



Altrusa International, Inc.

Official Bylaws

July 27, 2023

Preface

The International Bylaws, District Bylaws, and Club Bylaws contained herein reflect all amendments approved prior to and during:

- the 2011 International Convention held in Rapid City, South Dakota on July 22-25, 2011,
- the 2013 International Convention held in Rotorua, New Zealand July 26-29, 2013,
- the 2015 International Convention held in Kansas City, MO July 17-20, 2015
- the 2017 International Convention held in Nashville, TN July 21-24, 2017
- the 2019 International Convention held in Reno, NV July 17-20, 2019
- the 2021 International Convention held in Charlotte, NC July 28-31, 2021

This edition of the Bylaws of Altrusa International, Inc. supersedes all previous editions.

These are the rules and guidelines that describe the purpose of Altrusa International, Inc. The way in which the organization functions, the rights and privileges of membership, and the duties of officers, chairpersons and committees at the local Club, District and International levels are explained in great detail.

The Amended and Restated Articles of Incorporation of Altrusa International, Inc. (which, in addition to the laws of the State of Indiana, the state of the Association's incorporation, provide the highest rules governing Altrusa) were approved by the Delegate Body at the 2013 International Convention in July 2013 and can be found elsewhere on the website of Altrusa International, Inc., as can the Code of Ethics, adopted by the Board of Directors.

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International Bylaws

Article I. Name and Seal

Section 1. Name

The name of the corporation is Altrusa International, Inc. (hereinafter referred to as “International”).

Section 2. Seal

The seal of International consists of a metal disc comprised of three concentric circles as follows: an inner circle in which is represented the world; a second circle containing the words “Patriotism, Efficiency, Service”; and a third circle containing the words “Altrusa International, Inc.”

Article II. Purpose

The purpose of Altrusa International, Inc. is to promote better communities through service by an international network of people with diverse backgrounds and experiences.

Article III. Policy

International 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 of International shall consist of Active members, Emeritus members, Honorary members of Altrusa Clubs (hereinafter referred to as “Clubs”) in good standing, Affiliate members and Life members. Membership is open to individuals who are of good character and endorse the purposes and principles of Altrusa.

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 an Altrusa Club.

Section 3. Emeritus Members

- (a) Emeritus members are those Active members who are no longer able to contribute actively to the Club because of health or other restrictions which limit their activity, provided:
 - (i) They have been members in good standing within the current or the previous Club year;
 - (ii) They have been members of International for ten (10) years;
 - (iii) They are, through great service to Altrusa and devotion to its Principles, deserving of the honor; and

- (iv) The Board of Directors of the Club and the District Board of Directors approve such change in status.
- (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 provided by the Club.
- (c) An Emeritus member who again is able to participate as an active member may return to Active status.

Section 4. Affiliate Members

- (a) Affiliate members are those:
 - (i) Active members who have forfeited Club membership because:
 - (aa) They no longer live or work within the geographic area of any established Club, or
 - (bb) The Club of which they were a member has lost its charter; and
 - (ii) Individuals who live outside the geographical limits of any Club, who have demonstrated commitment to the principles and purposes of International; and
 - (iii) Members of a Club in development working toward charter status.
- (b) Affiliate membership ends when the member joins a new or existing Club.
- (c) Affiliate members are not eligible to vote, except as provided in Subsection (d), or hold office, and have no interest in the property or funds of any Club or District. Affiliate members are eligible to serve on District Committees in the District to which they belong. They are entitled to wear the insignia of International, to attend meetings of their former Club, or upon invitation, meetings of other Clubs. They pay dues and fees to International, and, if they reside within the geographical limits of a District, pay District dues.
- (d) An Affiliate member who is a Past International President or Past Governor is eligible to vote at Convention or Conference. The Affiliate Past International President or Affiliate Past Governor is eligible to vote at conference in the District in which the member resides or in the District in which the member served if not the same.

