

# **DISTRICT TEN BYLAWS**

## **2001 REVISION**

### **ARTICLE I: NAME AND TERRITORIAL LIMITS**

#### **SECTION 1. NAME**

The name of this District of Altrusa International, Inc. (hereinafter referred to as "International") shall be District Ten Altrusa International, Inc., and shall be so designated wherever its name is used.

#### **SECTION 2. TERRITORIAL LIMITS**

The territorial limits of this district shall be: Colorado, New Mexico, Utah, and Wyoming

### **ARTICLE II: PURPOSES**

The purposes of this district shall be:

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

### **ARTICLE III: POLICY**

#### **SECTION 1.**

This District shall have power to undertake only such work as is connected with the work of International, and shall not undertake any special projects without the approval of International. It shall conform to all Policies of International.

#### **SECTION 2.**

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

#### **SECTION 3.**

This District, as a body shall at no time endorse or recommend any candidate for public office, nor shall it take any action on partisan or religious questions or on legislative matters without the prior approval of the International Board of Directors.

### **ARTICLE IV: MEMBERS**

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

### **ARTICLE V: DELEGATES TO CONFERENCE**

#### **SECTION 1. NUMBER OF DELEGATES AUTHORIZED**

Each club in good standing in International that has a total Active membership of twenty (20) or less for whom dues have been paid to International, and to the District where applicable, shall be entitled to one (1) delegate and one (1) alternate. For each additional twenty (20) members or portion thereof, a Club shall be entitled to one (1) additional delegate and one (1) alternate, up to a maximum of five (5) delegates and five (5) alternates.

## SECTION 2. BASIS FOR DETERMINATION

The record of paid membership of a Club with the District Treasurer on March 1 of each year shall determine the number of delegates and alternates to which said Club shall be entitled.

## SECTION 3. NEW CLUBS

New Clubs admitted to the District after the date specified in Section 2 of each year shall be permitted to send one delegate and one alternate.

## SECTION 4. PROXY VOTING

All votes shall be cast in person. No votes by proxy shall be allowed.

# **ARTICLE VI: MEETINGS OF MEMBERS**

## SECTION 1. CONFERENCES

There shall be an annual conference held on the first weekend of May in which there is a May date at such specific time and at such place as may be designated by the District Board of Directors, provided that the date for such conference is submitted to the International President at least (10) months prior thereto and is approved by her.

## SECTION 2. NOTICE OF MEETING

Thirty (30) days prior to the Conference, the Governor of this District shall notify the International Office and each member of the Clubs within the District of the time and place of meeting, giving a memorandum of the business to be considered at the conference.

## SECTION 3. CONFERENCE ACTIONS

- (a) The Conference body may propose, discuss, and pass resolutions and recommendations, which are forwarded to International for action.
- (b) They shall consider subjects submitted to them by the International President or by the International Board of Directors.

## SECTION 4. SPECIAL MEETINGS

Special meetings may be called by the Governor of the District and shall be called upon written petition signed by not less than two-thirds (2/3) of all members of the District Board of Directors or not less than one-tenth (1/10) of all members authorized by these Bylaws to vote, provided that such request be sent to the International Office and to each member of Clubs within the District at least twenty (20) days prior to the date of the meeting, stating the item or items of business to be transacted at the Conference.

## SECTION 5. CONFERENCE RULES

Conference rules shall be established by the District Board of Directors and shall be presented at the first business session of the Conference for ratification.

## SECTION 6. QUORUM

A majority of the members registered at a Conference who are entitled to vote shall constitute a quorum. The majority vote of the members at a meeting at which a quorum exists shall be the act of the members of District, except as to amendments of these Bylaws, which are governed by Article XVII, Section 1.

## SECTION 7. MEMBERS ENTITLED TO VOTE

Members of International who are elected members of the District Board of Directors or who are regularly accredited delegates from Clubs within the District, and Past District Governors shall have

one vote on each question to come before the Conference. No person is entitled to more than one vote.

## **ARTICLE VII: BOARD OF DIRECTORS**

### **SECTION 1. COMPOSITION**

The District Board of Directors is composed of those persons who hold the offices of: Governor, Governor-Elect, Vice Governor, two (2) Directors, Immediate Past Governor, Treasurer, and Secretary. No person shall be a member of the Board of Directors who is not an Active member in good standing of an Altrusa Club in this District.

### **SECTION 2. TENURE**

Each officer and director shall serve for the term to which she was elected or until she completes such term not to exceed two (2) years and until her successor is elected and qualified.

