

THE QUOTA CLUB OF TOLEDO, OHIO

BYLAWS

ADOPTED JUNE 1, 1981

REVISED JUNE 1, 1990

ARTICLE I - NAME

The name of this organization shall be The Quota Club of Toledo, Ohio.

ARTICLE II - AUTHORITY AND OBJECT

- A. Authority. This Club derives its name and authority from and is chartered by Quota International, Incorporated. It is subject to the Charter, Bylaws, and Rules of Procedure of Quota International, Incorporated.
- B. Object. The object of Quota International, Incorporated and this member Club shall be to unite executives and professionals for service, and more particularly:

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

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership. There shall be four Classes of membership: Active, Affiliate, Sustaining and Member-at-Large.

- A. Active. Active membership shall be held by a person in executive status in a business, profession, organization or governmental unit, and shall be by invitation only. Membership shall be classified according to the members's business, professional, organizational or governmental activity in which the member is actively engaged and/or from which the member earns livelihood. Membership in each classification shall be limited to twenty percent of the total membership.

The Board of Directors of Quota International, Incorporated shall provide the Membership Classification Guide which the Club shall use in determining proper classification.

A person shall hold membership in only one Quota Club. No member of any other classified service club shall be eligible for membership in Quota Club of Toledo.

Active members shall have full privilege of membership.

- B. Affiliate. Affiliate membership may be extended to an active member no longer eligible for Active status, provided the member has held Active membership in Quota for three years or is a Charter member of the Club, in which the member presently holds Active membership. Charter membership is not transferrable.

An affiliate member whose attendance requirements and/or dues have not been waived may serve in any office provided that Affiliate members on the Board of Directors of that club at any one time shall not exceed three in number.

Transfer of members must take place before the member has been shown as a loss on this club's membership report to Quota International.

This Club by a two-thirds vote may act upon the recommendation of its Board of Directors to waive the attendance requirements and/or any part of the local dues in excess of its obligation to Quota International and the District for any Affiliate member who, by circumstances beyond the member's control, finds it impossible to meet those requirements.

Any Honorary Member wishing to be named on the rolls of Quota International shall be classified as Affiliate. The classification Honorary is no longer recognized by Quota International.

- C. Sustaining. Sustaining membership may be extended to a person who has relinquished their employment from which they earned their livelihood as a professional or executive business person. The number of sustaining members shall not exceed 10% of the total club membership and shall be restricted in privileges as affiliate membership.
- D. Member-at-large. Membership at large may be extended to an active or affiliate member living in a location that does not have a Quota Club.

Section 2. Termination of Membership.

- A. Membership in this Club may be terminated by resignation in writing, providing such member is in good standing by payment of dues and other financial obligations to effective date or resignation.
- B. Membership shall be terminated by the following:
1. Loss of Classification. If an Active member loses classification and cannot establish another available classification, Active Membership shall terminate within six months.

2. **Absence, Nonpayment of Dues and Conduct.**

- a. **Absence.** Any member of this Club who attended less than fifty percent of the meetings during any one fiscal year, without excuse acceptable to the Club, shall be dropped from membership, after having been given thirty days notice in writing of the Club's intention to do so.
- b. **Nonpayment of Dues.** Any member of this Club who shall be for three months delinquent in the payment of dues, without excuse acceptable to the Club, shall be dropped from membership, after having been given thirty days notice in writing of the Club's intention to do so.

3. **Dual Membership.** Any member of this Club who shall become a member of any other classified membership club or organization, whether local, national or international, shall thereby forfeit membership in this Club.

C. In the event of involuntary termination of membership, the Club shall request surrender of the official Club pin of Quota International.

Section 3. Reinstatement. A member who has resigned as an Active or Affiliate member, or who is no longer a member because of Club dissolution or charter revocation, may be invited for reinstatement in this or any Quota Club in the same status in which the member resigned or lost membership, without payment of initiation fee.

Members reported as dropped may not be reinstated but may be invited to join the Club as a new member, paying the Initiation fee.

A member at large may be invited to rejoin this club without payment of an initiation fee.

Section 4. Transfer of Members. Active and Affiliate members in good standing may be recommended to another Club. The Club to which the member is recommended has the option of inviting the member into its membership. A transferred member pays no additional fee, if in good standing, but pays regular dues to the membership. Members reported as resigned or dropped are not eligible for transfer. Transfer of members must take place before the member has been shown as a loss on this club's membership report to Quota International.