Section 5. Life Members

Life members are those:

- (a) Past Presidents of International. They are entitled:
 - (i) To wear the insignia of International.
 - (ii) To attend and vote at International Conventions,
 - (iii) To attend and vote at Conference in the District in which such Past President of International resides and,
 - (iv) To vote, hold office, or serve on a committee in the Member's Club, District or International.

- (b) Retired Executive Directors of International who have retired after serving not less than ten (10) years in that capacity and who have been Active members of a Club. They are entitled to wear the insignia of International, to attend meetings of their former Club, and upon invitation, meetings of other Clubs, and to attend International Conventions and District Conferences, but shall have no vote.
- (c) Life members are exempt from payment of International, District or Club dues.

Section 6. Honorary Members

- (a) Clubs, Districts and International 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 whose membership was conferred by a Club shall be entitled to attend all meetings of the Club.
- (d) Honorary members shall not be members or former members of Altrusa.

Section 7. Resignations and Transfers

- (a) A member may voluntarily resign in writing to the Club Board of Directors, in the case of Active or Emeritus, or to the International Board of Directors, in the case of Affiliate, Honorary or Life members. 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. 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 8. Removal of 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 deliberation 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 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 Board of Directors should be overturned or affirmed. Its decision shall be final and shall be effective immediately.

- (c) Affiliate or Life members may be terminated from membership under the procedures outlined in subdivision (b) above, except that charges shall be filed with the International Executive Committee and any decision of the Executive Committee may be appealed to the International Board of Directors.

Section 9. Charter Strength

Charter Strength is fifteen (15) Active members.

Article V. Delegates to Conventions

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, 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 record of paid membership of a Club at International Headquarters on the date established in the Policies shall determine the number of delegates and alternates to which said Club shall be entitled.

Section 3. New Clubs

New Clubs admitted to International after the delegate determination date 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. Annual Meeting

The annual meeting of the members of International shall be held within six (6) months after the close of the fiscal year as a Convention in odd numbered years (except as hereinafter provided) and as a meeting of the members of the Board of Directors in even numbered years.

Section 2. Conventions

A Convention of International shall be held biennially in odd numbered years, except when the Board of Directors shall determine a national or international condition of emergency exists which

makes the holding of the Convention impractical. Upon approval from the Board of Directors a Convention may be held in person, through electronic means or both.

Section 3. Notice of Meetings

- (a) Written notice stating the place, dates and hours of the Convention must be provided by the International Office to each member of International, in the manner provided in the Policies, as amended from time to time.
- (b) Written notice stating the place, date and hour of all other meetings of the members and, in the case of a special meeting, the purpose for which the meeting is called, must be provided by the International Office, or by the officer or person calling the meeting, to each member of record entitled to vote at the meeting, in the manner provided in the Policies, as amended from time to time.
- (c) The notice requirement may be waived in a writing filed with the Executive Director or by attendance in person.

Section 4. Special Meetings

Special meetings of the members of International may be called by the President of International and shall be called upon written petition signed by not less than two-thirds (2/3) of the members of the Board of Directors or not less than one-tenth (1/10) of all members authorized to vote provided that such request be sent to the International Office and to each member of the International organization in the manner provided in the Policies, as amended from time to time, stating the item or items of business to be transacted. Upon approval from the International Board of Directors the meeting may be held in person, through electronic means or both.

Section 5. Quorum

A majority of the members registered at Convention or a 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 International except as to amendments of these Bylaws which are governed by Article XXI, Section 1, and except as otherwise provided in these Bylaws.

Section 6. Members Entitled to Vote

Members of International who are members of the International Board of Directors, Past Governors, regularly accredited delegates from Clubs, Past Presidents of International or District Governors shall have one vote on each question to come before the Convention or at a Special Meeting.

If the International Board of Directors provides an electronic means of attending and participating in Convention or a Special Meeting, as per Article VI, Section 4, an electronic vote may be held on each question submitted. A member may participate in any meeting in person or 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. General Powers

The affairs of International shall be managed by its Board of Directors. The International Board of Directors may adopt policies (hereinafter "Policies") in order to implement or clarify these Bylaws, the programs of International, its Purposes and its Principles, provided such Policies are not inconsistent

with the laws of the State of Indiana, the Articles of Incorporation of International (hereinafter "Articles") or these Bylaws.

