect shall assist the Governor in working with new Clubs in the District and cooperate in organizing new Clubs. The Governor-Elect shall assume the office of Governor at the expiration of the term of the incumbent, or upon the inability of the incumbent to complete the term.

Section 4. Vice Governor(s) and Director(s)

Vice Governor(s) and Director(s) shall assist the Governor in work with Clubs in the District and cooperate in organizing new Clubs. Vice Governor(s), in the order of their succession, shall act for the Governor-Elect in an absence or in the event of the inability to act. The Vice Governor(s) and Director(s) shall assume such responsibilities as directed by the District Board of Directors.

Section 5. District Secretary

The District Secretary shall:

- (a) Prepare and send such reports, notices and correspondence as the Governor may request.
- (b) Record the proceedings of the Conference and meetings of the District Board of Directors.

- (c) Keep a file of members of Clubs within the District, arranged by Clubs, and a record of Officers and Committee Chairmen in each Club.
- (d) Furnish the Credentials Committee with a certified list of certified delegates and alternates, Officers and Past Governors authorised to vote at Conference at least fifteen (15) days prior to the annual Conference.
- (e) Furnish the Elections Committee with a certified list of nominations for District Officers fifteen (15) days prior to the annual Conference.
- (f) Within ten (10) days after election of District Officers, the retiring District Secretary shall send to the International Office on forms provided and to each Club in the District, the names of the newly elected Officers.

Section 6. District Treasurer

The Treasurer shall:

- (a) Collect all dues from Clubs for members in the District.
- (b) Keep an accurate record of receipts and expenditures.
- (c) Deposit all money received, in the name of the District, in a depository approved by the District Board of Directors.
- (d) Submit for review the books in which records of receipts and expenditures have been kept within forty (40) days of the end of the fiscal year.
- (e) Submit an annual financial report to Conference.
- (f) Chair the Finance Committee.
- (g) Transfer District financial records to the incoming Treasurer at the close of Conference at which the successor is installed or within forty-five (45) days of the end of the fiscal year.

Section 7. Removal from District Board of Directors

- (a) A member of the District Board of Directors may be removed from office for cause. "Cause" shall include, without limitation, failure to perform the duties of office, failure without excuse to attend meetings of the District Board of Directors, Conferences, or acting in such a way as to injure Altrusa's reputation or hamper its work.
- (b) Any member of the District Board of Directors may file written charges against a member of the District Board of Directors, specifying the grounds for removal from office. The District Board shall hold a hearing about the charges. The District Board shall give thirty (30) days written notice, delivered in person or sent by certified or registered mail, to such member of the District Board of Directors, specifying the time and place of the hearing and the charges. The member of the District Board of Directors is entitled to be present at the hearing, to be represented by counsel (who may or may not be a member) and to present a defence. The member of the District Board of Directors is not entitled to be present during the District Board's deliberation or to vote. If the District Board of Directors determines, by two-thirds (2/3) vote of those present that cause for removal exists, the member of the District Board of Directors shall be removed from the office, effective immediately upon notice to the member of the District Board of Directors. The decision shall be final.

Section 8. Bond

At the direction of the District Board of Directors, any officer or employee must furnish, at the expense of District, a fidelity bond in the amount prescribed by the Board.

Article XIII. Fiscal Year

The fiscal year of the District shall be from the first day of January each year to and including the 31st December. .

Article XIV. Contracts, Cheques, Deposits, Gifts

Section 1. Contracts

The District Board of Directors may authorise any Officer or Officers, agent or agents of the District to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District and such authority may be general or confined to specific circumstances.

Section 2. Cheques and Drafts

All drafts, cheques, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the District shall be signed by such Officers, agent or agents of the District and in such manner as shall be determined by resolution of the District Board of Directors.

Section 3. Deposits

All funds of District must be deposited to the credit of District in such banks, trust companies, or other depositories as the District Board of Directors may select. Direct crediting is the preferred option of the District Board of Directors.

Article XV. Dues and Fees

Section 1. Dues

Each Club shall transmit to the District Treasurer the dues as established by the District Board of Directors for each of its Active members. Each Affiliate member will transmit to the District Treasurer District dues as established by the District Board of Directors.

Section 2. Procedure for Payment

- (a) The Club shall forward its annual report to the District Treasurer together with its remittance of dues by the date established by the District Board of Directors.
- (b) Dues which have not been received by the District Treasurer on the date established are past due and the Club, in making remittance thereof, shall add ten percent (10%) of the amount then overdue as a late charge.
- (c) Members whose dues and late charges have not been received by the District Treasurer by the date established shall be deleted from the membership records.
- (d) The Club shall forward District dues to the District Treasurer promptly when paid together with the membership information forms.

Section 3. International Currencies

Payments under the provisions of this Article by Clubs organized outside the United States of America, because of the fluctuation in the value of currencies shall be paid on such basis as the International Board of Directors may designate.

Section 4. Fees

The District Board of Directors may establish other fees.

Article XVI. Parliamentary Authority

Renton's rules of order shall govern the proceedings of this District and the District Board of Directors, unless otherwise provided by statute, the Articles, these Bylaws or the Policies.

Article XVII. Amendments

Section 1. Power to Amend

The power to make, alter, amend or repeal the Bylaws shall be vested in the members entitled to vote at Conference. A two-thirds (2/3) vote shall be required to adopt, alter, amend or repeal.

Section 2. Notice

At least sixty (60) days prior to the date of such Conference, notice shall be given of any proposed amendments to the District Bylaws to be placed before the Conference.

Section 3. Automatic Amendment

- (a) These Bylaws shall be deemed to be amended automatically according to and to conform with amendments made to the International Bylaws.
- (b) All amendments shall be subject to the laws of the State of Indiana, to the provisions of the Articles of Incorporation and Bylaws of International and no amendment inconsistent therewith shall be adopted.

Section 4. Approval

No amendment adopted by a District Conference shall be effective until it is approved by the International Bylaws, Resolutions and Recommendations Committee.

Article XVIII. Private Pecuniary Profit

- (1) Any income, benefit or advantage must be used to advance the charitable purposes of the organisation.
- (2) No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payment to, or on behalf of, the members or associated person of any income, benefit or advantage.
- (3) Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

Article XIX. Winding up Clause

If any property remains after the winding up or dissolution of the organisation and the settlement of all the organisation's debts and liabilities, that property must be used to further the purposes of the organisation and in accordance with its rules.

Article XX. Common Seal

The common Seal of the District shall be that appointment by the Board of Directors who shall be responsible for the safe custody and control thereof, and whenever the Common Seal of the District is required to be affixed to any Deed document writing or other instrument the seal shall be affixed pursuant to a resolution of the Board of Directors by the Governor and the Governor-Elect and the persons so affixing the Seal shall at the same time sign the document to which the Seal is affixed.

* * * * *