

Quota International, Inc.



Charter Bylaws Rules of Procedure and Resolutions

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RESOLUTIONS

FIRST: The name or title by which this corporation shall be known in law shall be Quota International, Inc.

SECOND: The term for which it is organized shall be perpetual.

THIRD: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following charitable and educational purposes, and to support in other ways the following activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To serve country and community;
2. To promote high ethical standards;
3. To emphasize the dignity of all useful occupations;
4. To develop good fellowship and friendship; and
5. To advance ideals or righteousness, justice, international understanding and good will.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not,

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except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH. No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws), or by an organization contributions to which are to be deductible under section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

FIFTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code.

SIXTH: The private property of the incorporator, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in the Articles of Incorporation or to merge or consolidate this corporation with any other non-profit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

Quota was first chartered under the name of Quota Club International, Inc., in New York State in February 1919. Wanda Frey Joiner of Buffalo, New York, the founder, was one of the incorporators.

In 1923, Quota also was chartered in Lackawanna County, Pennsylvania, under the same name.

In June 1960, delegates in convention assembled in Toronto, Ontario, Canada, voted to incorporate under the name of Quota International, Inc., in Washington, D.C., U.S.A., and thereafter to dissolve the previous incorporations.

Accordingly, the following persons – Wanda Frey Joiner, Anne G. Stillings, Minnie H. Byers, Claire Oglesby, M. Katherine Tancill – under the provisions of Title 29, Chapter 6 of the District of Columbia Code (1951) filed a Certificate of Incorporation.

On July 25, 1960, a charter embodying these provisions was granted to Quota International, Inc., by the District of Columbia.

The Articles of Incorporation in Washington, D.C., were amended on July 15, 1989, to delete all gender references, and on November 15, 1996, to change the membership definition provided in the objects. They were further amended on February 5, 2006, to add provisions needed to comply with 501(c) 3 requirements of the Internal Revenue Service of the U.S.A.

Article I: NAME

The name of this organization shall be Quota International, Inc., and shall be hereinafter referred to as Quota International.

Article II: MISSION STATEMENT AND OBJECTS

The business, mission, and objects of Quota International shall be to seek individuals of diverse occupations committed to sharing their time, talent, and resources to meet Quota International's service goals, and more particularly:

- * To serve country and community;
- * To promote high ethical standards;
- * To emphasize the dignity of all useful occupations;
- * To develop good fellowship and friendship; and
- * To advance the ideals of righteousness, justice, international understanding, and good will.

Article III: POLICIES

Section 1. Policies Established

- A. By resolution adopted by the convention body:
 1. To establish a program of service activity and;
 2. To establish Quota's position on matters of public concern.
- B. By action of the board of directors as the governing body between conventions. Such action shall conform to policies adopted by convention and shall be within the scope of authority granted to the board of directors.

Section 2. Policies Defined

- A. All policies of this organization shall be nonpartisan, nonsectarian, and without racial discrimination.
- B. Neither Quota International nor any Quota club shall endorse or recommend a candidate for public office.
- C. Quota International shall not become a member of other clubs or a federation of clubs, but may cooperate with organizations whose objectives are similar. A local Quota club may become a member of a local delegate body for the welfare of the community provided the Quota club has voted approval of such membership, and provided further that the name of Quota shall not be used without a vote of authorization by the Quota club.
- D. Neither the name, initials, word "Quota," corporate seal, the emblem, any motto, nor any trademark, registered or not registered, of Quota International or of a Quota club, shall be used by any club or by any member or by any person as a trademark in any other manner except as authorized by the bylaws or by the board of directors of Quota International.

Article IV: SERVICE

There shall be two unified service programs:

1. Hearing and speech (Shatter Silence); and
2. Disadvantaged women and children.

Quota International shall create and develop service projects relating to each of these general areas.

All clubs of Quota International shall participate in at least one project under each of these general areas. In addition, all clubs shall participate in community service and club-to-club projects.

Article V: EMBLEMS AND MOTTO

- A. The emblem and the corporate seal of Quota International are three concentric circles between two of which are the words "Quota International," and between the middle and the inner circles is the word "Incorporated." The middle and inner circles form the capital letter "Q." The emblem and the corporate seal may be changed by a two-thirds vote of a regular convention of Quota International.
- B. The colors of Quota International and all constituent divisions shall be royal blue and silver.
- C. The motto of Quota International shall be "We Share."

Article VI: CONSTITUENT DIVISIONS DEFINED

Section 1. Quota International

Quota International is the association of Quota clubs throughout the world. In order to implement the purposes of said corporation, the functions of Quota International are:

- A. To promote and extend Quota throughout the world; and
- B. To coordinate and generally direct the activities of Quota International, its member clubs, and such other constituent divisions as may be established.

Section 2. Clubs

The membership of Quota International shall consist of Quota clubs that have been accepted by the board of directors and chartered in the manner provided in the bylaws. The organization of new clubs shall be under the supervision and direction of the president and executive director.

Section 3. Districts

For the purpose of furthering the work of Quota International, the board of directors may create districts and establish their boundaries. Only the board of directors is authorized to create districts.

The board may initiate the creation of districts, or individual clubs may request it. Each proposal for a new district shall be considered separately. Procedure for implementation is provided in the Rules of Procedure.

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Section 4. Areas

An area is a constituent division of Quota International. There shall be at least one area in the South Pacific, at least one area in Canada, and at least four areas in the United States. Only the board of directors is authorized to create areas.

The board may initiate the creation of areas and shall take into account, whenever necessary, that an area may consist of a group of countries that may require to have their individual needs recognized. Individual districts may request the creation of an area. Each proposal for a new area shall be considered separately. Procedure for implementation is provided in the Rules of Procedure.

Article VII: QUOTA INTERNATIONAL

Section 1. Officers Named

- A. Elected Officers. The elected officers of Quota International shall be a president, president-elect, treasurer, and one director representing each of the areas designated by the board of directors of Quota International.
- B. Appointed Officer. An executive director shall be appointed by the board of directors.

Section 2. Eligibility and Term

- A. Officers.
 - 1. Eligibility: An international officer or candidate for such office must:
 - a. Be an Active Member in good standing and be from an active club that is in good standing according to Article XII, Section 3.A;
 - b. Have served one term as district governor;
 - c. Reside in the respective geographic area (for area directors only);
 - d. Have served one term as area director for the position of treasurer or president-elect; and
 - e. Have financial experience for the position of treasurer.
 - 2. Term: The president-elect and treasurer shall be elected for one term of one year only. At the end of the term, the president-elect automatically assumes the position of president, for a one-year term. An area director shall be elected for a two-year term and may not serve two consecutive terms in that office.

In every even-numbered year, area directors from U.S. West, U.S. South, and Canada shall be elected for a two-year term. In every odd-numbered year, area directors from U.S. Central, U.S. East, and South Pacific shall be elected for a two-year term.

In the circumstances that an election cannot be held, the officer remains in office until a successor is elected.

- 3. An international officer shall not hold a club or district officer position.

Section 3. Vacancies

- A. In the event of a vacancy in the office of president, the president-elect shall become president.
- B. In the event of a vacancy in the office of president-elect, the treasurer shall become president-elect. At the following international convention, the president-elect shall become president.
- C. A vacancy created in the office of treasurer or area director shall be filled for the unexpired term by the board of directors at the next meeting of the board provided notice of such special election has been sent with the notice of the meeting.

In the event that a vacancy occurs when it is not feasible for the board to meet, the board shall elect by mail ballot from nominations made by the president.

- D. Any person serving more than half of a term to fill a vacancy in the office of president, treasurer, or area director shall be deemed to have served a full term.

Section 4. Duties

- A. The President Shall:
 - 1. Preside at all conventions and at all meetings of the board of directors;
 - 2. Be the chief executive officer of Quota International;
 - 3. Exercise a general supervision over the interests and welfare of Quota International;
 - 4. Appoint all committees, subject to the approval of the board of directors;
 - 5. Appoint a governor and lieutenant governor for a temporary district;
 - 6. Fill vacancies in the offices of governor and lieutenant governor when the lieutenant governor is unable to fill a vacancy in the office of governor;
 - 7. Be ex officio member of all committees;
 - 8. Call all conventions and meetings of the board of directors; and
 - 9. Sign all legal documents, contracts, and instruments of Quota International except those documents, contracts, and instruments authorized by action of the board of directors to be executed by the executive director.
- B. The President-elect Shall:
 - 1. Act in the president's absence or inability to serve. In the event of the death or resignation of the president, the president-elect shall become president; and
 - 2. Perform the duties of this office as they may devolve or be assigned by the president or board of directors.