### **SECTION 3. VACANCIES**

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

### **SECTION 4. REMOVAL FROM OFFICE**

Members of the District Board of Directors may be removed from membership on the District Board in accordance with the provisions of District Bylaws, Article XII, Section 7, applicable to the removal of District Officers.

## **ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS**

### **SECTION 1. REGULAR MEETINGS**

Regular meetings of the District Board of Directors shall be held in the Conference city immediately preceding and immediately following each Conference, and may be held at such other times as the District Board of Directors may specify.

### **SECTION 2. SPECIAL MEETINGS**

Special meetings of the District Board of Directors may be called by the Governor or by any three members of the District Board upon twenty (20) days' notice for a face-to-face meeting or fourteen (14) days notice for a telephonic conference call, stating the item or items of business to be transacted.

### **SECTION 3. QUORUM**

A majority of the District Board of Directors constitutes a quorum. The act of a majority of the members present at a meeting at which a quorum exists shall be the act of the District Board of Directors.

### **SECTION 4. MAIL BALLOTS**

The District Board of Directors may act by mail ballot, providing ballots together with a brief description and rationale of the matter to be voted on are mailed to each member of the Board. Ballots not returned within thirty (30) days of the date of mailing to the Governor shall be counted as abstentions. A majority of the votes so cast shall decide the issue.

## **ARTICLE IX: COMMITTEES**

### **SECTION 1. STANDING COMMITTEES**

The Standing Committees of the District shall be:

1. Membership Development
2. Leadership Training
3. Communications
4. New Club Building
5. ASTRA Clubs
6. Bylaws, Resolutions and Recommendations
7. Nominating
8. Finances

There shall also be the following Conference Committees: Credentials, Elections, and other committees established by the District Board of Directors.

### **SECTION 2. DUTIES**

The duties of the Standing and Conference Committees shall be correlated with their International counterparts, where applicable.

### **SECTION 3. COMPOSITION**

All committees may be composed of a Chairman only except:

- (a) The Bylaws, Resolutions and Recommendations Committee shall be composed of the Chairman appointed by the Governor and two (2) Active members elected by the District Board of Directors. The Bylaws, Resolutions and Recommendations Committee shall circulate to all Clubs the resolutions and proposed bylaw amendments to be considered at Conference, and a short rationale prepared by the proponents thereof explaining the purpose behind such resolution or amendment.
- (b) The Finance Committee shall be composed of the Treasurer and two (2) other members.
- (c) The Nominating Committee is composed of three (3) or more members (as determined by the District Board of Directors), elected by the members entitled to vote at Conference in non election years from a slate consisting of one (1) nominee from each Club.
  - (i) The candidate receiving the highest number of votes cast serves as the chairman. No club may be represented on two consecutive Nominating Committees. Committee members serve for a two-year term beginning with the close of the Conference at which they were elected. The District Board of Directors will fill any vacancies that occur.
  - (ii) To be eligible for election to the Nominating Committee, a member must:
    - (aa) Be an Active Member, other Bylaws notwithstanding, and
    - (bb) Must have served a term as President of a Club.
  - (iii) No member of the Nominating Committee is eligible to be slated for District Office while serving as a member of the Nominating Committee.
  - (iv) It is strongly recommended that the Nominating Committee prepare a slate of two (2) candidates for each office.

## **ARTICLE X: DUTIES OF THE BOARD OF DIRECTORS**

### **SECTION 1. DUTIES**

The Board of Directors shall

- (a) Have general supervision over the affairs of the District and power to transact the necessary business of the District not otherwise provided for.
- (b) Approve the annual budget in which shall be appropriated such sum or sums of money as may be deemed necessary to defray all necessary expenses and liabilities of the District. Such budget shall specify the objects and purposes for which appropriations are made and the amount appropriated for each object or purpose. The budget shall set forth the sources of revenue and the estimated amount from each source. The budget as approved shall be presented to the Conference for adoption.
- (c) Provide for the audit of its accounts.
- (d) Decide upon the time and place of its annual Conference.
- (e) Designate the depositories in which funds of the District shall be deposited.
- (f) Report to the Conference the business transacted by it since the preceding Conference.
- (g) Require a bond of any person holding funds of the District, the premium for which shall be paid by the District.
- (h) Approve appointments of District Secretary, Committee Chairmen and members as appointed by the Governor.
- (i) Establish District Policies and procedures.

