



**Date:** March 30, 2012  
**To:** All Quotarians  
**From:** 2011-2012 Bylaws Committee  
**Subject:** Proposed bylaw amendments for consideration at the 2012 Quota International Convention

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### **Bylaw Review Process**

The 2011-2012 Bylaws Committee met via a telephone conference call to consider proposed amendments to the Quota International bylaws. The pros and cons of all proposals were thoroughly discussed by the members. All suggestions were studied and researched to ensure they were technically correct, made sense, and did not conflict with other standing bylaws. In addition, the committee members served as stewards of the organization and reviewed each bylaw submission with regard to whether it was for the general good of the organization. Action was taken on each proposal by conference call vote followed up with a mail ballot.

### **White-Sheeted Bylaws**

Bylaws related to the three parts of the Structure and Governance Proposal and one additional stand-alone bylaw proposal were approved by the committee for your review at the bylaws session of the Quota International Convention in Hawaii on Thursday, July 12, 2012. They are provided on white paper.

Three votes will take place during the Convention 2012 bylaws session related to the Structure and Governance proposal: one vote related to part 1 of the proposal (on regions); one vote related to part 2 of the proposal (on clubs); and one vote related to part 3 of the proposal (the restructure of the board of directors). Please note that the proposed rules of procedure are being provided by the board to show members how the board anticipates implementing the proposed bylaws. These rules are not subject to the vote of the membership. Recommendations to the board regarding these rules, however, can be made. A separate vote will be taken on a stand-alone proposed bylaw change that is not related to the proposal.

### **Green-Sheeted Bylaws**

Proposed amendments not endorsed by the committee and not recommended for discussion at convention are provided to you on green paper for easy identification. This year, two proposed bylaw amendments were green-sheeted. Green-sheeted proposals may be lifted by a majority vote and then discussed and voted on by the body.

### **Club Discussion Suggestions**

The Bylaws Committee would like to suggest that every club set aside time to carefully deliberate the pros and cons of the enclosed proposals. We know that each club has a preferred method for doing so. Some clubs delegate the discussion to a committee or a group of members who report back to the club. Other clubs prefer a full, in-depth discussion by all members. Whatever method your club chooses to reflect on these important proposed amendments to Quota's bylaws, we appreciate your taking the time to do so.

We have been honored to serve on your bylaws committee and have taken our responsibilities seriously. Please let us know if you have any comments on this report. A copy of this full report can be found on [www.quota.org](http://www.quota.org) in the following locations: **Quota Headlines** (on home page), **What's New on the Web** (click "Member Center," then the "What's New on the Web" link), and **Strategic Initiatives** (click "About Quota," then the "Strategic Initiatives" link).

## 2011 - 2012 Bylaws Committee

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Daryl Perrine (**Chair**)

Past International President

5964 Secrest Road

Wooster, OH 44691-8996

E-mail: [dperrine@hotmail.com](mailto:dperrine@hotmail.com)

Home: (330) 263-0268

Business: (330) 262-4222

Fax: (330) 262-4223

Cell: (330) 466-2445

M. Isabelle Butters

Past Board Member

Quota International of Weyburn

4 - 315 Coteau Avenue NE

Weyburn, SK S4H 0G7

Canada

E-mail: [misabelle@sasktel.net](mailto:misabelle@sasktel.net)

Home: (306) 842-3106

Elizabeth M Fisher

Past Governor

Quota International of Forster Tuncurry

4 Headland Road

Bluey's Beach, NSW 2428

Australia

E-mail: [rob.eliz@bigpond.com](mailto:rob.eliz@bigpond.com)

Home: 02 6554 0318

Meghan Foulk

District Lt. Governor

Quota International of Indiana, PA, Inc.

