



# **Altrusa International, Inc.**

## **Official Club Bylaws**

**July 31, 2021**

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## **Article I. Name**

### **Section 1. Name**

The name of this Club of Altrusa International, Inc., (hereinafter referred to as “International”) shall be Altrusa International of \_\_\_\_\_, (hereinafter referred to as “Club”), (Name of City/County/Region), with the accurate indicia of corporate status, if any, as set forth in Policies. Its name shall so appear whenever used.

### **Section 2. Virtual Clubs**

(a) A Virtual Club refers to a group of individuals who work together from different locations and interact using technology or other methods of electronic communication and are committed to the principles and purposes of Altrusa. By its very nature, members of Virtual Club communicate electronically through regularly scheduled meetings and may never have a face to face communication.

(b) For purposes of these bylaws for Virtual Clubs, the words “written or writing,” “notice,” “mail or mailed,” “meet or meeting,” “hearing,” “minutes,” “record or file,” “report or book,” shall include actions taken by electronic means.

## **Article II. Purposes**

The purposes of the Club shall be:

- (a) To conduct activities promoting better communities through service and addressing the unique needs of the locale.
- (b) To cultivate friendly relationships, provide leadership development opportunities, and foster the solidarity of people committed to the purposes of International.
- (c) To encourage high ethical standards of conduct.
- (d) To encourage participation in community and public affairs on a nonpartisan basis.
- (e) To do any and all things conducive to service, betterment and the ultimate welfare of all.
- (f) To be informed on international affairs and to promote mutual understanding between people of all nations.

## **Article III. Policy**

### **Section 1. Policies of International**

The Club shall conform to all Policies of International.

### **Section 2. Affiliation**

The Club shall not become affiliated with any organization without the approval of International.

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

The Club 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**

### **Section 1. Members**

The members shall include persons who are Active, Emeritus, Honorary and Life members.

### **Section 2. Active Members**

Except as herein provided, community members who are of good character and who subscribe to the principles and purposes of Altrusa International, Inc. may be invited to become Active members of the Club.

### **Section 3. Emeritus Members**

- (a) Emeritus members are those Active members who are no longer able to actively contribute to the Club because of health or other restrictions which limit their activity, provided:
  - (i) The Board of Directors of the Club and the District Board of Directors approve such change in status; and
  - (ii) They have been members of International for ten (10) years; and
  - (iii) They are, through great service to Altrusa and devotion to its Principles, deserving of the honor.
- (b) Emeritus members are not eligible to vote, hold office, or serve on a committee, and have no interest in the property or funds of the Club or District. They are entitled to wear the insignia of International and to attend all meetings. They shall not be required to pay District and International dues. The Club may waive club dues. An Emeritus member will only receive services purchased by the Club.
- (c) An Emeritus member who again is able to participate as an Active member may return to Active status.

### **Section 4. Honorary Members**

- (a) The Club may confer honorary membership upon any individual who has achieved distinction through some notable service.
- (b) Honorary members shall be exempt from all fees and dues, shall not be eligible to vote, hold office, or serve on a committee and shall have no interest in the property or funds of the Club. They shall be entitled to attend all meetings of the Club.
- (c) Honorary members shall not be members or former members of Altrusa.

## **Article V. Invitation of Members**

Membership shall be extended by invitation from the Club.

## **Article VI. Duration of Membership**

### **Section 1. Duration**

All classes of membership shall endure for life except as herein provided.