Section 2. Composition

The International Board of Directors is composed of those persons who hold the following positions: President, President-Elect, Vice President, Treasurer, Immediate Past President (the foregoing herein "Officers") and four Directors.

Section 3. Tenure

Each Officer and Director shall serve for the term to which they were elected or until they complete such term, not to exceed two (2) years, and until their successors are elected and qualified.

Section 4. Vacancies

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

Section 5. Executive Director

The Executive Director is an ex-officio member without vote.

Section 6. Removal from Office

Members of the International Board of Directors may be removed from membership on the Board in accordance with the provisions of International Bylaws, Article XIII, Section 1, applicable to the removal of International officers.

Article VIII. Meetings of the Board of Directors

Section 1. Meetings

The International Board of Directors shall meet a minimum of once a year. The required meeting will be held in the third quarter of the calendar year, and any other meeting may, by decision of the International Board 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.

- (a) In years in which there is a Convention, the required third quarter meeting of the International Board of Directors shall be held in two sessions:
 - (i) The first session shall be held immediately prior to and at the place of the Convention. Notice of such meetings shall be given by the International Office as set forth in the Policies, as amended from time to time. Such notice requirements may be waived in writing and shall be waived by attendance in person.
 - (ii) The second session shall be held immediately after and at the place of the Convention.
- (b) In years in which there is no Convention, the required third quarter meeting of the International Board of Directors is the annual meeting of members and shall be held without separate notice other than the notice given of the meeting of members.

Section 2. Special Meetings

Special meetings of the International Board of Directors may be called in order to address issues of such gravity or emergency that they cannot be deferred until the next regularly scheduled Board meeting. Such special meetings of the International Board of Directors may be called by the President. Such special meetings also may be called by a majority of the Directors making such a request to the President. The notice of such special meetings shall be given by the International Office or the persons calling the meeting as set forth in the Policies, as amended from time to time, and must specify the exact time and place and the purpose of the meeting.

Section 3. Quorum

A majority of the whole International Board of Directors shall be necessary to constitute a quorum except for the filling of vacancies which shall require a majority of existing directors to constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the International Board of Directors.

Section 4. Written Ballots

The International 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 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. A majority of the votes so cast shall decide the issue.

Section 5. Compensation

Directors may not receive any compensation for their services as Directors but the International Board of Directors may establish Policies as to reimbursement of expenses incurred in the performance of their duties.

Article IX. Executive Committee

Section 1. Membership

The duly elected and qualified Officers of International, as well as the Immediate Past International President, shall constitute the Executive Committee. The President shall act as Chairman. The Executive Director and Legal Advisor are ex-officio members without vote.

Section 2. Powers and Duties

In the interim between meetings of the International Board of Directors, the Executive Committee may exercise powers and perform duties of the Board of Directors except those which are, by the Articles of Incorporation as amended, by statute or by these Bylaws, reserved exclusively to the Board of Directors. The action of a majority of the Committee shall be the action of the Committee. A listing of actions of the meetings of the International Executive Committee, including budget items, shall be distributed to the International Board of Directors not more than thirty (30) days after any Executive Committee meeting.

These actions are subject to approval, or revision by, the Board of Directors, but to revise or revoke any action shall require a two-thirds (2/3) vote of the Board of Directors at its next meeting.

Section 3. Quorum

A majority of the Executive Committee 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 Executive Committee.

Section 4. Written Ballots

The Executive Committee may take action without a meeting by written ballot, in the same manner provided in Article VIII, Section 4.

Section 5. Meetings

The Executive Committee may have separate meetings, upon the call of the President or any three members of the Committee. Notice requirements of meetings of the Executive Committee shall be those applicable to special meetings of the International Board of Directors.