- C. The Treasurer Shall:
1. Receive regular reports from Quota International of all funds received, deposited, and disbursed in accordance with budget items;
 2. Serve as chair of the Budget and Finance Committee;
 3. Examine the financial records and procedures of Quota International periodically, and recommend helpful changes in financial procedure;
 4. Provide the financial records for the annual audit by a certified public accountant;
 5. Report at least once a month to the board of directors on the status of the budget and to the membership at such other times as may be designated; and
 6. Prepare the annual financial statement.
- D. The Directors representing Areas Shall:
Be participating members of the international board of directors, responsible for making and implementing decisions of the board of directors and policies of Quota International.
- E. The Executive Director Shall:
1. Be the administrative officer and corporate secretary of Quota International, implement the policies established by the board of directors, and assist the president and board of directors in conducting the business of Quota International. Perform duties as specified or implied by the bylaws and rules or as may be assigned to the executive director by the board of directors;
 2. Sign all documents issued by Quota International;
 3. Receive all funds, and deposit them in such banking institutions as may be designated by the board of directors;
 4. Keep accounts and records, which shall be open at all times to the inspection of the president and board of directors and the auditors; and
 5. Give bond in such sum as shall be required by the board of directors.

Section 5. Reports

The president, president-elect, treasurer, and executive director shall present written reports to the board of directors and to conventions; other officers shall report as required by the board of directors.

Article VIII: NOMINATIONS AND ELECTIONS

Section 1. Nominations

- A. Any club or district may nominate one of its own members, who meets the eligibility requirements for any international office. The nominees shall not be members of the same club.
- B. Notice of nomination for all officers is to be made on official forms provided for this purpose and sent to the executive director, postmarked no later than the

date established by the board of directors and circulated to all clubs and districts.

- C. In the event there are no nominations for any given office, a special committee shall be appointed by the president of Quota International within fifteen days after the closing date of nominations to act as a nominating committee for that office.
- D. There shall be no nominations from the floor for international office.

Section 2. Elections

- A. Elections of international officers may take place at convention or by mail ballot.
- B. A majority vote of the ballots cast shall elect. A preferential voting system will be used.
- C. When there is only one nominee for an International office the candidate shall be declared elected.
- D. To participate in elections, a club must be in good standing.

Article IX: BOARD OF DIRECTORS

Section 1. Board of Directors Named

The elected officers shall constitute the board of directors. The executive director shall be a conference member of the board without vote. The officers of Quota International shall be the officers of the board of directors.

Section 2. Eligibility

Only one member from any club may serve on the board of directors at any one time.

Section 3. Duties

The Board of Directors Shall:

- A. Be vested with the title of all property of Quota International;
- B. Manage and control the business of Quota International and the investment of its funds; however, it shall not have the authority to expend or dispose of more than \$25,000 on any single capital item without the approval of the convention body;
- C. Appoint trustees of special funds, and enter into contracts for administration of such funds;
- D. Authorize special committees;
- E. Give approval to the appointment by the president of committee chairs and members;
- F. Determine the duties and salary of the executive director and others employed;
- G. Have authority to transact business by mail, fax, e-mail or other currently accepted communication practices;
- H. Have power to determine whether conditions incident upon war may have rendered it impossible or inexpedient to fulfill or enforce these bylaws;
- I. Have authority to adopt, suspend, and amend Rules of Procedure for the board and for Quota International;

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- J. Establish and determine area boundaries;
- K. Establish territorial boundaries for Quota clubs;
- L. Grant and revoke charters for Quota clubs;
- M. Create and establish districts and their boundaries;
- N. Approve the annual budget;
- O. Provide for the annual and other audits of accounts;
- P. Provide for such petty cash funds for the Quota International office as may be deemed necessary;
- Q. Determine the time and place of conventions; and
- R. Call special meetings and seminars as may be deemed necessary for the purpose of furthering the work of Quota International.

Section 4. Meetings

- A. The board of directors shall meet at least 2 times a year.
- B. Other meetings may be held at the call of the president.

Section 5. Quorum

The quorum for a meeting of the board of directors shall be a majority of its members.

Section 6. Vote by Mail

The business of the board of directors may be transacted by a vote by mail, fax, e-mail or other currently accepted communication practices. When such vote of the members of the board of directors is deemed necessary by the president, it is obligatory upon all members of the board of directors to respond to the questionnaires sent out. Failure of any board member to answer three consecutive questionnaires, without an excuse acceptable to the board of directors, shall be considered as the equivalent of a resignation, and a vacancy shall be declared.

Article X: COMMITTEES

Section 1. Committees Classified

There shall be two classes of committees:

- A. Standing Committees.
 - 1. Administrative
 - 2. Service
- B. Special Committees.

Section 2. Appointment

All committees, both standing and special, shall be appointed by the president, subject to the approval of the board of directors. The standing committees shall be those that are specified in the bylaws. Special committees may be authorized by the president and/or the board of directors. The president shall be ex officio member of all committees.

All programs and promotional activity of all committees shall have the approval of the president.

Section 3. Standing Administrative Committees

The administrative committees shall be:

- A. Budget and Finance
- B. Bylaws
- C. Development and Growth

Section 4. Standing Service Committees

There shall be three service committees:

- A. Hearing and Speech
- B. Disadvantaged Women and Children
- C. International Service

Section 5. Duties of Standing Committees

The duties of standing committees shall be set forth in the Rules of Procedure.

Section 6. Special Committees/Task Forces

- A. Special committees/task forces may be appointed by the president and/or board of directors as deemed necessary, including convention committees/task forces and committees/task forces for special projects and study.
- B. Special committees/task forces shall serve until the work assigned has been completed and shall then be automatically dissolved.

Article XI: CONVENTIONS

Section 1. Time, Place, and Purpose

A convention of Quota International shall be held at least biennially at such time and place as shall be determined by the board of Directors, and, when feasible, shall rotate among the countries where Quota is organized. The president shall issue and cause to be sent to each club, at least sixty days prior to the date thereof, an official call for such convention. The meeting shall be called to establish continuity for Quota International's programs and transact any other business.

Section 2. Voting Body

- A. The voting body of the convention shall be the elected international officers, the district governors, the past presidents of Quota International, and one delegate from each club in good standing as of its January membership report to Quota International.
- B. In the event a district governor is unable to vote, the lieutenant governor of the same district shall be a member of the voting body. In the event neither can vote, an alternate from the district can be designated, such alternate to be appointed by the governor.
- C. No member shall be entitled to more than one vote.
- D. Each club shall be entitled to two alternates.
- E. The name of the duly elected delegate and the names of the duly elected alternates shall be certified to the executive director of Quota International by an officer of each club.

Section 3. Absentee Voting

A club or a district unable to send a delegate to convention or a past president of Quota International unable to attend convention may vote by absentee ballot.

Article XII: FINANCES AND FUNDS

Section 4. Convention Fees

At the mid-term board meeting, the board of directors shall establish fees that shall cover the anticipated costs of convention.

- A. Advance Convention Deposit.**
 - 1. All clubs shall pay a non-refundable advance convention deposit to cover each club's share of the administrative costs of the international convention.
 - 2. Any club failing to pay the advance convention deposit as set by the international board of directors shall not be in good standing with Quota International.
- B. Convention Registration Fee.**
 - 1. A convention registration fee shall be paid by each member attending convention. The convention registration fee paid by a club for its delegate shall be reduced by the advance convention deposit paid.
 - 2. No delegate shall be entitled to vote at convention until the convention registration fee has been paid.

Section 5. Quorum

The quorum for a convention shall be a majority of the voting body registered as present.

Section 6. Special Conventions

Special conventions may be called by the president, with the approval of a majority of the members of the board of directors, and shall be called by the president when a majority of the clubs shall, by resolution duly adopted, request such special convention. The call for this meeting shall be sent to each club at least thirty days prior to the date thereof. The quorum for a special meeting shall be one-third of the total number of chartered clubs.

Section 7. Alternative Methods

- A.** The board of directors may conduct the convention and other meetings using videoconferencing, teleconferencing or other electronic process as advanced technology may allow.
- B.** These methods can be used for all or any part of the convention proceedings. All bylaws and rules of procedure that apply to the traditional convention method of gathering in one location for face-to-face contact shall apply and shall be adapted to ensure the alternate method meets the intents of a convention and the needs of the delegates.
- C.** Planning and standing committees shall be constituted to promulgate appropriate special rules of order and special procedures as may be necessary to ensure an orderly and effective convention.

Section 1. Initiation Fee

Each new member of a Quota club shall pay an initiation fee, and a portion of that fee in the amount of \$10 shall be sent by the local club to Quota International, and any balance shall be retained by the local club.

Section 2. Annual Dues

- A.** Annual per capita dues for each member of Quota International shall not be less than \$75 to Quota International. Dues may be increased annually; the amount of an annual increase will be based on the cost-of-living increase determined by the U.S. Bureau of Labor Statistics.
 - In addition, each member shall pay not less than \$4 directly to the district as dues.
- B.** Dues shall be paid by every Quota club in advance annually.
- C.** A life member (past international president) shall be exempt from the international portion of the dues. If the life member retains membership in a local club and district, dues of the local club and district shall be paid as provided by the club bylaws.