### **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 if the member has acted or is acting in a way to injure Altrusa's reputation or to hamper its work.
- (b)
  - (i) Any member may file written charges against an Active, Emeritus, or Honorary member with the Club Board of Directors, specifying the grounds for termination. The Club Board of Directors shall hold a hearing on the charges. The Club Board of Directors shall give thirty (30) days' written notice, delivered in person or sent by certified or registered mail, to such member, specifying the time and place of the hearing, and the charges. The member 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 is not entitled to be present during the Board's deliberations or to vote. If the Board determines, by two-thirds (2/3) vote of those present, that cause for termination exists, the member shall be terminated from membership, effective immediately upon notice to the member.
  - (ii) The member or the persons bringing charges may appeal the determination of the Club Board of Directors to the entire Club membership, within fifteen (15) days of the Board's determination. The Club shall hold an appeal hearing concerning the charges. All members shall be given thirty (30) days' written notice by certified or registered mail of the appeal hearing, specifying the time and place of the hearing and the matter which is the subject of the appeal. The member against whom charges have been filed is entitled to be present, to be represented by counsel and to present a defense. The member is not entitled to be present during the Club's deliberations or to vote. The Club membership shall determine, by a two-thirds (2/3) vote of those present, whether the determination of the Club Board of Directors should be overturned or affirmed. Its decision shall be final and shall be effective immediately.
- (c) 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.

### **Section 4. Effects of Termination**

Any member whose membership is terminated in any manner shall forfeit all interest, if any, in the funds and property of the Club, shall not be entitled to any refund of dues and ceases to be entitled to wear or display the International insignia or emblem.

#### **Section 5. Leaves of Absence**

Up to one-year leaves of absence may be granted to any member who has been excused by the Board of Directors of the Club from attendance at Club meetings, but such member shall not be exempt from payment of regular dues during such leave of absence.

### **Article VII. Meetings of Members**

#### **Section 1. Regular**

The Club shall meet at least once a month and may meet more frequently. Regular meetings shall be held on the \_\_\_\_\_ (specify day of the week) of each month at such time and place as may be designated by the Club Board of Directors, and should any such meeting date fall on a holiday, the Club Board of Directors shall fix a new date for such meeting and advise the members thereof. In the event the Club Board of Directors shall determine a local, national or international condition of emergency exists which makes the holding of regular meetings impractical, regular meetings may be held in person, through electronic means or both, upon approval of the Club Board of Directors.

#### **Section 2. Special**

Special meetings may be called by the Club President, by three (3) members of the Club Board of Directors or upon the request of five (5) members. The notice stating the place, date, hour and purpose for which the meeting is called must be made by mail or telephone to each member entitled to vote at the meeting seven (7) days before the date of the meeting.

#### **Section 3. Annual**

The annual meeting shall be designated by the Board of Directors and shall be one of the regular meetings in June of each year.

- (a) One-third (1/3) of the membership shall constitute a quorum at regular meetings. The majority vote of the members at a meeting at which a quorum is present shall be the act of the members of the Club, except as to amendments of these Bylaws, which are governed by Article XIX, Section 1.
- (b) A majority of the membership shall constitute a quorum at a special meeting. The majority vote of the members at a meeting at which a quorum is present shall be the act of the members of the Club, except as to amendments of these Bylaws which are governed by Article XIX, Section 1.

#### **Section 4. Members Entitled to Vote**

All Active and Life Members of the Club shall have one vote on each question to come before the membership.

If the Club Board of Directors provides an electronic means of attending and participating in club meetings as per Article VII, Section 1, an electronic vote may be held on each question submitted. A member may participate in any meeting in person or through the use of any means of communication by which all members participating may hear each other during the meeting. A member participating in a meeting by this means is considered to be present at the meeting.

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

### **Section V. Proxy Voting**

No votes by proxy shall be allowed.

## **Article VIII. Board of Directors**

### **Section 1. Composition**

The Board of Directors shall consist of the Officers and \_\_\_\_\_ Director(s).

### **Section 2. Tenure**

The term of office of the Directors shall be either one or two years each. In the case of two-year terms, \_\_\_\_\_ Directors shall be elected in the even-numbered year, and \_\_\_\_\_ shall be elected in the odd-numbered year. A Director shall not be elected for more than two consecutive terms. Any part of a term equaling or exceeding one-half (1/2) of the regular term shall be considered a term in deciding eligibility for reelection.