398 Locust Street

Indiana, PA 15701

E-mail: [mdjdcouple@aol.com](mailto:mdjdcouple@aol.com)

Home: (724) 349-6935

Lynn V. Hutchinson

Past Governor

Quota International of Ruston

PO Box 400

Ruston, LA 71273-0400

Home: (318) 372-1040

Business: (318) 232-7003

E-mail:

[lynnhutchinson@lincolnbuilder.com](mailto:lynnhutchinson@lincolnbuilder.com)

Lourdes (Laly) D. Castro

Past Governor

Quota International of Manila

611 Adelfa Street

Ayala Alabang Village

Muntinlupa City, 1780

Philippines

E-mail: [ledcast@yahoo.com](mailto:ledcast@yahoo.com)

Home: (632) 807 6371/850 8499

Fax: (632) 829-0713

Pattie Mhoon

Past Board Member

Quota International of Tacoma

6226 Sheffield Ln E

Fife, WA 98424

E-mail: [palaw@msn.com](mailto:palaw@msn.com)

Home: (253) 922-5399

Cell: (253) 287-2482

Carolyn Stubbs (**Parliamentarian**)

Past International President

Quota International of Flint

6318 McKenzie Circle

Flint, MI 48507

E-mail: [carolyns@vnsn.org](mailto:carolyns@vnsn.org)

Home: (810) 655-6377

Business: (810) 655-6377

Christine E. Tracey-Patte (**ex-officio**)

International President

Quota International of Beaudesert

247-259 Dennis Road Cedar Vale

Beaudesert, QLD 4285

Australia

Email: [pandctp@bigpond.net.au](mailto:pandctp@bigpond.net.au)

Home: 61-7 5543 1552

Business: 07 5541 1011

Cell: +61-041-777-5920

Fax: 07 5541 4230

# STRUCTURE PROPOSAL BYLAWS

## Structure Proposal Part 1-Related Bylaw Amendments

### **Proposal Part 1: Create Regions; Eliminate Districts and Areas**

*Part 1 consists of multiple bylaw changes related to the addition of regions to Quota’s structure and the deletion of areas and districts. One vote taken, on the proposed change to the bylaw located below on this page (Article VI, Sections 3 and 4), will be considered the vote on all bylaw changes proposed in Part 1. If this bylaw is passed, proposed bylaw changes noted on pages 5 to 9 (which start AFTER the rationale published on page 4) will be approved as a result of this action.*

### **1. PROPOSED BYLAW AMENDMENT SUBMITTED BY THE 2011-2012 BOARD OF DIRECTORS**

#### **ARTICLE VI: Constituent Divisions Defined**

##### **Section 3. Regions (effective July 2014)**

<b>Reads at Present</b>	<b>Proposed Change</b>
<p><b>Section 3. Districts</b> 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.</p> <p><b>Section 4. Areas</b> 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.</p>	<p><b>Remove the current Sections 3 and 4. Add this new Section 3. Regions.</b></p> <p><b>Section 3. Regions (effective July 2014)</b> For the purpose of furthering the work of Quota International, the board of directors may create regions and establish their boundaries. Regional composition shall be determined based on cultural, geographic, and financial variables. Regions will vary in size. Individual clubs may request a change in their region. Only the board of directors is authorized to create regions.</p>

### **Board of Director's Rationale:**

- Quota International's 3-tiered structure (clubs, districts, and areas) is complex, costly, and no longer effective for organizations operating in the 21<sup>st</sup> century and this age of advancing technology. It is not sustainable without change and every level requires support by members, volunteer leaders, and staff. Quota learned from 2010-2011 Listening Tours that new generations of members want a significantly more flexible experience. Quota's existing 3-tier structure is not providing the experience that potential members, as well as some current members, seek.
- Currently not all clubs are located in a district, and therefore members in those clubs do not have a path to Quota leadership beyond the club level. Because the proposal calls for all clubs to be located in a region, all club members have a path to leadership and all clubs will be supported and represented by a regional director. The need for constituent advisors, who oversee groups of clubs located in un-districted areas, can be eliminated.
- It is increasingly difficult to fill district and area leadership positions. Serving as leader is expensive and labor-intensive, particularly with regard to bylaw-required club visits and some clubs' traditions that governors travel to them to conduct annual club officer installations. Expectations of leader responsibilities need to be more realistic and appealing. Our leaders are volunteers, and many hold full-time jobs.
- The proposed structure makes the regional director's position more flexible, less time-consuming, and more desirable than the current district governor and area director positions. Costly, time-intensive leadership tasks currently carried out will be eliminated.
- Reducing two levels of hierarchy (6 areas and 36 districts) into one level (regions) reduces boundaries and divisions between members.
- Communicating through leaders in "tiers" is inefficient, labor-intensive and not always successful. It doesn't make sense now that technology—instead of layers of leaders—connects members to Quota.
- No public fund-raising is proposed; therefore regions will not need to be incorporated. This reduces complexity in the region's operations and duties of regional director.
- Clubs that want to change their regional designation are provided a formal opportunity to inform the board of directors if they wish to change regions.