Section 3. Finances

- A. Financial Obligations.** To be in good standing, a club shall have paid financial obligations as follows:
 - 1. Initiation fee as set forth in Section 1;
 - 2. Annual dues as set forth in Section 2;
 - 3. Advance convention fee as determined by the board of directors, representing club share of administrative costs of convention, which shall be paid by each club prior to the convention; and
 - 4. Balance of registration fee for the voting delegate attending a convention of Quota International.
- B. Financial Transactions.** All financial transactions to and from Quota International shall be in United States dollars or in the equivalent national currency if authorized by the board of directors.

Section 4. General Fund

All income of Quota International shall be placed in the general fund and shall be used to defray the expense of maintenance of Quota International and all other expenses that may be authorized by the board of directors.

Section 5. Funds

- A.** Establishment. In the management and control of the business of Quota International and the investment and appropriation of its funds, the board of directors may create special funds and trusts for such purposes as it deems necessary. It shall appoint trustees to administer said funds and trusts so created and shall enter into agreements establishing policies, rules, and

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regulations governing the administration of said special funds and trusts.

B. Dissolution. Upon determination by the board of directors that the need for such funds so created is no longer apparent and the purposes for which said funds were established no longer exist, the board of directors may authorize the dissolution thereof, provided, however, that provision is made by the board for the disposition of said funds so dissolved.

C. Funds Defined

1. Reserve Fund.

- a. A reserve fund shall be created and administered by the board of directors to provide for emergencies. Additions to the reserve fund shall be budgeted annually, either from interests on investments in the reserve fund or from the total budget of Quota International, until an amount equal to at least one-half of the previous year's operating expense has accumulated.
- b. An emergency may be declared by four-fifths of the board of directors should financial obligations exceed available cash and withdrawal from the reserve fund is necessary for Quota's continued operation.

2. Wanda Frey Joiner Development Fund.

- a. A development fund honoring our founder and life president having been established; the monies shall be available for extension and maintenance activities for Quota International, leaving a balance of no less than \$1,000 in the fund at all times.
- b. Quota International shall notify each club prior to Wanda Frey Joiner's birthday by way of a reminder of the privilege of contributing three dollars per member to perpetuate the memorial.
- c. In the event of the dissolution of the Wanda Frey Joiner Development Fund or of Quota International, the money in the fund shall be given or applied to some educational or charitable undertaking to be selected by the board of directors of Quota International.

D. Trusts Defined

1. We Share Foundation.

- a. The We Share Foundation shall be used for five purposes:
 - (1) To provide financial assistance to students who are deaf, hard-of-hearing or speech-impaired or to hearing students preparing to work in a hearing or speech related field; grants shall be limited to students at any accredited college or university.
 - (2) To fund hearing or speech research projects, selected by the convention body, which are conducted by accredited non-profit organizations.

(3) To support the service work of Quota's worldwide network of clubs which improves the lives of deaf, hard-of-hearing and speech-impaired people.

(4) To support the service work of Quota's worldwide network of clubs which improves the lives of disadvantaged women and children.

(5) To support the service work of Quota's worldwide network of clubs which improves the lives of people helped through Quota's Club to Club program.

b. The We Share Foundation shall be under the administration of the board of directors with investments handled by the trust department of a bank designated by the board of directors. An endowment capital of \$500,000 shall be held "in trust." Voluntary contributions from individual members, clubs, districts, and others, and earnings from the capital shall constitute income for the We Share Foundation to be used for its programs and reasonable administrative costs thereof.

c. In the event of the dissolution of the We Share Foundation or of Quota International, any money or property in the fund shall be given to some educational institution or applied to some educational undertaking, the donee to be selected by the board of directors of Quota International.

2. The Foundation (Trust).

a. The Quota International, Inc., Charitable and Educational Foundation, referred to as the Quota International Foundation, shall be used for promoting, encouraging, and sponsoring for the general public hearing, speech, and other programs solely for educational and/or charitable purposes selected by the delegates at convention.

b. The Foundation shall be administered by a board of trustees to consist of ex officio members of the board of directors of Quota International. The board may create and appoint standing or special committees as desired, all of whom shall be answerable to the board and subject to its direction.

c. All income received by the Foundation shall be expended only for the purposes defined. Quota International, its individual members, clubs, districts, businesses, and other foundations may make contributions to the Foundation.

d. In the event of dissolution of the Foundation, its assets shall be disposed of to tax-exempt, charitable and educational organizations elected by the board of

directors of Quota International. No assets may be returned to any contributor.

Section 7. Fiscal Year

The fiscal year of Quota International shall be May 1 through April 30.

Article XIII: LIFE MEMBERSHIP

Past international presidents shall be extended the privilege of life membership in Quota International. A life member may retain Active membership in a Quota club and district so long as membership requirements are met.

Article XIV: CLUBS

Section 1. Club Name

Each club shall be named "Quota International of _____ (locality)" and shall be known by its entire name at all times.

Section 2. Club Charter

- A. Charters Granted.** A charter, signed by the president and executive director, shall be issued to each club accepted by the board of directors. As a condition precedent to the granting of a charter from Quota International to any Quota club, there must be evidence that the club:
1. Has subscribed to the charter and bylaws of Quota International;
 2. Has submitted its proposed bylaws to the executive director;
 3. Has elected its officers and submitted such other data as may be required by the board of directors;
 4. Has a membership of not less than fifteen active members; and
 5. Has paid to Quota International the international share of the initiation fees as herein provided.
- B. Charter Revocation.** A charter issued to a Quota club may be revoked by the board of directors of Quota International for cause as follows:
1. Failure for more than sixty days after due date to pay financial obligations to Quota International after two notices of such indebtedness;
 2. For cause deemed sufficient by the board of directors. In determining cause, active membership status, growth, promotion of Quota purposes, and non-attendance of two consecutive conventions if the conventions are held on the continent or in the geographical area in which that club is situated will be considered;
 3. Due notice to the president and secretary of any club whose charter status is in question shall be given. A two-thirds vote of the board of directors shall be required for revocation of a charter. Any club that for any cause ceases to be

a member of Quota International shall relinquish the word "Quota" in its club name, surrender its charter, and shall not thereafter use the name, emblem, badge, or insignia of Quota International in any way whatsoever.

- C. Charter Reinstatement.** A Quota club whose charter has been revoked may have its charter reinstated by the board of directors or by convention action by a two-thirds vote.

Section 3. Club Membership

- A.** Active membership shall be held by any persons willing to commit their time, talents, and resources to further Quota International's service goals.
- B.** Any Quota club, by a two-thirds vote, may act upon the recommendation of its board of directors to waive the attendance requirements and/or any part of its local dues in excess of its obligations to Quota International and the district for any member who, by circumstances beyond the member's control, finds it impossible to meet these requirements.

Section 4. Member-at-large.

- A.** Membership-at-large may be extended to any Active member living in a location that does not have a Quota club.
- B.** A member-at-large shall continue to pay Quota International dues, and if the member resides in a district, district dues. The member-at-large shall continue to receive *The Quotarian* magazine and shall be able to attend international convention and district conference as a member. The member would not receive any club mailings, but would receive any "all-member" mailings. A member-at-large may not hold any offices at the district or international level.

Section 5. Club Bylaws

- A.** The bylaws of a Quota club shall not be in conflict with the bylaws of Quota International.
- B.** In the event a law of a country, state, province, commonwealth, or any other such governmental body in which a Quota club is situated conflicts with these bylaws, that club shall be bound by the law of its jurisdiction.
- C.** Each Quota club shall file with the executive director a copy of its bylaws. When amendments have been made, each club shall furnish to the executive director a copy of its amended bylaws.

Section 6. Officers Named

Officers shall be no fewer than president, president-elect or vice president, secretary, and treasurer.

Section 7. Club Meetings

- A.** Regular Meetings. Each member club shall hold at least fifteen meetings during its fiscal year.

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B. Annual Meeting. An annual meeting shall be held on a date to be determined by club bylaws, for the purpose of:

1. Receiving annual reports;
2. Electing officers; and
3. Such other business as may be deemed necessary.

Section 8. Club Dues

The local club annual dues shall be left to the determination of each club.

Section 9. Fiscal Year

The fiscal year of a local Quota club shall coincide with the Quota International fiscal year, May 1 - April 30, unless the laws of that club's country require otherwise.

