

## District Bylaws

### Article I. Name and Territorial Limits

#### Section 1. Name

The name of the District of Altrusa International, Inc. (hereinafter referred to as "International") shall be Altrusa International District Fifteen Incorporated (hereinafter referred to as "District").(Use words, not figures, for district name, with the accurate indicia of corporate status, if any, as set forth in Policies). Its name shall so appear whenever used.

#### Section 2. Territorial Limits

The territorial limits of this District shall be New Zealand

### Article II. A. Objectives

The purposes 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):

The purposes of the District shall be:

- (a) To promote cordial relations among the Clubs in the District and between them and International as well as Clubs of other Districts.
- (b) To further the purposes of International.
- (c) To assist in the organization of Clubs within the District.

### Article III. Policy

#### Section 1. Power

The 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

The District shall not become affiliated with any organization without the approval of the International Board of Directors.

### **Section 3. No Political, Religious or Legislative Matters**

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

## **Article V. Delegates to Conference**

### **Section 1. Number of Delegates Authorized**

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 its record of paid memberships of each Club in its District with International's record of paid memberships for each Club. The District Treasurer or its 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**

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; except when the District Board of Directors shall determine that a regional, national or international condition of emergency exists which makes the holding of Conference impractical. Upon approval from the District Board of Directors a Conference may be held in person, through electronic means or both.

## **Section 2 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 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. Notice of Meeting**

Thirty (30) days prior to the Conference, the Governor of the 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 5. 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 authorized 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 Special Meeting.

## **Section 6. Quorum**

A majority of the members registered at a Conference or Special Meeting 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, and except as otherwise provided in these bylaws.

## **Section 7. Members Entitled to 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 or at a Special Meeting.

If the District Board of Directors provides an electronic means of attending and participating in Conference, as per Article VI, Section 1, an electronic vote may be held on each question submitted.

A member may participate in any meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is considered to be present in person at the meeting.

All votes shall be cast in person or by electronic means. No person is entitled to more than one vote.

## **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, Director(s), 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 the District.

### **Section 2. Tenure**

Each Officer and Director shall serve for the term to which elected or until such term is complete 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 immediately preceding and immediately following each Conference, and may be held at such other times as the District Board of Directors may specify. Any additional meeting may, by decision of the District Board of Directors requiring three-fourths (3/4) vote, be held by electronic means. A member of the Board of Directors can participate in any meeting by or through the use of any means of communication by which all members participating can simultaneously hear each other during the meeting. A member of the Board of Directors participating in a meeting by this means is considered to be present in person at the meeting.

### **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 an electronic meeting, 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. Written Ballots**

The District Board of Directors may take action by written 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 not be counted. The number of votes cast by ballot must equal or exceed the quorum required to be present at a meeting authorizing the action.

If required by the law of the country in which the Governor resides, if the District is not incorporated, or by the law of the **country** 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 measure. Otherwise, a majority of the votes so cast shall decide the issue, unless these Bylaws, **country** 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.
  - (iv) Finance Annual Review Committee
- (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 Chairman only except:

- (a) The Bylaws, Resolutions and Recommendations Committee shall be composed of the Chair appointed by the Governor and two (2) Active members 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.
- (c) The Finance Committee shall be composed of the Treasurer and two (2) other members.
- (d) The Finance Annual Review committee shall be composed of three members as appointed by the Governor in accordance with District Policy.
- (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 chairman. 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 **audit or 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 Chair and members as appointed by the Governor.

## **Article XI. Officers and Directors**

### **Section 1. Elected Officers and Directors**

- (a) The elected officers of the District shall be Governor, Governor-Elect, Treasurer, and Director(s).
- (b) The term of office of each elected Officer and Director shall be two (2) years or until their successors have been elected and installed and shall commence:
  - (i) Immediately upon installation, which shall be at the close of the regular Conference, or
  - (ii) In the event the District Board of Directors shall determine that a regional, national or international condition of emergency exists which makes the holding of the Conference impractical, commencing immediately upon election.
- (c) The Governor-Elect shall assume the office of Governor at the close of the second regular annual Conference following election or immediately upon the election of the Governor-Elect's successor in the event the District Board of Directors shall determine that a regional, national or international emergency exists which makes the holding of such Conference impractical.
- (d) No person serving as Governor, Governor-Elect, or Treasurer shall be elected to the same office for two successive terms. Directors may be elected to the same office for two successive terms.
- (e) No more than two (2) elected officers shall be from the same Club during any term.
- (f) In the event of a vacancy in the office of Governor, the Governor-Elect may complete the unexpired term and may also serve an additional two-year term as Governor. Where the Governor-Elect decides not to complete the unexpired term the District Board of Directors may appoint another qualified Altrusan to complete the unexpired term.
- (g) 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).
- (h) The term of office of each elected officer shall be two years and until such officer's successor has been elected and installed.

- (i) The Governor shall assume the office of Immediate Past Governor at the close of the Conference at which a successor is installed.
- (j) 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. These requirements shall not apply to such officers in a newly organized District until expiration of six (6) years next following its creation.
- (k) 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.
- (l) "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 of Officers and Directors**

- (a) All elected officers shall be elected by ballot at the Conference in the odd-numbered calendar year except as provided in subsections (b) and (c) following. 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.
- (b) In the event the District Board of Directors shall determine that a regional, national, or international condition of emergency exists which makes the holding of the Conference impractical, balloting shall be by electronic means in which event procedure shall be prescribed by the District Board of Directors. In the event of electronic balloting, votes may be cast for persons other than the nominees listed on the ballot by writing in the name of the person and the office to which the individual is sought to be elected.
- (c) 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.

## **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 and by *Robert's Rules of Order, Newly Revised*.

### **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.
- (c) Be an ex-officio member of all committees except the Nominating Committee.
- (d) Under the general supervision of the International Officers, endeavor 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 authorized 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 **audit** or review the books in which records of receipts and expenditures have been kept within twenty (20) 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 defense. 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 June\_\_\_\_\_ each year to and including the 31<sup>st</sup> of May\_\_\_\_\_.

### **Article XIV. Contracts, Checks, Deposits, Gifts**

#### **Section 1. Contracts**

The District Board of Directors may authorize 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 cheques, drafts, 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.

### **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 to the District Treasurer 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 a late charge as set out in District Policies.
- (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 update membership information in the International electronic membership database and forward District dues to the District Treasurer promptly when paid.

### **Section 3. International Currencies**

The District Board of Directors may designate the currency for payment of District dues and fees for Clubs organized outside the United States of America.

### **Section 4. Fees**

The District Board of Directors may establish other fees.

## **Article XVI. Parliamentary Authority**

*Renton's Rules of Order, Newly Revised* shall govern the proceedings of the 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 by transferring the remaining property to another charitable organization.

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 person so affixing the Seal shall at the same time sign the document to which the Seal is affixed.

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