***If the proposed bylaw amendment published on page 3 is passed, the following will take place.***

**The following bylaws will remain in place until June 30, 2014.**

Article VI. Section 3. Districts  
Article X. Districts  
Article VI. Section 4. Areas  
Article XII. Section 2. Annual Dues  
Article XVI. Areas

**The following rules of procedure will remain in place until June 30, 2014.**

Rule 2. Tours  
Rule 3. Chances  
Rule 9. Letterhead  
Rule 38. Lt. Governor  
Rule 39. Vacancies in District Offices  
Rule 40. Report of District Officers  
Rule 41. Transfer of District Property and Monies  
Rule 42. Club Visits by a District Officer  
Rule 43. District Conferences  
Rule 44. Area Meetings

**The following rules of procedure will be deleted July 12, 2012:**

Rule 12. Procedure for Establishing a New District  
Rule 13. Procedure for Establishment of a New Area  
Rule 14. Advisors to Constituent Divisions  
Rule 22. Alternate District Delegates

**The following bylaw change will become effective July 1, 2014.**

**Article XII. Section 2. Annual dues**

Section remains the same except for the following deletion:

~~"In addition, each member shall pay not less than \$4 directly to the district as dues."~~

**The following bylaw changes will become effective July 1, 2014.**

**Article XI. CONVENTIONS**

**Section 2. Voting Body**

- A. The voting body of the convention shall be the elected international officers, the regional directors, the past presidents of Quota International, and one delegate from each club in good standing as of its annual membership report to Quota International.
- B. In the event a regional director is unable to vote, an alternate from the region shall be designated, such alternate to be appointed by the regional director.
- 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 region unable to send a delegate to convention or a past president of Quota International unable to attend convention may vote by absentee ballot.

## **The following bylaw changes will become effective on the dates shown below.**

### **Article XV: REGIONS**

#### **Section 1. Regional Officer**

**A. Elected Officer Named:** The officer in each region shall be a regional director. **(January 1, 2014)**

**B. Term of Office:**

1. The regional director shall be elected at a regional meeting for a term of two years.
2. The regional director shall assume office upon the adjournment of the meeting at which the regional director is elected. The regional director can be removed from office by the board of directors for non-compliance of Quota International Bylaws and Rules of Procedure.

NOTE: For the 2014-2016 term only a mail ballot election will be held in November 2013.  
**(July 1, 2013)**

**C. Eligibility. (July 1, 2013)**

1. To be eligible to serve as a regional director, a member must be a past president of a Quota club in good standing or a past district governor or past area director.
2. In the event the club to which a regional director belongs is not in good standing according to Quota's bylaws and/or has not paid its regional dues, that director would be removed from office and a replacement assigned by the board of directors.

**D. Nominations and Elections. (July 1, 2013)**

1. Any club may nominate one of its members who meets the eligibility requirements for a regional director.
2. Election of the regional director shall be ballot at the meeting and, and a plurality vote shall elect. No absentee voting will be permitted. A mail ballot system will be used to elect the first regional director in 2013.
3. Any club wishing to propose the name of a member of any other club for regional director shall obtain the written endorsement of the club to which the member belongs.

**E. Duties. (January 1, 2014)**

1. The Regional Director Shall:
  - a. Represent and support Quota members and clubs in the region;
  - b. Encourage development and growth;
  - c. Promote participation in Quota International's programs;
  - d. Preside at their regional meetings and be responsible for these meetings;
  - e. Perform such duties as are prescribed by these bylaws or by the board of directors of Quota International;
  - f. Attend the Quota International convention as the official representative of the region; meet with the Quota International board of directors at the training meeting of regional directors at the convention;
  - g. Transmit at the conclusion of the term all property and monies of the region to the newly elected regional director not later than thirty days after the close of the regional meeting;
  - h. Keep the records of the region or delegate this responsibility; and
  - i. Receive and disburse all funds of the region or delegate this responsibility.

**F. Vacancies in Regional Offices. (January 1, 2014)**

1. In the event of a vacancy in the office of the regional director, the international president shall appoint a new regional director.
2. A person serving twelve months to fill a vacancy shall be deemed to have served a full term.