Article X. Committees

Section 1. Standing Committees

- (a) In addition to the Executive Committee, the Standing Committees of International shall be:
 - (i) Service Program Development,
 - (ii) Leadership Development and Training,
 - (iii) Membership Development,
 - (iv) ASTRA Clubs,
 - (v) Communications,
 - (vi) United Nations,
 - (vii) Bylaws, Resolutions, and Recommendations,
 - (viii) Nominating, and
 - (ix) Finance.
- (b) The Convention Committees shall be: Credentials, Elections, and Registration.
- (c) In addition, there may be such other committees as the International Board of Directors establishes.
- (d) Appointments of all committee chairs, other than for the Executive Committee, Nominating Committee, and Finance Committee, are made by the President and approved by the International Board of Directors. Appointments of the members of those committees, except the Executive Committee, Nominating Committee, and Finance Committee, shall be made by the President in consultation with the applicable Committee chair. Chairs and/or members of those committees may be removed from office in accordance with the provisions of Article XIII, Section 1.

Section 2. Duties of the Committees

The duties of all committees shall be those specified in these Bylaws and Policies and in the job descriptions approved by the International Board of Directors.

Section 3. Composition

- (a) The Finance Committee shall be composed of the Treasurer, who shall serve as chairman, the President-Elect, and three (3) other members appointed by the International Board of Directors. One (1) member may be from the membership at large and one (1) member of this committee shall have served on the previous committee. The Executive Director of the Association shall serve as an ex-officio member without vote.
- (b) The Nominating Committee is composed of five (5) members elected by the members entitled to vote at Convention from a slate consisting of one (1) nominee from each District.
 - (i) The candidate receiving the highest number of votes cast serves as chairman. The candidate receiving the second highest number of votes cast serves as vice chairman. No district may be represented on two (2) consecutive Nominating Committees. Committee members serve for a two-year term beginning with the close of the Convention at which they were elected. Vacancies are filled by the International 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 International office while serving as a member of the Nominating Committee.
 - (iv) The Nominating Committee prepares a slate of candidates for office.

Section 4. Duties of the Finance Committee

The Finance Committee shall report to the members annually by providing a financial statement composed of a balance sheet and profit and loss statement, plus an end of the year comparison of actual expenditures for the current year and the immediate prior mid-year actual expenditures versus current budget figures. These reports are to be received by the local Clubs prior to the end of the quarter following the close of the fiscal year.

Article XI. Officers and Directors

Section 1. Elected Officers and Directors

- (a) The elected Officers of International shall be a President, President-Elect, Vice President and Treasurer. In addition, there shall be four (4) Directors elected as provided in these Bylaws.
- (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 Convention, or
 - (ii) In the event the International Board of Directors shall determine that a national or international condition of emergency exists which makes the holding of the Convention impractical, commencing immediately upon election.
- (c) The President-Elect shall assume the office of President at the close of the Convention next following election or immediately upon the election of the President-Elect's successor in the event the International Board of Directors shall determine that a national or international condition of emergency exists which makes the holding of such Convention impractical.
- (d) The President shall assume the title of Past President at the close of the Convention next following assumption of the office of President or when the President's successor assumes the office of President.
- (e) No person shall be elected to the office of President, President-Elect, Vice President, Treasurer or Director for two successive terms.
- (f) In order to be eligible for election to the Board of Directors, members must be, at the time of nomination and election:
 - (i) Active members in good standing and
 - (ii) A Past District Governor, who has completed serving a full term as District Governor (more than one half (1/2) of a two-year term).
- (g) The International Board of Directors shall remove from the slate the name of any candidate not meeting the eligibility requirements and shall direct the Nominating Committee to replace immediately such individual with that of a willing and eligible candidate.
- (h) "In good standing" means all applicable dues, fees and late charges, if any, owed by a member to International, to the member's District, and to the member's Club, if any, must be paid in full.
- (i) Board Members must remain in good standing throughout their term of office.
- (j) In the event of a vacancy in the office of President, the President-Elect shall complete the unexpired term and may also serve an additional two-year term as President. If the President-Elect, after completing the term of the previous President, chooses not to serve for the biennium for which elected, the person who filled the vacancy in the office of President-Elect shall be installed as President at the close of the Convention held at the end of the unexpired term.
- (k) A vacancy in the office of the President-Elect shall be filled by the Vice President. A vacancy in the offices of Vice President and Treasurer will be filled by the Board of Directors; such replacement to be selected from a list of Past District Governors eligible to serve as a member of the Board of Directors.
- (l) No more than two (2) members of the Board of Directors may be from the same District during any term. They may not be from the same club.