### **Section 3. Vacancies**

- (a) A vacancy in the office of the President shall be filled by the President-Elect if there be one, or by the Vice Presidents, in order of succession, if there is no President-Elect. A vacancy in the office of President-Elect shall be filled by the Vice Presidents, in order of succession.
- (b) If the officers include both a First and Second Vice President, in the event of a vacancy in the office of the First Vice President, the Second Vice President shall serve as First Vice President for the remainder of the term.
- (c) Any other vacancy in the Board of Directors, except that of the Immediate Past President, shall be filled by the remaining members of the Board of Directors voting therein by ballot.

## **Article IX. Powers of the Board of Directors**

### **Section 1. Powers**

- (a) The Board of Directors shall have general control of the Club, of all Officers and committees and may, for good cause, declare any office vacant or any membership terminated.
- (b) It shall have power to transact all business of the Club not otherwise provided for; to fill vacancies as provided in Article VIII, Section 3 of these Bylaws; to act upon all recommendations for membership in the Club; to designate a place for deposit for funds of the Club; to provide for auditing the Club's accounts; and to bond any person holding funds of the Club.

## **Article X. Meetings of the Board of Directors**

### **Section 1. Regular**

Regular meetings of the Club Board of Directors shall be held each month on a day and at such



time and place as the Club Board may designate. 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 at the meeting.

## **Section 2. Special Meetings**

Special meetings of the Board of Directors may be called by the President or three (3) members of the Club Board of Directors. The notice stating the place, day, hour and purpose for which the meeting is called must be made by mail or telephone to each member entitled to vote at the meeting seven (7) days before the date of the meeting.

A majority of the Club Board of Directors shall constitute a quorum at a meeting. The act of the majority of the members at a meeting at which a quorum is present shall be the act of the Club Board of Directors.

## **Section 3. Quorum**

A majority of the Club Board of Directors shall constitute a quorum at a meeting. The act of the majority of the members at a meeting at which a quorum is present shall be the act of the Club Board of Directors.

## **Section 4. Written Ballots**

If permitted by applicable state law, the Club Board of Directors may act 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 state in which the Club is located, or incorporated, if the Club is incorporated, a unanimous vote of the voting 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 require a higher threshold, in which case the higher threshold shall be required.

# **Article XI. Officers**

## **Section 1. Officers**

The Officers of the Club shall be a President, at least one (1) Vice President but not more than two (2) Vice Presidents, a Secretary, a Treasurer, the Immediate Past President and, at the Club's option, a President-Elect.

## **Section 2. Tenure**

Each Officer shall be elected to either a one (1) year or two (2) year term. No Officer shall hold the same office for more than two (2) consecutive terms. Any part of a term equaling or exceeding one-half (1/2) of the regular term shall be considered a term in deciding eligibility for reelection.

## **Section 3. Qualifications**

- (a) To be eligible for election for any Club Office, members must be, at the time of nomination and election an Active member in good standing. No person shall be elected to the office of President who has not served at least one (1) year on the Board of Directors within the past five (5) years.
- (b) "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.
- (c) Officers must remain in good standing throughout their term of office.

## **Article XII. Duties of Officers**

### **Section 1. Duties**

The duties of the Officers shall be such as are specified in these Bylaws and by *Robert's Rules of Order, Newly Revised*.

### **Section 2. President**

The President shall:

- (a) Be chairman of the Board of Directors and an ex-officio member of all committees, except the Nominating Committee.
- (b) Appoint such special committees as may be deemed necessary and all standing committees, except the Nominating Committee. The President's appointments shall be subject to the approval of the Board of Directors.

### **Section 3. President-Elect**

The President-Elect attends all meetings of the Club Board, becomes acquainted and assists with the duties of President, and assumes the office of President at the expiration of the term of the incumbent, or upon the inability of the incumbent to complete the term. The President-Elect shall act for the President in an absence or the inability to act.