Article XV: DISTRICTS

Section 1. District Officers

A. Officers Named: The officers in each district shall be a governor, lieutenant governor, and a secretary-treasurer. The governor and lieutenant governor shall be elected at a district conference for a term of one year. These terms do not have to be consecutive, but the district officers will serve until their successors are elected. They shall only be eligible for two terms. They shall not be members of the same club. They shall assume office upon the adjournment of the conference at which they are elected. They can be removed from office only with the consent of a majority of the clubs in the district. The secretary-treasurer shall be appointed by the governor. If the secretary-treasurer is unable to perform the duties, the governor shall appoint another secretary-treasurer to serve the unexpired term of office. No president of an individual Quota club shall be eligible for election to office as governor or lieutenant governor of a district while serving as president of the club.

B. Eligibility.

1. To be eligible to serve as a governor or lieutenant governor, a member must be an Active Member.
2. To serve as a governor or lieutenant governor, a member must be a past president of a Quota club.
3. To serve as secretary-treasurer, a member must be an Active Member whose attendance and/or dues have not been waived.
4. In the event the club to which a district officer belongs is not in good standing according to Art. XII, Sec. 3.A and/or for failure to pay district financial obligations, that officer would be prohibited from presiding at all meetings, including Quota Training Seminar and district conference, and from voting at district conference and the international convention.

C. Nominations and Elections.

1. Any club may nominate one of its own members who meets the eligibility requirements for a district office.
2. Election of district officers shall be by ballot at conference, and a plurality vote shall elect.
3. Any club wishing to propose the name of a member of any other club for district office shall obtain the written endorsement of the club to which the member belongs.

D. Duties.

1. The Governor Shall:
 - a. Preside at district conference and other meetings of the district;
 - b. Call a special meeting of the district upon the written request of at least three clubs;
 - c. Perform such duties as are prescribed by these bylaws or by the board of directors of Quota International;
 - d. Attend the Quota International convention as the official representative of the district and the meeting of district governors and board of directors at the convention;
 - e. Attend the governors seminar when called by the president of Quota International;
 - f. Attend at least one business meeting with each club in the district, or request that the lieutenant governor perform this duty;
 - g. At district conference, appoint one member of a nominating committee; two additional members shall be elected at the conference. Said committee of three, no two of whom shall be from the same club, shall serve until the next district conference and shall receive from the clubs in the district nominations for governor and lieutenant governor and shall present a report at the district conference; and
 - h. Transmit at the conclusion of the term all property and monies of the district to the newly elected governor not later than thirty days after the close of the district conference.
2. The Lieutenant Governor Shall:
 - a. Act in the absence or inability to serve of the governor;
 - b. Become governor in the event of a vacancy in the office of governor; and
 - c. Perform the duties of this office as they may devolve or be assigned by the governor or the board of directors of Quota International.
3. The Secretary-Treasurer Shall:
 - a. Keep the records; and
 - b. Receive and disburse all funds of the district.

E. Vacancies in District Offices.

1. In the event of a vacancy in the office of the governor, the lieutenant governor shall become

- the governor, and the international president shall appoint a lieutenant governor. If the lieutenant governor is unable to fill said vacancy, the international president shall appoint both the governor and lieutenant governor.
2. In the event of a vacancy in the office of lieutenant governor, the international president shall appoint a lieutenant governor.
 3. A person serving six months to fill a vacancy shall be deemed to have served a full term.
 4. In the event a district is unable to propose and elect a slate of officers, then the president shall appoint a secretary/treasurer for a term of one year to manage the district and serve as the district representative for that year.

Section 2. District Conference and Meetings

- A.** Meetings Held. Each district shall hold an annual conference and Quota training seminar of the clubs in the district at such time and place as may be determined by the district. Other district meetings may be held. If business is to be transacted at any meeting other than the annual conference, notice to the clubs must be sent at least thirty days prior to the meeting.
- B.** Voting Body. The voting body of a district conference shall be the governor, lieutenant governor, and secretary-treasurer, any officers and past presidents of Quota International residing within such district, and not more than two delegates from each club in good standing as of its annual membership report to Quota International.
- C.** Quorum. The quorum for a district conference shall be a majority of the clubs in the district.

Section 3. District Dues

Annual dues shall be payable to the district and shall be determined by the member clubs in the district.

Section 4. Fiscal Year

The fiscal year of the district shall conform to the term of the governor.

Section 5. Standing Rules

- A.** Districts may adopt standing rules not in conflict with the bylaws of Quota International to assist in carrying out district work.
- B.** In the event a law of a country, state, province, commonwealth, or any other such governmental body in which a Quota district is situated conflicts with these standing rules, that district shall be bound by the law of its jurisdiction.

Article XVI: AREAS

Section 1. Area Meetings

- A.** Area meetings may be held at such time and place as shall be determined by the area directors.

- B.** The purpose of an area meeting shall be to:
 1. Discuss the methods of implementation of Quota's service programs as established by the voting delegates at international convention;
 2. Discuss proposed international bylaw changes;
 3. Provide orientation;
 4. Conduct educational workshops; and
 5. Generally reinforce confidence and unity in the goals and ideals of Quota International.
- C.** Each area shall set a registration fee, which shall be adequate to cover expenses of the area meeting.

Section 2. Duties of Area Directors

- A.** Area Directors Shall:
 1. Be responsible for the development and growth of their areas and serve on the international Development and Growth Committee;
 2. Interpret the policies and programs of Quota International and encourage area participation in Quota International's programs; and
 3. Preside at their area meetings and be responsible for these meetings.
- B.** An area director may appoint a secretary-treasurer in the area.

Section 3. Standing Rules

- A.** Areas may adopt standing rules not in conflict with the bylaws of Quota International to assist in carrying out the work of the area.
- B.** In the event that a law of a country, state, province, commonwealth, or any other constitutional body in which a Quota area or part of such area is situated conflicts with these standing rules, that area or part of the area shall be bound by the law of its jurisdiction.

Article XVII: HEADQUARTERS

The headquarters office of Quota International shall be sited in a city in the United States serviced by all major airlines and shall be administered by the executive director, under the direction of the board of directors.

Article XVIII: OFFICIAL PUBLICATION

The board of directors of Quota International shall publish or cause to be published under its supervision and control a periodical, *The Quotarian*, as the official organ of Quota International.

BYLAWS

Article XIX: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Certificate of Incorporation and bylaws of Quota International, provided that local clubs situated outside of the United States of America may be privileged to use such parliamentary authority as is recognized in their countries.

Article XX: AMENDMENTS

- A.** These bylaws may be amended by a two-thirds vote of those present and voting at any convention, provided previous notice has been sent to all member clubs not later than April 1.
- B.** Amendments may be proposed by a district, by a committee of Quota International, or by a club, and sent in writing to the executive director by December 1. Amendments may be proposed by the board of directors immediately following its mid-term board of directors meeting. Amendments may be proposed by the Bylaws Committee prior to February 15.
- C.** Amendments to the international bylaws may be considered at convention only.

The executive director shall immediately upon receipt submit all proposed amendments to the Bylaws Committee. Amendments shall become effective upon adjournment of the convention at which they are adopted, unless otherwise stated.

RULES OF PROCEDURE

The title “Rules of Procedure” indicates the purpose for which such rules are adopted. They are standing rules to implement bylaws, where there should be flexibility in the procedures to promote Quota programs and activities. Through the Rules of Procedure, the board of directors can make changes in procedure as the need arises without having to wait for action by an annual convention. Insofar as possible, Rules of Procedure are intended only for procedural direction, and are not meant to interpret or to add to the bylaws, which are self-explanatory and subject to amendment only by convention action.

Rules of Procedure are adopted, amended, or repealed by the board of directors. A majority vote is required to adopt, and a two-thirds vote to amend or repeal without previous notice. Rules of Procedure remain in force until they are amended or repealed and are as binding as bylaws.

Rule 1. Incorporation of Local Clubs

Article III: Policies

- A. A club is encouraged to incorporate in its state, province, or country, subject to the approval of the international board of directors; and said club shall operate by the name designated in its charter, subject to the laws of its jurisdiction. Said club shall agree, as a condition precedent to incorporation, that it shall, as an incorporated body, abide by the charter, bylaws, and Rules of Procedure of Quota International then in force or thereafter, from time to time, adopted.
- B. Clubs in the United States are under the jurisdiction of the United States Internal Revenue Code classified as service clubs, designated 501(c)(4).
- C. Instructions on how to incorporate are available from the Quota International executive director.
- D. For clubs outside the jurisdiction of the laws of the United States, such clubs shall, if possible under local law, organize as non-profit service clubs.

Rule 2. Tours

Article III: Policies

No club, district, area, or individual may organize tours in the name of Quota International.

Rule 3. Chances

Article III: Policies

Each club, district, and area should investigate the legality of selling chances in its own locality.

Rule 4. Quota Properties

Article III: Policies

Quota International shall not lend its properties.