3. In the event a region is unable to propose and elect a regional director, then the president shall appoint a secretary/treasurer for a term of one year to manage the region and serve as the regional representative for that year.

### **Section 2. Regional Meetings (July 1, 2014)**

- A. Meetings Held. Each region shall hold an annual meeting of the clubs in the region in such place as may be determined by the regional director. Other regional meetings may be held.
- B. The purpose of a regional meeting shall be to celebrate, educate, encourage, offer networking, and elect the new regional director in convention years.
- C. Each region shall set a registration fee, which shall be adequate to cover expenses of the regional meeting.
- D. Voting Body. The voting body of the region shall be the regional director; any current international board members and past presidents of Quota International residing in the region; and one delegate from each club in good standing as of its annual membership report to Quota International.
- E. Quorum. The quorum for a regional meeting shall be a majority of the delegates registered as present at the meeting.

### **Section 3. Regional Dues (January 1, 2014)**

Annual dues shall be payable to the regional director as stipulated in the rules of procedure.

### **Section 4. Fiscal Year (January 1, 2014)**

The two fiscal years of the region shall conform to the two-year term of the regional director.

## **The following rules will become effective July 1, 2013.**

### **Rule 2. Tours**

*Article III: Policies*

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

### **Rule 3. Chances**

*Article III: Policies*

Each club should investigate the legality of selling chances in its own locality.

### **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 region is as follows: \_\_\_\_\_ (Number of Region) Region of Quota International, Inc.

### **Rule 50. Legal Conflict**

In the event a law of a country, state, province, commonwealth, or any other such governmental body in which a Quota club or region is situated conflicts with the bylaws or rules of procedure, that club and/or region shall be bound by the laws of its jurisdiction.

### **Rule 51. Alternate Regional Delegates**

*Article XI. Conventions*

If the regional director is unable to attend the convention, the regional director shall appoint another regional member as the alternate regional delegate.

## **Rule 52. Vacancies in Regional Offices**

### *Article XV. Regions*

A region unable to propose and elect a regional director will be given until their next regional meeting to provide a regional strategic plan which shows that the region is able to maintain its viability into the future. If this cannot be done, then the board of directors will redirect remaining clubs to one or more existing regions or a newly created region.

## **Rule 53. Report of Regional Director**

### *Article XV. Regions*

Within sixty days after the close of a regional meeting, the regional director in office at the time of the meeting shall submit a full report including financial reports, regional reports, budgets and the official minutes of said meeting. Said document to be signed by the regional director with copies transmitted to the Quota president, the executive director, and each club president of the region.

## **Rule 54. Transfer of Regional Property and Monies**

### *Article XV. Regions*

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

## **The following rules will become effective January 1, 2014.**

### **Rule 45: Distribution of District Monies**

#### *Article XV. Districts*

District monies will be distributed by close of 2014 district conferences.

### **Rule 46. Regional Dues**

#### *Article XV. Regions*

- A. Regional dues will be \$15 per person annually and reviewed by the board of directors annually.
- B. Regional dues will be paid in currency of country. Countries with non-dollar currency will pay the US\$15 equivalent.
- C. Dues fund regional director's biennial convention participation; communications; upfront costs of regional meeting.

### **Rule 47. Regional Finances**

#### *Article XV. Regions*

- A. Quota International will work with districts to ensure that \$1,000 seed money is available to start their region in 2014. Each regional director will ensure a \$1,000 reserve is available at the end of her/his tenure for use by the incoming regional director.
- B. Regional director appoints an audit committee who reports at every annual regional meeting.
- C. Expenses over \$25 require receipt.
- D. Approved expenses incurred by leadership team reimbursable.

**Rule 48. Regional Meetings.**

*Article XV. Regions*

- A. An international representative will attend each regional meeting when Quota International funds are available to send a representative to all regions. The region will pay for lodging and meals for the representative and will waive the registration fee.
- B. The meeting will be a minimum of 2 days.
- C. The meeting date should avoid religious holiday conflicts

**Rule 49. Regional Director Responsibilities**

*Article XV. Regions.*

- A. Appoints own leadership team including signatories as required by the country's banking rules and any positions required by the laws, rules, or regulations of the country in which the regional director resides.
- B. Insures that no public fund-raising takes place by regions.
- C. Will not conduct club visits or other installations. Optional: may accept invitations to special club events. The inviting club finances the travel.