ARTICLE IV - OFFICERS

Section 1. Officers Named. The elected officers of this Club shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer and four Directors.

Section 2. Eligibility and Term.

- A. Eligibility. Any member in good standing shall be eligible to hold office, provided attendance and/or dues requirements have not been waived.

- B. Term. The term of office shall be one year and shall begin at the conclusion of the installation of new officers.

No officer may serve more than two consecutive terms in the same office.

Section 3. Vacancies.

- A. In the event of a vacancy in the office of President or in one of the offices of Vice-President, the vacancy shall be filled by succession of the Vice-Presidents in order of rank. The vacancy thus created in the office of Second Vice-President shall be filled by the Board of Directors for the unexpired term. In the event of a vacancy in any other office, the Board of Directors shall fill the vacancy for the unexpired term.
- B. Any person serving more than half a term to fill a vacancy shall be deemed to have served a full term.

Section 4. Duties.

- A. The President shall:

Preside at all meetings of the Club and of the Board of Directors;
Exercise a general supervision over the interests and welfare of this Club;
Appoint all committee chairmen subject to the approval of the Board of Directors;
Be an ex-officio member of all committees, except the Nominating Committee;
Appoint an Auditing Committee for the books and records of the Treasurer subject to the approval of the Board of Directors;
Call special meetings of the Club and the Board of Directors; subject to the approval of the Board of Directors;
Perform such other duties as rightfully pertain to the office of President.

- B. The Vice-Presidents shall:

Act in the absence of or inability to serve of the President in order of their rank;
Perform such duties as may devolve upon them or be assigned to them by the President or the Board of Directors.

- C. The Secretary shall:

Write and keep the minutes of all meetings of the Club and the Board of Directors;
Be custodian of all records and papers of the Club, except the records of the Treasurer;
Keep an accurate record of names, addresses and classifications of all members of the Club;
Perform such other duties as rightfully pertain to the office of Secretary and such other duties as may be assigned to the Secretary.

D. The Treasurer shall:

Receive and deposit all funds of the Club in a bank or banks determined by the Board of Directors;
Handle all authorized disbursements;
Report to the Board of Directors at each meeting and to the Club at such times as may be designated by the Board;
Provide the records for the annual audit.

E. The Directors shall:

Perform such duties as may be assigned to them by the Board of Directors.

Section 5. Reports. The President, Secretary, Treasurer and Committee chairmen shall present written reports at the time of the Governor's visit and at the annual meeting of the Club. Special Committees shall report as required by the Board of Directors.

ARTICLE V - NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- A. For Club Offices. At the business meeting in February, a Nominating Committee of three members shall be named. It shall consist of a chairman to be appointed by the President, one member appointed by the Board of Directors and one member elected by the Club. The member named by the Board of Directors shall not be a member of the Board. This committee shall meet and prepare a slate consisting of one or more candidates for each office to present to the Club at the annual meeting in April. Further nominations may be made at this meeting from the floor. No one shall be nominated who has not consented to serve if elected.
- B. For District Office. Should this Club have a qualified candidate for an office in the Sixth District, it shall vote whether or not to present such name to the District. A majority vote shall be required to authorize the President of the Club to present such name to the District Nominating Committee.
- C. For International Office. Should this Club have a qualified candidate for an office in Quota International, it shall vote whether or not to present such name in nomination for a specific office. A majority vote shall be required to authorize the President of the Club to present such name to the District Nominating Committee.

Section 2. Election of Club Officers. Election shall be by ballot at the annual meeting in April. A majority of those present and voting shall elect.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Board of Directors Named. The elected and appointed officers and directors shall constitute the Board of Directors. The officers of the Club shall be the officers of the Board.

Section 2. Duties. The Board of Directors shall:

- Have general supervision of the affairs of the Club between business meetings;
- Approve committee chairman appointments made by the President and assign committee member;
- Make recommendations for action by the Club;
- Perform such other duties as the Club may direct.

Section 3. Meetings of the Board of Directors.

- A. Meetings. The Board of Directors shall hold regular monthly meetings at the time and place designated by the Board of Directors at the beginning of its term. Special meetings may be called by the President, and shall be called at the written request of a majority of the members of the Board.
- B. Attendance. Attendance at meetings of the Board of Directors is obligatory for all elected and appointed Board members. Absence from two consecutive meetings of the Board without excuse satisfactory to the Board, shall be considered equivalent to a resignation, and a vacancy thus created shall be filled by vote of the Board for the unexpired term.
- C. Quorum. A quorum for any meeting of the Board of Directors shall be five (5) Board members.