Rule 5. Dissemination of Information

Article III: Policies

- A. All pronouncements of Quota International setting forth Quota’s program of service activities and position on matters of public concern shall be issued by the executive director.
- B. All Quota International publicity releases shall be issued by the executive director.
- C. The administrative procedures of Quota International shall not be released without authority of the board of directors.

Rule 6. Scope of Quota International’s Cooperation

Article III: Policies

The scope of Quota International’s cooperation with other organizations and groups shall be emphasized in the fields covered by resolutions voted on at convention and in other fields of special relation to Quota activity.

Rule 7. Trademark

Article III: Policies

Article V: Emblems and Motto

- A. In addition to the registered items in Article III, Quota International has a trademark on the term “Shatter Silence” and the Shatter Silence logo.
- B. Authorization may be provided to clubs and districts to produce items bearing Quota’s registered trademark. To secure this authorization:
 - 1. Written request must be made to Quota International, accompanied by a drawing or sample of the item.
 - 2. The executive director shall respond on behalf of the board of directors to all requests.

Rule 8. Copyright

Article III: Policies

Article V: Emblems and Motto

Permission is granted to all Quota clubs and districts to reproduce materials under Quota’s copyrights provided the following copyright identification line is used for the Collect: Copyright Quota Club International, Inc., 1942.

Rule 9. Letterhead

Article III: Policies

Article V: Emblems and Motto

- A. The proper wording for the letterhead of a local Quota club is as follows: Quota International of Smithtown, ___(State or Province).
- B. The club letterhead should list the same name under which the club was chartered or officially changed to since the club’s chartering.
- C. The proper wording for the letterhead for a Quota district is as follows: _____ (Number of District) District of Quota International, Inc.

RULES OF PROCEDURE

- D.** In the event a law of a country, state, province, commonwealth, or any other such governmental body in which a Quota club, district and/or area is situated conflicts with these standing rules, that club, district, and/or area shall be bound by the laws of its jurisdiction.

Rule 10. Organization of Quota Clubs

Article VI: Constituent Divisions Defined

Article XIV: Clubs

- A.** Authority to organize a Quota club shall be granted to an individual or may, if deemed advisable, be granted to a Quota club, a committee, or a district only after the survey sheet has been submitted and approved by the president and executive director in consultation with the area director. At that time, the proposed club shall be assigned to an area and may be assigned to a district.
- B.** If a request is received to organize a new club in the general locale of a former club, approval by the president may be given, if the cause for revocation or dissolution of the former club no longer exists.
- C.** Procedure for Club Organization is:
1. The organizer shall request a survey sheet from the executive director, naming the specific city under consideration.
 2. The organizer shall examine the potential city or town where prospects live and shall use this information to complete the survey sheet.
 3. The organizer shall send the completed survey sheet to the executive director within sixty days, giving full information, including an estimate of time for completion of club and cost of organization, including the amount to be expended from local club funds, district funds, and up to \$300 from Quota International funds.
 4. The international president and executive director may solicit and consider the advice of the area director and/or the district governor involved and approve or reject the survey by signing and sending copies to:
 - a. The organizer, along with the organizational contract; and
 - b. The area director and district governor if the proposed site is in an established area and district.
 5. No organization contract shall be granted beyond twelve months without written consent as requested by the organizer and approved by the president and executive director.
 6. A new club name must designate a town, city, or geographic location, and should not include adjectives. (See Rule 33: Club Name for specific information.)
- D.** A club may mentor a new branch of Quota International with a minimum of five members. The sponsoring club will be responsible for mentoring and administration of branch finances. Branch members are members of the sponsoring club with the capability to conduct their own separate meetings and service activities independently or in conjunction with the sponsoring club. Branch members

have a minimum requirement of paying Quota International and District dues.

Rule 11. Instructions to Club Organizer

Article VI: Constituent Divisions Defined

Article XIV: Clubs

- A.** The Organizer Shall:
1. Interview prospective members;
 2. Obtain signed new member forms and fees;
 3. Hold a pre-organization meeting, at which time the club being formed shall:
 - a. Elect an interim chair and a secretary; and
 - b. Arrange for the next meeting.
 4. Appoint bylaws, nominating, and host committees with the help of the interim chair;
 5. Hold the organization meeting, at which time the club being formed shall:
 - a. Adopt club bylaws;
 - b. Elect officers;
 - c. Choose the name of the club; and
 - d. Send an application for charter to Quota International headquarters, attaching:
 - (1) Roster of charter members;
 - (2) Club bylaws; and
 - (3) New member forms and fees for all charter members.
 - e. Set tentative date for chartering. No charter date shall be approved until all required documentation and payments are received by the executive director.
 6. Submit the required papers to Quota International at least three weeks prior to the desired charter date. The date of presentation of the charter shall be the deadline for acceptance of charter members.
 7. In the event a proposed club name is contested by another club or already assigned to an established club, the resolution of the challenged name shall be referred back to the district officers for selection of a new name.
- B.** Upon completion of all the steps above, the club shall hold a charter party:
1. The president of Quota International shall appoint the official international representative to present the official charter.
 2. Quota pins will be given to members of a newly chartered club after the charter has been presented and signed by all charter members at the date and time of the official chartering and all monies have been received at Quota International.
 3. Club supplies shall be sent as soon as possible after the charter party to the new club president.
 4. The date of the club's birthday shall be the date on which the club was chartered.
- C.** Expenses incurred for organization must be submitted to Quota International not later than twenty-one days after the club's charter date.

RULES OF PROCEDURE

Rule 12. Procedure for Establishing a New District or Changing District Boundaries

Article VI: Constituent Divisions Defined

Article XV: Districts

District Boundaries may be created by:

- A. Creating a district for undistricted clubs,
- B. Creating new district boundaries by dividing an existing district,
- C. Dissolving an existing district to incorporate remaining clubs into existing nearby districts,
- D. Combining two existing districts.

A. Creating a district for undistricted clubs.

Any member of the Board of Directors may recommend that undistricted clubs form a new district or undistricted clubs may request that the Board of Directors allow them to form a district.

The procedure shall be:

1. The Presidents of all clubs involved shall request the Advisor of the undistricted area to apply to the Board of Directors for an application to become a district. In the absence of an advisor, the club presidents shall choose a liaison to apply to the Board.
2. In their consideration to meet the request, the Board of Directors shall request the following information from the advisor or liaison:
 - a) Rosters showing that the proposed district consists of at least four clubs with a combined membership of one hundred.
 - b) The charter dates of each of the clubs is to be submitted, with the oldest club chartered at least three years prior to the application.
 - c) A budget must be submitted indicating the district dues necessary to maintain the district financially, including administration and travel costs of its governor.
 - d) Submittal of a letter from each club stating the willingness of the members to pay district expenses by paying the dues. The letter is to be signed by the club officers.
 - e) Submittal of a letter from each club stating its willingness to plan and host, in an agreed upon rotation, a District Conference between April 1st and June 30th of each year to conduct the district and international business of Quota International. This letter is to be signed by the club officers.
 - f) Submittal of a letter from each club stating its willingness to host (pay for room, registration and meals) the International President or her designee to chair an inaugural meeting of the District to elect and install the charter district officers, a District Governor, Lt. Governor and Secretary/Treasurer, and adopt District Standing Rules. This letter must also be signed by the club officers.

(Note: Items d, e and f may all be included in one signed letter from each club.)

3. The required information will be collected and collated by the Executive Director from the Advisor/Liaison and provided to the Board of Directors. The information must be provided within six (6) months of the request. One extension of three (3) months may be provided by the Executive Director upon written request.
4. The Board of Directors will make its decision at an appropriate Board Meeting, or by way of mail, fax, e-mail or other currently accepted communication practices within 30 days of the completed information being available to all board members. In making this decision, the Board of Directors must be mindful of the cost to Quota International of an additional district.
5. The number given to the newly created district will be the decision of the Board of Directors.

B. Creating new district boundaries to divide an existing district.

Any member of the Board of Directors may recommend the division of an existing district to form a new district or the clubs of an existing district may request that the Board of Directors allow the district to divide to form a new district.

The procedure shall be:

1. The Presidents of one or more clubs in the existing district may request that the District Governor apply to the Board of Directors to create a new district or a member of the Board of Director may recommend it to the District Governor.
2. In their consideration to meet the request of the clubs, the Board of Directors shall require the following:
 - a) That the Executive Director mail a petition to each club seeking comments and/or objections. The petition must be completed by all affected district clubs and sent back to the District Governor within 45 days of the club's receipt of the petition. Each club will submit their petition with members' vote totals and a two-thirds majority shall be required for approval of the petition.
 - b) The District Governor will return all completed club petitions to the Executive Director with her comments and/or objections within a further 30 days of receipt from the clubs. A two-thirds majority of the clubs shall be required for approval of the change to be considered.
3. The Board of Directors shall consider the results of the petition at an appropriate Board meeting or by way of mail, fax, e-mail or other currently accepted form of communication practices within 30 days of the completed information being made available to all board members.
4. The number given to the newly created district will be the decision of the Board of Directors.
5. If the division of the existing district is approved, the split will be officially recognized at the next district conference with the election of the two sets of district

RULES OF PROCEDURE

officers, presented by the district nominating committee, and two installations.