**This transition schedule refers to multiple bylaws and will be added July 12, 2012.**

**Rule 55. Transition Schedule** (to be deleted July 2015)

*Article VI. Board of Directors, District Officers, and Regional Officers*

- A. The 2012-2013 president, president-elect, and area directors will remain in office until July 2014.
- B. The 2012-2013 treasurer will serve a term of one year. In 2013-2014, the responsibilities of the treasurer will be added to the president-elect position.
- C. The 2013 area meeting will be the last area meeting.
- D. 2013 district officers may extend their term by one year if needed.
- E. District officers serve until the close of the 2014 district conference. The 2014 district conference will be the last district conference.
- F. First election of regional director will be held via mail ballot. Nominations for all regional director positions due August 1, 2013. Mail ballots are sent out by October 15, 2013. Voted ballots are due back to QI by December 15, 2013. Elected regional directors will be announced January 2014.
- G. Regional dues will be collected by regional director at each final 2014 district conference.
- H. Area director will work with each region on seeding \$1,000 reserve needed for upfront meeting costs.

***When the revised bylaws and rules are finalized, the numbering of the rules will be changed to provide them in a logical order. The current numbering in this report is just for ease of use at this time.***

**STRUCTURE PROPOSAL BYLAWS (continued)**

**Structure Proposal Part 2-Related Bylaw Amendments**

***Proposal Part 2: Simplifying Club/Membership Structure***

*Part 2 consists of multiple bylaw changes related to the simplifying of the club/membership structure in Quota. One vote taken, on the proposed change to the bylaw located below on this page (Article XIV, Section 2, Paragraph 4), will be considered the vote on all bylaw changes proposed in Part 2. If this bylaw is passed, proposed bylaw changes noted on pages 12 to 13 (which start AFTER the rationale published on page 11) will be approved as a result of this action.*

**2. PROPOSED BYLAW AMENDMENT SUBMITTED BY THE 2011-2012 BOARD OF DIRECTORS**

**Article XIV: Clubs**

**Section 2: Club Charter**

<b>Reads at Present</b>	<b>Proposed Change</b>
<p><b>A. Charters Granted.</b> 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:</p> <ol style="list-style-type: none"> <li>1. Has subscribed to the charter and bylaws of Quota International;</li> <li>2. Has submitted its proposed bylaws to the executive director;</li> <li>3. Has elected its officers and submitted such other data as may be required by the board of directors;</li> <li>4. Has a membership of not less than fifteen members for a club;</li> <li>5. Has paid to Quota International the international share of the initiation fees as herein provided;</li> <li>6. Has notified Quota International of its intent to organize and identified the organizer of the club.</li> </ol>	<p><b>Paragraph 4 is the only change being proposed:</b></p> <p>.</p> <ol style="list-style-type: none"> <li>4. Has a membership of not less than seven members for a club;</li> </ol>

## **Board of Director’s Rationale:**

*[Note: An earlier proposal for change in Quota called for the creation of “Circles,” a new entity to replace clubs. Through feedback obtained at 2011 area meetings and through letters sent to board members prior to their February 2012 mid-term board meeting, the board learned that the name “Circle” was a problem, but the concept of a simpler structure for clubs was welcomed. The board listened and removed the “circle” name and separate “circle” entity from the final proposal part 2 now being considered.]*

- In recent years, Quota International clubs overall have been losing more members annually than they have been gaining. As the organization becomes smaller, we lose momentum and revenue. Quota’s future is dependent on offering experiences valued by current AND future members. Recent membership losses inspired the launching of Quota’s Listening Tour in 2010-2011, a program which organized focus groups composed of young people in their 20s and 30s, who provided feedback on their ideal service club experience. We learned that new and future generations of members want a simpler, more flexible Quota experience. Many current members, do, too.

Simplifying club operations and increasing flexibility is a plan that keeps existing Quota connections solidly in place. If the proposal part 2 is approved, new clubs AND current Quota clubs can choose a more flexible operation: fewer officers (just a president and secretary/treasurer), few or no committees; fewer rules and regulations; ensuring every meeting has a purpose; meeting virtually or in-person. Younger generations care about making a difference in their community and want impact on the world—but they want to do it their way when it is convenient for them. Whether a club chooses to operate more traditionally or with more flexibility, all will be known as “Quota International of \_\_\_\_\_.”