## **ARTICLE XI: OFFICERS**

### **SECTION 1. ELECTED OFFICERS**

- (a) The elected officers of this District shall be Governor, Governor-Elect, Vice Governor, Two (2) Directors, and Treasurer.
- (b) The Governor-Elect shall assume the office of Governor at the close of the second regular annual Conference next following her election.
- (c) No person shall be elected to the same office for two successive terms.
- (d) No more than two elected officers shall be from the same Club during any term.
- (e) In the event of a vacancy in the office of Governor, the Governor-Elect shall complete the unexpired term and may also serve an additional two-year term as Governor. If the Governor-Elect after completing the term of the previous Governor chooses not to serve for the biennium for which she was elected, the person who filled the vacancy in the office of Governor-Elect shall be installed as Governor at the close of the Conference held at the end of the unexpired term

- (f) A vacancy in the office of the Governor-Elect shall be filled by the Vice Governor. In the event of a vacancy in the office of the Vice Governor, the vacancy will be filled by the District Board of Directors with a qualified Altrusan who will complete the unexpired term of the Vice Governor.
- (g) A vacancy in the office of Treasurer or Director will be filled by the District Board of Directors.
- (h) The term of office of each elected officer shall be two years and until her successor has been elected and installed.
- (i) The Governor shall assume the office of Immediate Past Governor at the close of the Conference at which her successor is installed.
- (j) To be eligible for election to the office of Governor-Elect, the candidate shall have previously served a full term (more than half of a two year term) as a member of the District Board.
- (k) To be eligible for election to any District office, other than Treasurer, a person must have served a full term as Club President. To be eligible for election as District Treasurer, a person must have served a full term as Club President or Club Treasurer and also must have general accounting knowledge or experience. These requirements shall not apply to such officers in a newly organized District until expiration of six (6) years next following its creation.
- (l) The District Board of Directors may remove from any slate of candidates proposed by the Nominating Committee, the name of any person found to be ineligible and select a qualified candidate to replace her on the ballot of election.

## SECTION 2. ELECTIONS

- (a) All elected officers shall be elected by ballot at the Conference in the odd calendar year.
- (b) Any candidate who shall receive a majority of all valid votes cast shall be declared elected. In the event there shall be more than two (2) candidates for any one office, and no candidate shall receive the majority of all valid votes cast on the second ballot, the candidate receiving the least number of votes shall be eliminated from each succeeding ballot.

## SECTION 3. APPOINTED OFFICERS

The Governor shall appoint the District Secretary, who shall not have a vote on the Board. Such appointment shall be approved by the District Board of Directors.

## **ARTICLE XII: DUTIES OF OFFICERS**

### SECTION 1. GENERAL

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

## SECTION 2. GOVERNOR

The Governor shall:

- (a) Preside at Conferences and at all meetings of the District Board of Directors.
- (b) Appoint the District Secretary, such special committees as she may deem necessary, and all Standing and Conference Committees except the Nominating Committee, and the Bylaws, Resolutions and Recommendations Committee.
- (c) Be an ex-officio member of all committees except the Nominating Committee.
- (d) Under the general supervision of the International officers, endeavor to further the purposes of International.
- (e) Strive to promote cordial relations among the Clubs within the District and between them and International.
- (f) Issue and cause to be mailed official calls and notices of Conferences.
- (g) Send all communications to Clubs within the District to their Presidents.
- (h) Prepare and be responsible for Conference programs.
- (i) Approve the plans of the special Conference committees.

## SECTION 3. GOVERNOR-ELECT

The Governor-Elect shall attend all Conferences and meetings of the District Board of Directors and acquaint herself with the duties of the Governor. She shall assist the Governor in working with new Clubs in the District and cooperate with her in organizing new Clubs. She shall assume the office of Governor at the expiration of the term of the incumbent, or upon the inability of the incumbent to complete her term.

## SECTION 4. VICE GOVERNORS AND DIRECTOR(S)

The Vice Governor and Director(s) shall assist the Governor in her work with clubs in the District and cooperate with her in organizing new Clubs. Vice Governor shall act for the Governor-Elect in her absence or in the event of her inability to act. The Vice Governor and Director(s) shall assume such responsibilities as directed by the District Board of Directors.

## SECTION 5. DISTRICT SECRETARY

The District Secretary shall:

- (a) Prepare and send such reports, notices and correspondence as the Governor may request.
- (b) Record the proceedings of the Conference and meetings of the District Board of Directors.
- (c) Keep a file of members of Clubs within the District, arranged by Clubs, and a record of officers and committee chairmen in each Club.
- (d) Furnish the Credentials Committee with a certified list of certified delegates and alternates, officers and Past Governors authorized to vote at Conference at least fifteen (15) days prior to the annual Conference.
- (e) Furnish the Elections Committee with a certified list of nominations for District officers

fifteen (15) days prior to the annual Conference.