Section 2. Election of Officers and Directors

- (a) The President-Elect, Vice President, Treasurer and Directors shall be elected by ballot at the Convention except as provided in subsection (b) and (c) following. Any member 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 a majority of all valid votes cast on the second ballot, the candidate receiving the least number of votes shall be eliminated from each of the succeeding ballots.
- (b) In the event the International Board of Directors shall determine that a national or international condition of emergency exists which makes the holding of the Convention 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.
- (c) In the event there is only one candidate for a position, the Presiding Officer may declare that candidate elected, if there is no objection by the delegates, by unanimous consent.

Section 3. Appointed Officers

The International Board of Directors shall appoint all other officers including the Executive Director and the Secretary and fill any vacancies which may occur in any of such offices. The offices of Executive Director and Secretary may be vested in one person. The duties of each appointed officer and the compensation payable shall be established by the International Board of Directors.

Article XII. Duties of Officers and Directors

Section 1. General

The duties of the Officers and Directors shall be such as are specified in these Bylaws and Policies, in the job descriptions approved by the International Board of Directors, and by *Roberts Rules of Order, Newly Revised*.

Section 2. President

The President shall:

- (a) Be Chairman of the International Board of Directors and an ex-officio member of all committees, except the Nominating Committee.
- (b) Approve the date for each District Conference.

Section 3. President-Elect

The President-Elect shall:

- (a) Attend all International Conventions and meetings of the International Board of Directors and acquaint herself with the duties of the presidency.
- (b) Assume the presidency at the expiration of the term of the President, and shall act for the President in an absence or in the event of the President's inability to act.

Section 4. Vice President

- (a) The Vice President shall act for the President-Elect in an absence or in the event of the President-Elect's inability to act.
- (b) The Vice President shall have such powers and perform such duties as the International Board of Directors may prescribe.

Section 5. Directors

The Directors shall have such powers and perform such duties as the International Board of Directors may prescribe.

Section 6. Other Board Positions

Each appointed Officer shall perform such duties as the Board of Directors prescribes.

Article XIII. Removal from the International Board and Bond

Section 1. Removal from International Board

- (a) An International elected or appointed Officer or International Director 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 International, the International Board of Directors or the Executive Committee, or acting in such a way as to injure Altrusa's reputation or hamper its work.
- (b) Any member of the International Board of Directors may file written charges against an elected or appointed International Officer or Director with the Executive Committee, specifying the grounds for removal from office. The Executive Committee shall hold a hearing about the charges. The Executive Committee shall give thirty (30) days' written notice, delivered in person or sent by certified or registered mail, to such Officer or Director, specifying the time and place of the hearing and the charges. The Officer or Director 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 Officer or Director is not entitled to be present during the Executive Committee's deliberations or to vote. If the Executive Committee determines, by two-thirds (2/3) vote of those present that cause for removal exists, the Officer or Director shall be removed from office effective immediately upon notice to the Officer or Director.
- (c) The Officer or Director or the persons bringing charges may appeal the determination of the Executive Committee to the entire International Board of Directors within fifteen (15) days of the decision of the Executive Committee. The International Board of Directors shall hold an appeal hearing concerning the charges. The Board of Directors and the Officer or Director 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 Officer or Director is entitled to be present, to be represented by counsel, and to present a defense. The International Board of Directors shall determine, by a two-thirds (2/3) vote of those present, whether the determination of the Executive Committee should be overturned or affirmed. Its decision shall be final and shall be effective immediately. The Officer or Director is not entitled to be present during the Board's deliberations or to vote.

