

# Quota International, Inc. Bylaws



*Post-Convention July 2018*



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## 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

- A.** The Mission Statement for Quota International is: Quota International is a non-profit organization empowering women, children, the deaf and hard-of-hearing, and people with speech difficulties in local communities around the world.
- B.** The objects of Quota International shall be to seek individuals 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 International'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; 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 Hand-in-Hand projects.

## Article V: 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. Regions

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.

## Article VI : QUOTA INTERNATIONAL

### Section 1. Officers Named

- A.** Elected Officers.  
The elected officers of Quota International shall be a president, president-elect/treasurer, and three vice presidents.
- B.** Appointed Officer. An executive director shall be appointed by the board of directors.

### Section 2. Eligibility and Term

- A.** Eligibility: An international officer or candidate for such office must:
1. Be a member in good standing and from a club in good standing according to Article XII, Section 3.A.;
  2. Have served one term as area director, regional director, or district governor; and
  3. Have served one term as an area director or vice president for the position of president-elect/treasurer.

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- B.** 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. Three vice presidents 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 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. There would be an election at the following convention for the position of president. Candidates must have experience as an area director or a vice president.
- C.** A vacancy created in the office of 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.
- D.** 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 committees, subject to the approval of the board of directors;
  5. Fill vacancy 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. Serve as chair of the Board of Directors Budget and Finance Committee;
  4. Receive regular reports from Quota International of all funds received, deposited, and disbursed in accordance with budget items;
  5. Examine the financial records and procedures of Quota International periodically, and recommend helpful changes in financial procedure;
  6. 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
  7. Perform the duties of this office as they may evolve or be assigned by the president or board of directors.
- 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 of Procedure, 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.

## Article VII: NOMINATIONS AND ELECTIONS

### Section 1. Nominations

- A.** Any club may nominate only one 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 regions.
- 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 by electronic written ballot or written ballot.
- B.** All elections for international officers shall be by electronic written ballot or written ballot.
- C.** A preferential voting system will be used.
- D.** When there is only one nominee for an international office the candidate shall be declared elected.
- E.** To participate in elections, a club or region must be in good standing.

## **Article VIII: 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. 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.
- J.** Establish territorial boundaries for Quota clubs.
- K.** Grant and revoke charters for Quota clubs.

- L.** Create and establish regions and their boundaries.
- M.** Approve the annual budget.
- N.** Provide for the annual and other audits of accounts.
- O.** Provide for such petty cash funds for the Quota International office as may be deemed necessary.
- P.** Determine the time and place of conventions.
- Q.** Call special meetings and seminars as may be deemed necessary for the purpose of furthering the work of Quota International.

### **Section 3. Meetings**

- 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 similar telecommunications device which allows all persons participating in the meeting to hear each other or communicate effectively simultaneously.
- C.** Other meetings may be held at the call of the president.

### **Section 4. Quorum**

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

### **Section 5. Vote by Unanimous Written Consent**

The board may take action without a meeting if written consent approving the action is signed by all of the directors. Written consents may be returned by any means, including by electronic mail.

## **Article IX: COMMITTEES**

### **Section 1. Committees Classified**

There shall be two classes of committees:

- A.** Standing Committee (Bylaws Committee).  
The duties of the Bylaws Committee are found in Rule 17.
- 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.

## **Article X: 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

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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 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. Voting by Electronic Written Ballot or Written Ballot

Any action which may be taken at any annual or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot (which may be sent electronically) to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- A. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- B. The number of ballots received by the Corporation must equal or exceed the quorum that would have been required had there been a meeting (i.e., the Corporation must receive a valid ballot from a majority or more of its voting members.)
- C. Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- D. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation in order to be counted.

## 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 membership meetings using videoconferencing, teleconferencing or the internet or other electronic communications technology pursuant to which members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.
- 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.

## Article XI: FINANCES AND FUNDS

### 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 (2010 rate) 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. (*See Rule 21 in Rules of Procedure for the CURRENT annual member dues rate.*)



- B. Dues shall be paid by every Quota club in advance annually.
- C. Regional dues shall be determined by the region and collected by the regional director.
- D. 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 region, dues of the local club and region 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. Special 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 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 International'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. Trust Defined: We Share Foundation.
  - 1. The We Share Foundation shall be used for the following purposes:
    - a. 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.
    - b. To fund hearing or speech research projects, selected by the convention body, which are conducted by accredited non-profit organizations.
    - c. To support the service work of Quota International's worldwide network of clubs which improves the lives of deaf, hard-of-hearing, and speech-impaired people.
    - d. To support the service work of Quota International's worldwide network of clubs which improves the lives of disadvantaged women and children.
    - e. To support the service work of Quota International's worldwide network of clubs which improves the lives of people helped through Quota International's Hand-in-Hand program.
  - 2. The We Share Foundation shall be under the administration of the board of directors.
  - 3. 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

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undertaking, the donee to be selected by the board of directors of Quota International.

## Article XII: MEMBERSHIP

### Section 1. Membership

Membership shall be held by any person willing to commit their time, talents, and resources to further Quota International's service goals.

### Section 2. Types of Membership

There shall be at least four types of membership within Quota International.

- A. Life Membership – Past International Presidents shall be extended the privilege of life membership in Quota International. A life member may retain membership in a Quota Club and region so long as membership requirements are met.
- B. Club Membership – as part of a club in good standing.
- C. Membership-at-large – offered to any new, current, or former member. 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 International's website 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.
- D. Corporate Membership – offered at a club level. Corporate membership fees shall be set by the board of directors annually.

## Article XIII: 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 seven 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, 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 3. 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 4. Officers Named

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

### Section 5. 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.

### Section 6. Club Dues

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

### Section 7. Fiscal Year

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

## Article XIV: REGIONS

### Section 1. Regional Officer

- A. Elected Officer Named: The officer in each region shall be a regional director.
- B. Term of Office:
  1. The regional director shall be elected at a regional meeting for a term of two years; and
  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.
- C. Eligibility.
  1. To be eligible to serve as a regional director, a member must be a past president of a Quota club in good standing
  2. In the event the club to which a regional director belongs is not in good standing according to Quota International'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.
  1. Any club may nominate one of its members who meets the eligibility requirements for a regional director; and
  2. Election of the regional director shall be by ballot at the meeting and a plurality vote shall elect. Absentee voting will **not** be permitted for election of Regional Director.
  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.
 

The Regional Director Shall:

  1. Represent, communicate with, and support Quota members and clubs in the region;
  2. Encourage development and growth;
  3. Promote participation in Quota International's programs;
  4. Preside at their regional meetings and be responsible for these meetings;
  5. Perform such duties as are prescribed by these Bylaws or by the board of directors of Quota International;
  6. 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;
  7. 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;

8. Keep the records of the region or delegate this responsibility;
9. Receive and disburse all funds of the region or delegate this responsibility.
10. Insure the establishment of an audit committee; and
11. Prepare a regional meeting report. (*See Rule 44 in Rules of Procedure for details.*)

### F. Vacancies in Regional Offices.

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; and
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

- A. Meetings Held. The regional director 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. Content. The purpose of a regional meeting shall be to celebrate, educate, encourage, offer networking, and elect the new regional director in convention years.
- C. Fee. 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

Annual dues shall be payable to the regional director as determined by members of each region to meet their operational expenses.

### Section 4. Fiscal Year

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

## Article XV: 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.

# BYLAWS

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## Article XVI: 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 XVII 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 region, 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.
- D.** 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.