- (f) Within ten (10) days after election of District officers, the retiring District Secretary shall send to the International Office on forms provided and to each Club in the District, the names of the newly elected officers.

#### SECTION 6. DISTRICT TREASURER

The Treasurer shall:

- (a) Collect all dues from Clubs for members in the District.
- (b) Keep an accurate record of receipts and expenditures.
- (c) Deposit all money received, in the name of the District, in a depository approved by the District Board of Directors.
- (d) Submit for audit the books in which records of receipts and expenditures have been kept within twenty (20) days of the end of the fiscal year.
- (e) Submit an annual financial report to Conference.
- (f) Member of the Finance Committee.
- (g) Transfer District financial records to the incoming Treasurer at the close of conference at which her successor is installed or within forty-five (45) days of the end of the fiscal year.

#### SECTION 7. REMOVAL FROM DISTRICT OFFICE

- (a) A District elected or appointed officer may be removed from office for cause. "Cause" shall include, without limitation, failure to perform the duties of her office, failure without excuse to attend meetings of the District Board of Directors, Conferences, or acting in such a way as to injure Altrusa's reputation or hamper its work.
- (b) Any member of the District Board of Directors may file written charges against an elected or appointed District officer with the District Board, specifying the grounds for removal from office. The District Board shall hold a hearing about the charges. The District Board shall give thirty (30) days' written notice, delivered in person or sent by certified or registered mail, to such officer, specifying the time and place of the hearing and the charges. The officer is entitled to be present at the hearing, to be represented by counsel (who may or may not be a member) and to present her defense. The officer is not entitled to be present during the District Board's deliberation or to vote. If the District Board of Directors determines, by two-thirds (2/3) vote of those present that cause for removal exists, the officer shall be removed from the office, effective immediately upon notice to her.

#### SECTION 8. BOND

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

### **ARTICLE XIII: FISCAL YEAR**

The fiscal year of the District shall be from the first day of April of each year to and including the last day of March next succeeding.

### **ARTICLE XIV: CONTRACTS, CHECKS DEPOSITS, GIFTS**

#### **SECTION 1. CONTRACTS**

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

#### **SECTION 2. CHECKS AND DRAFTS**

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

#### **SECTION 3. DEPOSITS**

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

### **ARTICLE XV: DUES AND FEES**

#### **SECTION 1. DUES**

Each Club shall transmit to the District Treasurer the dues as established by the District Board of Directors for each of its Active members. Each Affiliate member will transmit to the District Treasurer District dues as established by the District Board of Directors.

#### **SECTION 2. PROCEDURE FOR PAYMENT**

- (a) The Club shall forward its annual report to the District Treasurer together with its remittance of dues by the date established by the District Board of Directors.
- (b) Dues which have not been received by the District Treasurer on the date established are past due and the Club, in making remittance thereof, shall add ten percent (10%) of the amount then overdue as a late charge.
- (c) Members whose dues and late charges have not been received by the District Treasurer by the date established shall be deleted from the membership records.
- (d) The Club shall forward District dues to the District Treasurer promptly when paid together with the membership information forms.

#### **SECTION 3. INTERNATIONAL CURRENCIES**

Payments under the provisions of this Article by Clubs organized outside the United States of America, because of the fluctuation in the value of currencies shall be paid on such basis as the International Board of Directors may designate.

#### **SECTION 4. FEES**

The District Board of Directors may establish other fees.

## **ARTICLE XVI: PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XVII: AMENDMENTS**

### **SECTION 1. POWER TO AMEND**

The power to make, alter, amend or repeal the Bylaws shall be vested in the members entitled to vote at Conference. A two-thirds vote shall be required to adopt, alter, amend or repeal.

### **SECTION 2. NOTICE**

At least sixty (60) days prior to the date of such Conference, notice shall be given of any proposed amendments to the District Bylaws to be placed before the Conference.

### **SECTION 3. AUTOMATIC AMENDMENT**

- (a) These Bylaws shall be deemed to be amended automatically according to and to conform with amendments made to the International Bylaws.
- (b) All amendments shall be subject to the laws of the State of Indiana, to the provisions of the Articles of Incorporation and Bylaws of International and no amendment inconsistent therewith shall be adopted.

### **SECTION 4. APPROVAL**

No amendment adopted by a District Conference shall be effective until it is approved by the International Bylaws, Resolutions and Recommendations Committee.