Section 2. Bond

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

Article XIV. Legal Advisor

The Legal Advisor is an Active member appointed by the President, with the approval of the International Board of Directors. The Legal Advisor must be a licensed, practicing attorney and advises and counsels the International Board of Directors on all matters of law affecting International and performs such other duties as specified by the International Board of Directors. When requested to do so, the Legal Advisor assists Districts and Clubs in the resolution of legal problems arising within their geographical areas. The Legal Advisor shall not serve as a member of any committee.

Article XV. Contracts, Checks, Deposits, Gifts

Section 1. Contracts

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

Section 2. Checks and Drafts

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

Section 3. Deposits

All funds of International must be deposited to the credit of International in such banks, trusts companies or other depositories as the International Board of Directors may select.

Article XVI. Fiscal Year

The fiscal year of International shall begin on the 1st day of June each year and shall end on the 31st of May the next year.

Article XVII. Budget

The International Board of Directors shall recommend to the Convention delegates, for their approval, a budget for the next biennium. The biennial budget with rationale shall be delivered to every member through an Association distribution sixty (60) days prior to the Convention.

Article XVIII. Dues and Fees

Section 1. Dues

- (a) Each Active member of a Club and each Affiliate member must pay to International annual dues in U.S. Dollars as established by the International Board of Directors and approved by the delegates at the International Convention, unless the dues amount were to be lowered by approval of the International Board of Directors as part of a membership incentive program.

- (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. Procedure for Payment

Payment for dues shall be made according to the Policies. The Policies may provide a penalty for late payment. Members whose International or District dues have not been received by the International Office or the District Treasurer, respectively, by the date specified in the Policies will be dropped from membership.

Section 3. Fees

- (a) Each Club shall pay to International a new member processing fee, in the amount established by the International Board of Directors, for each person accepted into membership.
- (b) Each Club, except a Club organized after January 1 of a Convention year must pay to International an annual Convention fee, in the amount set by the International Board of Directors.
- (c) The International Board of Directors may establish other fees.

Article XIX. Altrusa Clubs and Districts

Section 1. Organization of New Clubs and Districts

Clubs and Districts shall be organized and the boundaries thereof established or changed as authorized by the International Board of Directors. The International Board of Directors must approve the creation of the District or the change in its boundaries by two-thirds (2/3) vote. A notice of a proposed change in boundaries must be sent to every Club within the District at least ninety (90) days before the effective date of any change. Clubs outside the geographic boundaries of the approved Districts will be designated Clubs-At-Large and assigned to the Chair of the International Membership Development Committee as the liaison between the Club and the International Board of Directors. They shall be organized within the Altrusa International organization.

Section 2. Clubs in Good Standing

Clubs in good standing are those that have paid all District and International dues and fees and whose members have paid in full all District and International dues.

Section 3. Forfeiture and Reinstatement

The International Board of Directors shall determine procedures for forfeiture of Club charters and reinstatement of Clubs whose charters have been withdrawn and shall specify the procedure for voluntary termination and withdrawal.

Section 4. Assets, Debts and Liabilities

- (a) International shall not be responsible or held liable for any debts or obligations incurred by any Club or District.
- (b) International shall not have any interest in or claim to the property or assets of any Club or District.

Article XX. Parliamentary Authority

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

Article XXI. 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 Convention, subject to the laws of the State of Indiana, and to the provisions of the Articles. 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 Convention, notice shall be given to membership of any proposed amendments to Bylaws to be placed before the Convention Body.

* * * * *

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 _____, (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: _____

Article II. Purposes

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, First Vice Governor, Second Vice Governor (optional), Director(s) (optional), 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 the 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 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 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 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.
- (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 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 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 Chairmen 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, First Vice Governor, Second Vice Governor (optional), Treasurer, and Director(s) optional.
- (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 condition of emergency exists which makes the holding of such Conference impractical.
- (d) No person shall 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 shall complete the unexpired term and may also serve an additional two-year term as Governor.
- (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 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 _____ each year to and including the _____.

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. Checks and Drafts

All checks, 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

Robert'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.

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Club Bylaws

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. Annual

The annual meeting shall be designated by the Board of Directors.

Section 2. 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 3. 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 4. Quorum

- (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 5. 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 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 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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