C. Dissolving an existing district to incorporate the remaining clubs into existing districts nearby.

Any member of the Board of Director may recommend that the remaining clubs in a district no longer viable request a transfer into a neighboring district or the clubs may apply for the transfer.

The procedure for dissolving a district shall be:

1. Each club remaining in the dissolving district must apply to the Executive Director to join a specific district.
2. Each club in the “receiving” district shall be petitioned to receive the new club(s).
3. In their consideration to meet the request of the club(s), the Board of Directors shall require the following:
 - a) That the Executive Director mail a petition to each club and the District Governor in the “receiving” district, seeking comments and/or objections to be completed by all affected district clubs and sent back to the District Governor within 45 days of the club’s receipt of the petition. Each club will submit their petition with members’ vote totals and a two-thirds majority shall be required for approval of this petition.
 - b) The District Governor will return all completed petitions to the Executive Director with her comments and/or objections within a further 30 days of her receipt from the clubs. A two-thirds majority of the clubs shall be required for approval of the move to be considered.
(This petition allows the clubs to determine if the “receiving” district can financially support a new club which may be some distance away from the existing district boundary.)
 - c) The Board of Directors shall consider the results of the petition at an appropriate Board meeting or by way of mail, fax, e-mail or other currently accepted communication practices within 30 days of the completed information being made available to all board members.
 - d) If approval is given for the existing clubs to move into a new district, they will be officially recognized as part of that district at the next District Conference.
 - e) If this leaves an “empty” district, the Board of Directors shall decide what to do with the number that is no longer being used.
 - f) If this leaves a district with fewer than three clubs, the Board of Directors shall advise the remaining clubs on combining with another district in consideration of the cost involved in maintaining districts.

The Board of Directors may review any district of fewer than four clubs and/or 75 members with a view to offering additional assistance to build membership.

D. Combining two existing districts.

Any member of the Board of Directors may recommend that neighboring districts combine or the clubs of two neighboring districts may petition the Board of Directors to allow them to combine.

The procedure shall be:

1. The District Governor of one or more of the districts involved shall request a petition from the Executive Director.
2. A petition shall be sent by the Executive Director to all clubs and District Governors involved in the unification. The petition must be completed by all affected district clubs and sent back to the District Governor within 45 days of the club’s receipt of the petition. Each club will submit their petition with members’ vote totals and a two-thirds majority shall be required for approval of the petition.
3. The District Governors will return all completed club petitions to the Executive Director with her comments and/or objections within a further 30 days of receipt from the clubs. A two-thirds majority of the clubs shall be required for approval of the combination to be considered.
4. The Board of Directors shall consider the results of the petition at an appropriate Board meeting or by way of mail, fax, e-mail or other currently accepted communication practices within 30 days of the completed information being made available to all board members.
5. The number given to the newly combined district will be the decision of the Board of Directors.
6. If the combination of the two districts is approved, the districts will be requested to establish at least two steering committees; one to determine the joining of the finances and one to determine a set of Standing Rules for the newly combined district, and a nominating committee to receive nominations for the election of a set of officers for the new district.
7. The unification will be officially recognized at a combined conference of the two districts in the following conference season at which one set of the district officers will be elected and installed, a new set of District Standing Rules will be adopted and the new budget approved.

RULES OF PROCEDURE

Rule 13. Procedure for Establishment of Areas

Article VI: Constituent Divisions Defined

Article VIII: Nominations and Elections

Article XVI: Areas

- A.** Only the international board of directors can create an area, and shall take into account, whenever necessary, that an area may consist of a group of countries that may require having their individual needs recognized. The board may initiate such action, or individual districts may petition for such action.
- B.** Procedure for Implementation:
 - 1. The official petition form for change in area boundaries shall be requested from Quota International.
 - 2. The form is to be completed, recording action at district conference, signed by governor and secretary, and forwarded to Quota International.
 - 3. The international board shall consider all petitions received at a regular board meeting, or by way of mail, fax, e-mail or other currently accepted communication practices.
 - 4. The board's recommendation shall be circulated to all districts concerned, and opportunity shall be given for comments, recommendations, and/or objections.
 - 5. Final action shall be taken by the board following all district conferences.
- C.** Election of Area Director:
 - 1. Once established, the area shall, in accordance with international bylaws, elect from its own membership an area director to serve on the international board.
 - 2. Elections shall take place by mail ballot.

Rule 14. Advisors to Constituent Divisions

Article VI: Constituent Divisions Defined

- A.** An advisor may be appointed by the president of Quota International, subject to the approval of the board, at the request of the club presidents in a geographic area where at least four clubs with 100 members exist with undistricted status. All clubs must be in good financial standing with Quota International. The appointment of an advisor will be seen as a precursor to the eventual formal formation of a district.
- B.** A candidate for the position of advisor must:
 - 1. Be an active member in good standing;
 - 2. Have served one term as club president;
 - 3. Have a good understanding of Quota International's structure and functions;
 - 4. Be prepared to serve a two-year term in the position.
- C.** A suitable candidate meeting the above criteria will be chosen by mutual agreement of the club presidents in office at the time and recommended to the president of Quota International for official appointment.
- D.** The Advisor shall:
 - 1. Liaise with the Quota International board of directors and executive director;
 - 2. Work with Clubs to determine interest and feasibility of forming a new district.

- 3. Visit each club in the area annually to offer encouragement and carry the international message and all new information to the clubs making sure that members understand the intent;
 - 4. Assist clubs with retention and recruitment of members;
 - 5. Assist clubs, when necessary, with problem solving, especially when there is conflict among the membership;
 - 6. Ensure that clubs understand the procedure and administration of the Club-to-Club World Service Program;
 - 7. Offer leadership training to keep club presidents aware of their duties, meeting procedures, committee structure, and functioning;
 - 8. Collect the equivalent of \$5 per member to cover the travel and communication costs of the advisor.
 - 9. The advisor shall submit an annual list of income and expenses to the executive director for her review.
 - 10. When appropriate, assist in the expansion of Quota in the advisor's area and ensure that the correct procedure as set out in the bylaws, Rules of Procedure, and Governor's Guidebook is followed.
- E.** The Advisor shall receive from Quota International:
 - 1. A Governor's Guidebook;
 - 2. All governors' correspondence from Quota International;
 - 3. Copies of all club correspondence from Quota International;
 - 4. If attending convention, the opportunity to attend the Governors Seminar.

Rule 15. Nominations Deadline

Article VIII: Nominations and Elections

Nominations for International office must be received by November 30. Notice of nomination for all officers is to be made on official forms provided for this purpose and sent to the executive director, received by November 30 for publication.

In the event a candidate chooses to withdraw his or her nomination, the candidate is to submit a signed, written withdrawal to the executive director by February 15, before the ballots are mailed to the voting body. Communication with the executive director can be by phone or fax, but must be followed up in writing. The withdrawal becomes official upon receipt of the written and signed withdrawal.

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Rule 16. International Officer Elections

Article VIII: Nominations and Elections

A. Election of President-elect and Treasurer

1. In convention years, elections for a one-year term of president-elect and treasurer shall take place at convention. The term of office will begin at the Post Convention Board Meeting.

Voting delegates at convention shall vote by ballots and those not present may vote by absentee ballots.

Absentee Ballots for the election of president-elect and treasurer shall be automatically sent to each club, district, and past international president by March 15.

Absentee Ballots from clubs or districts not sending a delegate to convention and past international presidents not attending conventions must be received by the executive director by June 15. Absentee ballots shall be counted at convention by the Elections Committee. The results of the election shall be given at convention.

2. In non-convention years, elections for a one-year term of president-elect and treasurer shall take place by mail ballot. The term of office will begin at the July board meeting.

Mail ballots shall be mailed by March 15 directly to the voting body. The mail ballots must be received by the executive director by May 15 to be counted by the Special Elections Committee appointed by the president. Notice of the results of the election(s) shall be mailed or emailed to the voting body by June 1.

B. Election of Area Directors

1. In convention years, elections for a two-year term of the Canada, U.S. South, and U.S. West area directors shall be held. The term of office will begin at the post convention board meeting.
2. In non-convention years, elections for a two-year term of the U.S. East area director, U. S. Central area director and South Pacific area director shall be held. The term of office will begin at the July board meeting.
3. Elections of area directors will take place by mail ballot. Mail ballots shall be mailed by March 15 directly to the area voting body. The mail ballots must be received by the executive director by May 15 to be counted by the Special Elections Committee appointed by the president. Notice of the results of the election(s) shall be mailed or emailed to the voting body by June 1.