- Reducing the number of members needed to charter a Quota club (from 15 to 7) will make it easier for smaller groups of people to connect more quickly to Quota—the goal of our existing successful branches program. The branches program has proven that smaller numbers of members can be recruited and successfully connected to Quota, many becoming clubs in the process. Permitting smaller numbers of members to charter as a club instead of a branch also will eliminate the requirement that an existing club must take care of a branch’s administration and finances (collecting and paying dues, etc.) as is now required.
- Reducing the complexity of the chartering process for new clubs will turn the process into a much easier and more encouraging experience for organizers. Eliminating international representatives attending club charters will reduce costs, and providing ideas for celebrating club charters locally will enhance celebrations.
- Currently, members-at-large are not permitted in communities where a Quota club exists. This sometimes results in the loss of members who want to be affiliated with Quota as a member—they are willing to pay dues and they care about the organization’s mission. Permitting any Quota club member to become a member-at-large opens Quota International’s doors to more members who might otherwise choose to leave the organization rather than stay in an existing club that is not providing the membership experience they seek. Because of the impact of technology on the world and Quota International operations and communications, more benefits can be provided (and are being provided) to individual members through the use of technology.

***If the proposed bylaw amendment published on page 10 is passed, the following will take place.***

**The following bylaw changes will become effective July 12, 2012.**

**Article XIV: Clubs**

**Section 2. Club Charter**

- 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, the board will consider factors including membership status, growth and promotion of Quota purposes.
  3. Due notice to the president and secretary/treasurer 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.

**Section 4. Member-at-Large**

- A.** Membership-at-large may be extended to any current or former member.
- B.** A member-at-large shall pay Quota International dues, and if the member resides in a district, district dues. The member-at-large shall have their own member record on Quota’s web site and shall be able to attend international convention and district conference as a member. In addition, a member-at-large will receive any “all-member” communications from Quota International. A member-at-large may not hold any offices at the district or international level.

**Section 6. Officers Named**

Officers shall be no fewer than president and secretary/treasurer.

**Section 7. Club Meetings**

Each member club shall hold sufficient meetings (in person, via telephone, virtually, or any other electronic process as advanced technology may allow) to conduct its official business

**The following bylaw change will become effective January 1, 2014 (if regions [proposal part I] are approved).**

**Article XIV: Clubs**

**Section 4. Member-at-Large**

- B.** A member-at-large shall pay Quota International dues. A member-at-large shall be assigned to a region and pay regional dues. A member-at-large shall have their own member record on Quota’s web site and be able to attend international convention and regional meetings as a member. In addition, a member-at-large will receive “all-member” communications from Quota International. A member-at-large may not hold any offices at the regional or international level.

**The following rule will remain and any other rules remain that are not specifically noted otherwise.**

**Rule 1. Incorporation of Local Clubs**

**The following rules will be deleted July 12, 2012 and new rules reflecting the changes in new club organization procedures and instructions to club organizers will be added.**

**Rule 10. Organization of Quota Clubs**

**Rule 11. Instructions to Club Organizer**

**The following rule will be added July 12, 2012 and deleted July 1, 2013.**

**Rule 56: Transition from Branches to Clubs**

The branch program will be eliminated as of January 1, 2013. Branches must begin the process of becoming a club in August 2012. The QI office will assist existing branches one-on-one with the details required to transition. The transition must be completed by December 31, 2012. All branches must have a minimum of seven members at that time. Mentoring clubs will no longer be officially or legally responsible for branches when they become clubs.

*When the revised bylaws and rules are finalized, the numbering of the rules will be changed to provide them in a logical order. The current numbering in this report is just for ease of use at this time.*

**STRUCTURE PROPOSAL BYLAWS (continued)**

**Structure Proposal Part 3-Related Bylaw Amendments**

***Proposal Part 3: Restructuring the Quota International Board of Directors***

*Part 3 consists of multiple bylaw changes related to the restructuring of the Quota International Board of Directors. One vote taken, on the proposed change to the bylaw located below on this page (Article VII, Section 1), will be considered the vote on all bylaw changes proposed in Part 3. If this bylaw is passed, proposed bylaw changes noted on pages 15 to 18 will be approved as a result of this action.*