### **Section 4. Vice President(s) and Director(s)**

The Vice President(s) and Director(s) shall assist the President in the President's work. The Vice President(s), in the order of their succession, shall act for the President-Elect in an absence or in the event of the inability to act. The Vice President(s) and Director(s) shall assume such other responsibilities as directed by the Club Board of Directors.

### **Section 5. Secretary**

The Secretary shall keep a record of attendance at all meetings; keep the minutes of each meeting; keep a permanent file of all important papers; notify all members of the time and place of Club meetings; and perform such other duties as may be assigned by the Club Board of Directors.

### **Section 6. Treasurer**

The Treasurer shall:

- (a) Collect all money due the Club, keep an accurate record thereof, deposit the same in a depository in the name of the Club, pay bills authorized by the Club Board of Directors, and present a full report at each regular meeting of the Board and to the Club at its annual meeting, or at any time upon request.
- (b) Submit the book in which the record of receipts and disbursements for the year has been kept and the annual report for audit.
- (c) Notify Active members of any failure to pay dues, or late charges required by these Bylaws.
- (d) Keep an accurate roster of the entire membership.
- (e) Maintain an accurate list of membership by updating the club member data in the International electronic membership database. Remit the annual per capita dues required by International and District respectively on or before the date established by the International Board of Directors each year.
- (f) Send to the International Office during June of each year the convention fee as established by the International Board of Directors.
- (g) Serve as a member of the Finance Committee.

#### **Section 7. Removal from Board of Directors**

- (a) A member of the Club's Board of Directors may be removed from office for cause. "Cause" shall include, without limitation, failure to perform the duties of the office, failure without excuse to attend meetings of the Club, the Club Board of Directors, or acting in such a way as to injure Altrusa's reputation or hamper its work.
- (b) Any member of the Club Board of Directors may file written charges against a member of the Club's Board of Directors, specifying the grounds for removal from office. The Club Board of Directors shall hold a hearing about the charges. The Club Board of Directors shall give thirty (30) days' written notice, delivered in person or sent by certified or registered mail, to such member of the Club's Board of Directors, specifying the time and place of the hearing and the charges. The member of the Club's 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 Club's Board of Directors is not entitled to be present during the Club Board of Directors' deliberations or to vote. If the Club Board of Directors determines, by two-thirds (2/3) vote of those present that cause for removal exists, the Officer shall be removed from office, effective immediately upon notice to the member of the Club's Board of Directors.
- (c) The member of the Club's Board of Directors or the persons bringing charges may appeal the determination of the Club Board of Directors to the entire Club membership, within fifteen (15) days of the decision of the Club Board of Directors. The Club membership shall hold an appeal hearing concerning the charges. The Club Board of Directors and the member of the Club's Board of Directors shall be given thirty (30) days' notice by certified or registered mail of the appeal hearing, specifying the time and place of the hearing and the matter which is the subject of the appeal. The member of the Club's Board of Directors is entitled to be present, to be represented by counsel, and to present a defense. The member of the Club's Board of Directors is not entitled to be present during the membership's deliberations

or to vote. The Club Membership shall determine, by a two-thirds (2/3) vote of those present, whether the determination of the Club's Board of Directors should be overturned or affirmed. Its decision shall be final and shall be effective immediately.

## **Article XIII. Election of Officers and Directors**

### **Section 1. Election**

- (a) All Officers and Directors, except the Immediate Past President, shall be elected by ballot at a regular business meeting in March and shall be installed so as to take office on June 1, and shall serve for the term to which they were elected or until their successors are elected and installed. In the event there is only one nominee for a position, the Presiding Officer may declare that nominee elected by unanimous consent, if there is no objection from the membership.
- (b) Officers and Directors of a newly organized Club shall serve until the 31st day of May following such organization, except that Officers and Directors of Clubs organized after January 1 and before June 1 may serve until one year from the next June 1.
- (c) The Board of Directors of a Virtual Club shall develop a process whereby the election of Officers and Directors can be completed anonymously by its members.
- (d) In the event the Club Board of Directors shall determine that a local, national or international condition of emergency exists which makes the holding of the club elections impractical, balloting may be by electronic means in which event the procedure shall be prescribed by the 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.