C. Elections Process

A majority vote of the ballots case shall elect. A preferential voting system will be used. When there are 2 candidates, the candidate with the largest number of votes wins. When there are more than 2 candidates, then a preferential voting system will be used. This system is defined as an election method that ranks all candidates in order of preference. Also known as the “ranked choice voting,” and “instant runoff voting,” this system ensures that the winner is the one with the

majority of votes by using the process of elimination until one candidate reaches more than 50% of the votes. In this system, typically voters put “1” beside their first choice for the office, “2” next to their second choice, “3” beside their next choice and so on. If there is a case of three candidates and none of them have a majority of votes, then the ballots of the candidate with the least number of “1” votes would be sorted according to the voters’ second choices and those votes added to the ones already tallied for the other two candidates. This would give one of the candidates a majority of votes.

Rule 17. Campaigning

Article VIII. Nominations and Elections

Campaign Principles:

Campaigns shall be conducted at the highest ethical level, always mindful of reflecting well on the reputation of Quota International and in keeping with the principles of the Collect. The purpose of this policy is to outline the principles and rules that shall govern Quota International election campaigning and to provide the board of directors with guidelines for dealing with campaign violations, complaints, sanctions, and appeals. These rules are meant to ensure fairness, keep order, and preserve the integrity of the election. Candidates are expected to maintain a “spirit of the campaign,” which is an atmosphere of friendly competition with others and respect for the election process.

Board members shall refrain from releasing information on candidates for board of directors positions and remain officially and publicly neutral. Board members shall encourage members to consider serving the organization by participation on the board.

A. Campaign Rules:

1. Candidates who choose to have giveaways to attract attention to their candidacy must follow certain standards. The value of the giveaway to a recipient may not exceed \$3.00 (retail value) in the currency of their country. The item should be in good taste, reflecting an appropriate image of Quota. Permission must be obtained in writing from the Executive Director to use the Quota logo on the giveaway item. Any questions and requests should be directed to the Executive Director.
2. Candidates may purchase Quota International mail and/or e-mail address lists for campaign purposes, and a form for the paid lists is available. Neither labels nor e-mail addresses may be used for any purpose other than what has been described and approved.
3. Campaign materials and/or communications must not contain the name of another Quotarian unless permission is granted in writing for such use. Email is considered as being in writing. This is true for print as well as e-mailed material.
4. Candidates shall be given the opportunity to introduce themselves at area meetings and district conferences. The duration of the presentation will be no longer than

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three minutes. This introduction to and/or talk about a candidate's campaign can take place through a personal speech, a letter, a PowerPoint presentation or a DVD (provided the equipment required is available without causing financial hardship to the host of said meetings; such equipment to be determined by the area director or district governor). If the equipment is not available, it can be provided by the candidate.

5. Candidate information will be available on the QI website.

B. Complaint:

Individuals who feel the policy has been violated may send a complaint in writing to the Board and the Executive Director.

C. Expenses:

1. Area directors who join the board in a convention year will be responsible for their own expenses at this convention, including airfare, hotel accommodations and registration fees. A per diem for meals will be provided for the Post convention meeting.
2. Area directors who join the board in a non-convention year are responsible for their airfare to and from the July board meeting. Quota will pay for their hotel accommodations and their meals.
3. Quota will pay for a sitting board member's transportation, hotel accommodations and meals for all other board meetings which take place during the board member's term of office.

D. Board Meeting Attendance:

All board members are expected to attend all board meetings held during their term of office.

Rule 18. Board Meetings

Article IX: Board of Directors

- A.** During the convention years, the outgoing and continuing board of directors shall meet immediately before the convention in the convention city. The newly installed board will take office at the post convention board meeting and will attend another board meeting held within seven months after the convention in a place designated by the president. The Board will conduct the Governors Seminar at convention.
- B.** The outgoing and incoming board will meet in July of a non-convention year. The outgoing board will meet prior to the installation of the new board. The incoming board will meet after the installation and will attend another board meeting held within seven months in a place designated by the president.
- C.** The outgoing president shall install the incoming president and officers at the installation ceremony. Past International Presidents will receive formal invitations to attend the non-convention ceremony at their own expense. The incoming president may invite guests to attend at their own expense.

Rule 19. Duties of Committees

Article X: Committees

A. The Budget and Finance Committee Shall:

1. Review and supervise prudent fiduciary procedures of Quota International funds;
2. Prepare a recommended budget for submission to the international board of directors at least thirty days prior to the expiration of the fiscal year;
3. Provide for ratification of this budget to take place prior to the beginning of the new fiscal year, beginning May 1. This budget shall be considered an approved budget until ratified or changed by the board of directors. Changes in the budget so approved shall constitute a newly approved budget and shall take precedence.

B. The Bylaws Committee Shall:

1. Recommend new and/or revised bylaws, review all proposed bylaw amendments, and make recommendations as appropriate;
2. Receive from the executive director all proposals for amendments to the bylaws submitted by January 1 of a convention year;
3. Hold a committee meeting or meetings to consider and make recommendations to the membership at the biennial convention on proposals received and/or initiated by the committee. When more practical, the board may authorize the committee to meet by conference call or email followed by a mail or email ballot;
4. Combine and/or reword proposals submitted when more than one proposal concerns the same subject or when the committee deems it advisable for clarity or editing. In so doing, the intent of the original proposal must be retained;
5. Prepare a report on proposals recommended by the committee and on those not recommended by the committee. For recommendation, at least a majority affirmative vote of the committee members shall be required;
6. The executive director shall work with the committee and distribute the report to all clubs by April 1 of a convention year;
7. At convention, the chair or a member of the committee shall first present the recommended amendments and move for their adoption. After action on the recommended amendments, those not recommended may be called for consideration when requested from the floor.

C. The Development and Growth Committee shall:

1. Be concerned with new club, territory, district and area formation; strengthening clubs; and promotion of the Wanda Frey Joiner Development Fund and its use;
2. Be concerned with the establishment of new clubs and the maintenance and growth of existing clubs;

RULES OF PROCEDURE

3. Work closely with the president and executive director in conforming to rules established for organizing new clubs and maintaining existing clubs;
4. Encourage contributions to the Wanda Frey Joiner Development Fund.

D. The Service Committees shall consult with staff to develop and implement Quota service programs. Staff will post the annual reports to the web site. In convention years, the service committees shall present the annual reports to the convention body.

1. The Hearing and Speech Committee shall provide guidance and support for programs to further Quota's hearing and speech service mission in Quota communities worldwide. This committee shall establish and promote programs relating to hearing and speech activities at community and international levels.
2. The Disadvantaged Women and Children Committee shall provide guidance and support to further Quota's service mission to assist disadvantaged women and children in Quota communities worldwide. This committee shall establish and promote programs relating to disadvantaged women and children at community and international levels.
3. The International Service Committee shall encourage support among Quotarians worldwide of Quota International's resolution on world service; in addition, the committee will provide guidance and support for Quota's club-to-club program. This committee shall establish and promote international service programs, including club-to-club projects.

Rule 20. Staff Assistants

Article X: Committees

The services of staff assistants shall be made available as needed.

Rule 21. Time, Place and Purpose of Convention.

Article XI: Conventions

Beginning in 2004, the convention will be held biennially. In 2007 the board will review the biennial convention schedule and will report to the 2008 convention on their findings and adjust the frequency of the conventions, if necessary.

Rule 22. Alternate District Delegates

Article XI: Conventions

If the lieutenant governor is a club voting delegate and no other club member is available, the governor may consider the lieutenant governor unable to vote as the district delegate. The governor may then appoint another district member as the alternate district delegate.

Rule 23. Annual Per Capita Dues

Article XII: Finances and Funds

- A.** Dues shall be based on the number of members on the first day of the month in which the dues are due (the statement date).
 1. The Statement date for the South Pacific Area clubs will be October 1.
 2. The Statement date for all other clubs will be January 1.
 - 3.
- B.** Dues are due within thirty days of the statement date.
- C.** New Clubs. Newly chartered clubs pay annual dues on a pro-rata basis determined by the month in which the club chartered.
- D.** Clubs Dissolving. Annual dues are paid by dissolving clubs for the year in which they dissolve.
- E.** Clubs with Government Restrictions. Where governments restrict amounts of money that can be sent out of their respective countries, Quota clubs therein are required to remit that maximum amount to Quota International to be applied to their total annual dues. The balance of Quota International dues shall be designated and retained in the local Quota club bank accounts with certification to Quota International.

Rule 24. Advance Convention Fee

Article XII: Finances and Funds

Half the advance convention fee shall be paid by clubs with their annual membership report. If not paid, a club shall lose its right to vote at the next convention or by absentee ballot. It also shall lose its right to vote at its next district conference

Rule 25. We Share Foundation Endowment

Article XII: Finances and Funds.