**3. PROPOSED BYLAW AMENDMENT SUBMITTED BY THE 2011-2012 BOARD OF DIRECTORS**

**Article VII. Quota International  
Section 1. Officers Named**

<b>Reads at Present</b>	<b>Proposed Change</b>
<p><b>Section 1. Officers Named</b>  <b>A. Elected Officers.</b> 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.</p>	<p><b>Section 1. Officers Named</b>  <b>A. Elected Officers.</b> The elected officers of Quota International shall be a president, president-elect/treasurer, and three vice presidents.  <i>(Effective July 2014 except President-elect/Treasurer position, which will be effective July 2013. See transition schedule, page 9 of this report.)</i></p>

**Board of Director’s Rationale:**

- Reduced board size increases effectiveness, reduces costs and better reflects the leadership need for an organization with the membership size of Quota International.
- President retains current role—as president of board of directors and primary liaison with staff. President-elect/treasurer (one person, one position) oversees development and growth and finances—doable according to past leaders who have held both positions. Three vice presidents are assigned specific responsibilities by president; may include service, communications, strategic planning, or other areas president views to be most pressing.
- All board members, including vice presidents, represent all Quota members.
- All board members take office at the same time; all serve two-year terms. Continuation of two of five board members sufficient to provide experience needed during board transition.
- All Quota club members in every Quota country will have a path to Quota board leadership.
- All standing committees and prescribed special committees would be eliminated except for the Bylaws Committee. The functions of the Development & Growth and Budget and Finance Standing Committees are already carried out by the board of directors and they will continue to carry out these functions. With the approval of the board of directors, the president is already permitted to convene special committees or task forces on an as-needed basis to investigate issues of importance which need study.

***If the proposed amendment on page 14 is passed, the following actions will take place. Please note that if Part 1 of this report is not approved, the word “region” will be removed and/or replaced with the appropriate constituency name (district or area) in the proposed changes below.***

**The following bylaw changes will be effective July 1, 2014** (Exception: The President-elect/treasurer position will begin July 2013 at the start of the July 2013 Incoming Board Meeting. See page 9 for the board restructure transition schedule. Below are only those sections and parts of Article VII in which changes are proposed.

## **Article VII: QUOTA INTERNATIONAL**

### **Section 2. Eligibility and Term**

#### **A. Officers.**

1. Eligibility. An international officer or candidate for such office must:
  - a. Be a member in good standing and from a club in good standing according to Article XII, Section 3.A.;
  - b. Have served one term as area director, regional director, or district governor.
  - c. Have served one term as an area director or vice president for the position of president-elect/treasurer.
2. Term. The president-elect/treasurer shall be elected for one term of two years only. At the end of the term, the president-elect/treasurer assumes the position of president for a two-year term. A vice president shall be elected for a two-year term and may not serve two consecutive terms in that office.

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

### **Section 3. Vacancies**

- A.** In the event of a vacancy in the office of president, the president-elect/treasurer shall become president.
- B.** A vacancy created in the office of president-elect/treasurer or vice president 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.
- C.** Any person serving more than half of a term to fill a vacancy in the office of president, president-elect/treasurer, or vice president 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 special committees/task forces, subject to the approval of the board of directors;
5. Fill vacancies in the office of regional director;
6. Be ex-officio member of all committees;
7. Call all conventions and meetings of the board of directors; and
8. 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/treasurer 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/treasurer shall become president;
  2. Serve as chair of the board of directors Development and Growth Committee
  3. Perform the duties of this office as they may evolve or be assigned by the president or board of directors;
  4. Receive regular reports from Quota International of all funds received, deposited, and disbursed in accordance with budget items;
  5. Serve as chair of the Board of Directors Budget and Finance Committee;
  6. Examine the financial records and procedures of Quota International periodically, and recommend helpful changes in financial procedure;
  7. 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.
- C. The Vice Presidents 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.
- D. 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. Provide the financial records for the annual audit by a certified public accountant;
  5. Keep accounts and records, which shall be open at all times to the inspection of the president and board of directors and the auditors;
  6. Prepare the annual financial statement; and
  7. 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.

## **The following bylaw will be effective July 1, 2013**

### **Article VIII: NOMINATIONS AND ELECTIONS**

#### **Section 1. Nominations**

- A.** Any club may nominate one or more of its members who meet the eligibility requirements for any international office.
- 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 shall take place at convention.
- 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 or region must be in good standing.