### **Section 2. Incoming Board of Directors**

Officers and Directors may meet at any time after their election, at the call of the incoming President, for the purpose of organization and to ratify committee appointments.

## **Article XIV. Committees**

### **Section 1. Standing Committees**

- (a) The Standing Committees of the Club shall be:
  - (i) Service
  - (ii) Membership Development
  - (iii) Communications, and
  - (iv) Finance
- (b) Other standing committees may from time to time be created by approval of the membership.

### **Section 2. Nominating Committee**

The Nominating Committee is composed of not less than three (3) members elected by the membership at least sixty (60) days prior to elections to be held at a regular business meeting in March. The individual receiving the largest number of votes will serve as chairman.

### **Section 3. Duties**

The duties of the Committees shall be consistent with those of corresponding committees in International and any District of which the Club is a part. Specifically, they shall include any duties specified by International or by the Club's Board of Directors.

## **Article XV. Election of Delegates to International Convention and District Conference**

### **Section 1. Convention**

At least sixty (60) days before the International Convention, the number of delegates and alternates to which the Club is entitled by the International Bylaws shall be elected by the Club at a regular meeting, and shall be certified immediately to the International Executive Director.

### **Section 2. Conference**

At least thirty (30) days before the District Conference, the number of delegates and alternates to which the Club is entitled by the provision of the District Bylaws, shall be elected by the Club at a regular meeting. The names of the delegates and alternates elected by the Club shall be certified immediately to the District Secretary.

## **Article XVI. Fiscal Year**

The fiscal year of the Club shall be from the first day of June of each year to and including the thirty-first day of May next succeeding.

## **Article XVII. Members' Dues and Fees**

### **Section 1. Dues**

- (a) Each Active member shall pay to the Club Treasurer annual dues of such amount as the Club may authorize, which dues shall be payable on June 1 of each year and shall include District and International dues.
- (b) Dues and fees for members from Clubs-At-Large shall be paid at one-half (1/2) per year rate in U.S. dollars.

### **Section 2. Procedures for Payment**

- (a) Each person becoming a member pays dues in accordance with the Policies.
- (b) The Club shall forward dues to the International Office and District Treasurer promptly when paid, and shall maintain the membership information in the International electronic membership database.

### **Section 3. Fees**

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 4. 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 5. New Clubs**

In the case of Clubs organized between March 1 and May 31, persons shall pay full annual dues which shall represent all dues payable until June 1 of the year next following.

## **Section 6. Late Charges**

Members who owe dues and do not pay them by dates specified by International in its Fiscal Policies may be assessed late charges. Continued failure to pay dues and late charges, if due, may result in forfeiture of membership in accordance with International Policies.

## **Article XVIII. Parliamentary Authority**

*Robert's Rules of Order, Newly Revised* shall govern the proceedings of the Club and Club Board of Directors, unless otherwise provided by statute, the Articles, these Bylaws, or the Policies.

## **Article XIX. Amendments**

### **Section 1. Power to Amend**

- (a) These Bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of members present provided notice of such proposed amendment shall have been mailed to all members at least ten (10) days prior to such meetings.
- (b) Amendments may also be made at the annual meeting without previous notice by unanimous vote.

### **Section 2. Automatic Amendment**

- (a) These Bylaws shall be deemed to be amended automatically according to and conform with 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 3. Approval**

No amendment adopted by the Club shall be effective until it is reviewed for conflict with the International Articles and Bylaws by the District Bylaws, Resolutions and Recommendations Chair. After review, the Chair shall report back to the Club and to the District Governor. Rejection by the District BRR Chair may be appealed to the full International BRR Committee upon the written request of two Club members.

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