The Board of Directors shall manage the We Share Foundation endowment with a long-term investment philosophy. The board shall assume moderate risk in its selection of investments with a goal of growing the endowment while using the earnings for Foundation income.

Accordingly, only earnings from the portfolio above the \$550,000 mark shall be used as income. This decision will help protect the endowment from falling below the \$500,000 level in a volatile market environment.

Rule 26. Disbursements

Article XII. Finances and Funds

- A.** The approval of bills for payment shall be the responsibility of the executive director.
- B.** Disbursements shall be made according to the bylaws and board of directors' policy.

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- C. A copy of each transaction shall be sent to the treasurer for the records.
- D. Quota International shall secure a fidelity bond.

Rule 27. Recruitment of New Members

Article XIV: Clubs

A club may choose how it recruits new members:

- A. A club may allow a current member to submit the name of a prospective member, and/or
- B. A club may allow interested individuals to submit their own name for potential membership.

Rule 28. Acceptance of New Members

Article XIV: Clubs

The procedure for acceptance of new members in a local Quota club shall be determined by the local clubs:

- A. Individuals identified as potential new members shall receive a statement of all obligations of membership (financial, service, and attendance where required) accompanied by the necessary membership form.
- B. Membership will commence upon the acceptance of the completed membership form, initiation fee, and dues by the club.
- C. A formal invitation shall be extended to the prospective member, accompanied by the necessary membership form. If the invitation is accepted by the prospective member, the completed form shall be returned to the club with the initiation fee and dues.
- D. Membership in a Quota club shall begin on the date of acceptance of the new member form, initiation fee, and dues by the president of the local club.

Rule 29. Transfer of Members

Article XIV: Clubs

- A. Active members in good standing may be recommended to another club. The club to which the member is recommended has the option of extending an invitation into its membership. A transferred member pays no additional fee, if in good standing, but pays regular dues to the membership. Members reported as resigned or dropped are not eligible for transfer.
- B. Transfer of members must take place before the member has been shown as a loss on the club's membership report to Quota International.
- C. Procedure for transfer is:
 - 1. Obligations of the Club Recommending Transfer:

- a. President of the transferee's current club must complete the member information form and sign the transfer request form;
- b. Send the transfer form to the president of the club to which the member wishes to transfer; and
- c. On the next membership report, list the member as a loss on the membership roster.

2. Obligations of the Club Receiving the Transfer Recommendations:

- a. President should follow procedure for new members, inviting or rejecting the recommended transfer of the member within sixty days of the receipt of the recommendation. If the member is invited, the club president should sign the transfer form and mail it to the Quota International Office; and
- b. If accepted, show transferred member as a gain on the membership roster.

Rule 30. Termination of Membership

Article XIV: Clubs

- A. A member may terminate membership by resignation in writing, provided such member is in good standing by payment of dues to effective date of resignation.
- B. Membership shall be terminated by the following:
 - 1. Absence. Member clubs will determine and enforce their own member meeting attendance policies. Membership cannot be terminated without a minimum of 30 days notice in writing to the member of the club's intention to drop a member because of non-attendance.
 - 2. Nonpayment of Dues. Any member of a Quota club who shall be for three months delinquent in the payment of dues, without excuse acceptable to said club, shall be dropped from membership, after having been given 30 days notice in writing of the club's intention to do so.
 - 3. In the event of involuntary termination of membership, the club shall request surrender of the official club pin of Quota International.

Rule 31. Reinstatement

Article XIV: Clubs

- A. A member who has resigned or who is no longer a member because of club dissolution or charter revocation may be invited for reinstatement in any Quota club without payment of an initiation fee.
- B. Members reported as dropped may not be reinstated but may be invited to join a Quota club as a new member, paying the initiation fee.
- C. A member-at-large may be invited to rejoin a Quota club without payment of an initiation fee.

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Rule 32. Merging Existing Clubs

Article XIV: Clubs

- A. When contemplating merging, clubs shall notify the district governor(s) and the area director.
- B. When a club is contemplating merging, a form for this purpose shall be requested from the executive director.
- C. A fee of \$50 per club shall be paid by the merging clubs.
- D. The merger shall not be final until the completed forms or acceptable notification has been received from all clubs merging, and the merger has been approved by the board of directors of Quota International. Included on the form will be the selection of a merged name in accordance with Rule 33, the charter date they wish to use, and for US clubs, the IRS Employer Identification Number(s) that they wish to use.

Rule 33. Dissolution of a Club

Article XIV: Clubs

- A. When contemplating dissolution, a club shall notify the district governor and the area director.
- B. When a club is contemplating dissolution, a form for this purpose shall be requested from the executive director.
- C. Dissolution shall not be final until the completed form or acceptable notification has been received and approved by the board of directors of Quota International.
- D. After approval of dissolution or revocation of a club by the Quota International board of directors, all remaining funds shall be disposed of to a charitable organization. The remaining funds may be given to the We Share Foundation or a local service project.
- E. In case of a voluntary dissolution of a club, the requirement for a quorum being present shall not apply.
- F. By authority of the board of directors, the executive director shall enforce the revocation of club charters in violation of Article XII, Section 3.A: Financial Obligations.

Rule 34. Club Name

Article XIV: Clubs

- A. The name of a Quota club should be a locally recognized geographic region (city, town, county or area) where it meets and which benefits from its service projects.
- B. The name of the club defines its location and does not represent exclusive territorial rights of that club.

Rule 35. Club Name Change

Article XIV: Clubs

A club requesting a name change shall advise the executive director and send a \$50 processing fee. Approval shall be granted upon receipt of the \$50 processing fee, if the requested name change complies with Rule 34.

Rule 36. Communications by Clubs

Article XIV: Clubs

All non-routine correspondence shall be copied, mailed, e-mailed or faxed to the district governor and area director.

Rule 37. Lieutenant Governor

Article XV: Districts

The district governor, in collaboration with the lieutenant governor, will determine who shall chair and implement the district's development and growth program. Committee members may include the president-elect or vice president of each local club in the district, or their designees.

Rule 38. Vacancies in District Offices

Article XV: Districts

A district unable to propose and elect a slate of officers will be given until their next district conference to provide a district strategic plan which shows that the district is able to maintain its viability into the future. If this cannot be done, then the board of directors would need to re-direct the remaining clubs to a different district through negotiation, or create undistricted clubs. Clubs may request to be undistricted, as well.

Rule 39. Report of District Officers

Article XV: Districts

Within sixty days after the close of a district conference, the district governor in office at the time of the conference shall submit a full report including financial reports, governors reports, budgets and the official minutes of said conference. Said document to be signed by the governor, Lt. governor, and secretary-treasurer in office at the time of the conference and transmitting copies to the Quota president, the executive director, the area director and each club president of the district.

Rule 40. Transfer of District Property and Monies

Article XV: Districts

- A. If any district governor fails to comply with the provision in the bylaws, Article XV, Section 1.D.1, last paragraph, which states, "Transmit at the conclusion of the term all property and monies of the district to the newly elected governor not later than thirty days after the close of the district conference," the newly elected governor may request assistance from the board of directors of Quota International.
- B. The board may take such steps as it deems necessary to endorse compliance with the bylaws.

Rule 41. Club Visits by a District Officer

Article XV: Districts

Following the district conference, the governor shall attend at least one meeting of each club in the district or request that the lieutenant governor perform this duty.

Rule 42. District Conferences

Article XV: Districts

The board of directors deems it essential that an international representative be present at each district conference when it is financially feasible. This is to provide liaison between the board and the membership at district and club levels, as well as ensuring that the members receive current information from Quota International. Where possible, this Quota International representative will be a current or past board member.

To that end, District Conferences are to be held in April, May, or June, avoiding religious holiday conflicts.

Rule 43. Area Meetings

Article XVI: Areas

Area meetings will be held in September, October, or November, avoiding religious holiday conflicts.

Rule 44. Requesting Information from the Parliamentarian

Article XIX: Parliamentary Authority

All requests for information from the parliamentarian must be in writing and sent to the parliamentarian in care of Quota International.

RESOLUTIONS

RESOLUTIONS IN EFFECT

Expire July 2010

Community Service

Resolved, that each Quota club initiate, develop, or support projects that raise awareness of issues facing deaf, hard-of-hearing, and speech-impaired individuals.

Resolved, that each Quota club initiate, develop, or support projects that assist disadvantaged women and children according to the needs of their individual communities.

Resolved, that Quota clubs with outstanding projects in these service areas share their ideas with Quota clubs around the world by participating in the Excellence Awards Program.

World Service

Resolved, that Quota International, Inc., support people helping people around the world and, to that end, each Quota club should support a club-to-club project in a country other than its own on an annual basis.