**The following bylaw changes will become effective when noted below.**

**Article IX: Board of Directors**

**Section 2. Eligibility (July 1, 2013)**

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

**Section 4. Meetings (July 12, 2012)**

- A. The board of directors shall meet at least two times a year.
- B. The board of directors may conduct the board and other meetings using videoconferencing, teleconferencing, or any other electronic process as advanced technology may allow.
- C. Other meetings may be held at the call of the president.

**The following bylaw changes will become effective July 12, 2012.**

**Article X: Committees**

**Section 1. Committees Classified**

There shall be two classes of committees:

- A. Standing Committees.
  - 1. The standing committee is the Bylaws Committee
  - 2. The duties of the standing committee shall be set forth in the rules of procedure.
- B. Special Committees/Task Forces  
Special committees/task forces shall serve until the work assigned has been completed and shall then be automatically dissolved.

**Section 2. Appointment**

The membership of all committees and task forces shall be appointed by the president, subject to the approval of the board of directors. The president shall be ex-officio member of all committees and task forces.

**Section 3. Programs**

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

**The following rules will become effective July 1, 2013**

**Rule 16. International Officer Elections**

*Article VIII: Nominations and Elections*

Elections will be held in convention years. Elections for a two-year term of president-elect/treasurer and three vice presidents 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 shall be automatically sent to each club, regional director, and past international president by March 15.

Absentee Ballots from clubs or regions 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.

**Rule 18. Board Meetings**

*Article IX. Board of Directors*

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 other board meetings as designated by the president. The board will conduct the regional directors seminar at convention.

*When the revised bylaws and rules are finalized, the numbering of the rules will be changed to provide them in a logical order. The current numbering in this report is just for ease of use at this time. In addition, if the proposed amendment regarding regions is defeated, all references to regions will be deleted and the appropriate constituency division (district or area) inserted. All references to regional director will be deleted and the current position inserted, as appropriate.*

## NON-STRUCTURE PROPOSAL BYLAW

<p><b>Proposed Amendment by District 11 to Amend Article XV: Districts, Section 1 District Officers, C.2 Eligibility</b></p>
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**Currently reads:**

Election of district officers shall be by ballot at conference and a plurality vote shall elect.

**Proposed change:**

Add the sentence: When there is only one nominee for a district office, the candidate shall be declared elected.

**District 11 Rationale:**

Provide a consistent policy when there is only one nominee. This policy is already in effect for the election of international officers. This establishes the same policy for district officer positions.

# GREEN-SHEETED PROPOSALS

## **Proposed Amendment by District 42 to Amend Article XV: Districts, Section 2A: District Conference and Meetings**

### **Reads at present:**

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.

### **Proposed change: *add the highlighted words below***

Meetings Held. Each district shall hold **at least a biennial** 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.

### **District 42 Rationale:**

The clubs of District 42 are spread out in a large part of the world (Aruba, Curacao, Suriname, St. Eustatius and clubs in the Netherlands: Rotterdam, Zutphen, and Zeist). Therefore the charges for traveling in the district budget are relative high. As we do recognize the good of an annual conference, we prefer to have the possibility to be able to skip the conference every other year.

### **Quota International Bylaws Committee Rationale:**

The committee green-sheeted this proposal, which would have changed the requirement of an annual district conference to add the opportunity for a biennial conference if a district preferred that approach. The proposed bylaw amendment was greensheeted because of the timing of the proposal in conjunction with structural changes (eliminating districts and creating regions) being proposed.

## **Proposed Amendment by District 11 to Amend Article XV: Districts, Section 1: District Officers, E. Duties**

### **Currently reads:**

Attend at least one business meeting with each club in the district or request that the lieutenant governor perform this duty.

### **Proposed change: *add highlighted words below***

Attend at least one business meeting with each club in the district, **either in person or by utilizing multimedia technology (Skype, or video conferencing)** or request that the lieutenant governor perform this duty.

### **District 11 Rationale:**

This is a step toward “Creating the Quota of Tomorrow” as proposed at the 2010 convention in Vancouver and would be a financial benefit to the districts.

### **Bylaws Committee Rationale:**

This proposal would have permitted the governor to conduct their club visit either in person or by utilizing multimedia technology (SKYPE, or video conferencing). This proposal was green-sheeted because of the timing of the proposal in conjunction with structural changes (eliminating districts and creating regions) being proposed.