ARTICLE VII - COMMITTEES

Section 1. Committees Classified. There shall be two classes of Committees.

A. Standing Committees.

- 1. Administrative
- 2. Service

B. Special Committees.

Section 2. Appointment. Standing Committees shall be appointed by the President for a term of one year, subject to the approval of the Board of Directors. Special Committees may be authorized by the Board of Directors and appointed by the President, subject to the approval of the Board. The number of members and the personnel of each committee shall be determined by the Board of Directors. In order to maintain a continuity of service programs and Quota Promotion programs, one member of each of these committees shall serve on the next year's Committee.

Section 3. Standing Committee.

A. Administrative. The Administrative Committees shall include: 1) Budget and Finance, 2) Bylaws, 3) Promotion and 4) Membership.

1. Budget and Finance

The Budget and Finance Committee shall prepare the budget to be presented to the Club for approval.

2. Bylaws

The Bylaws Committee shall review and keep the local bylaws in accord with those of Quota International, and keep the Club Standing Rules up-to-date.

3. Promotion

The Promotion Committee shall keep the community informed about Quota locally and on the district and international level.

4. Membership

The Membership Committee shall plan and execute a program to increase membership in the Club.

B. Service. The Service Committees shall include:

1. Hearing and Speech

The Hearing and Speech Committee shall be concerned with the development of programs and projects for the Quota International Unified Service Program.

2. Community Service

The Community Service Committee shall be concerned with all service activities at the community and national levels with special emphasis on service to youth and the aged.

3. World Service

The World Service Committee shall be concerned with International affairs and services.

Section 4. Special Committees. Special Committees may include: Hostess and Reception, Program, Scholarship, Style Show, Nominating, Telephone, Ways & Means, Courtesy, Scrapbook, and such other committees as are deemed advisable.

Section 5. Duties. It shall be the duty of each committee to activate and/or implement the adopted policies of Quota International and this Club in such specific manner as set forth in the Rules of Procedure.

Section 6. Ex-Officio Member. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII - MEETINGS, CONFERENCES AND CONVENTIONS

Section 1. Club Meetings.

- A. Regular Meetings. Regular meetings of this Club shall be held on the first and third Mondays of the month unless otherwise ordered by the Club or the Board of Directors. This Club shall hold at least fifteen (15) regular meetings during the fiscal year.
1. Business Meetings. The regular meeting held on the first Monday of the month shall be known as the business meeting at which regular business shall be transacted.
 2. Program Meeting. Meetings held on the third Monday shall be known as program meetings. Business which is considered as emergency matter may be transacted at program meetings.
- B. Annual Meeting. The first meeting in April shall be known as the annual meeting, and the agenda shall include receiving the annual reports of the officers and committees, and the election of officers.
- C. Special Meetings. Special Meetings of the Club may be called by the President, subject to the approval of the Board of Directors.
- D. Quorum. A quorum for any meeting of this Club shall be a majority of the Club's Voting membership.

Section 2. District Conferences and International Conventions. This Club shall send one delegate to the International Convention each year. If unable to send a delegate to a convention, this club may apply for an absentee ballot as provided for in Quota International Bylaws Article VI-Nominations and Elections, Section 2-B. This Club shall be subject to review for compliance with Article XI, Section 1-B for charter revocation by voting by absentee ballot for two consecutive years. This Club shall be entitled to two alternates.

This Club shall send two delegates to the District Conference. This Club shall be entitled to two alternates.

ARTICLE IX - FINANCES AND FUNDS

Section 1. Initiation Fee. Each new member of this Club shall pay an initiation fee of \$15.00. Of this amount \$7.50 shall be sent by this Club to Quota International and the balance shall be retained by this Club.

Section 2. Annual Dues. Annual per capita dues for each member of this Club shall be determined by the Club.

Each Active member of this Club shall pay the Club annual dues of \$72.00, which shall include the \$36.00 Annual per capita dues to Quota International, (THE QUOTARIAN subscription of \$5.00 is included) and District dues of \$5.00 plus \$2.50 for the District Conference Assessment.

Each Affiliate member of this Club shall pay to the Club the annual dues of \$62.00 which shall include \$36.00 Quota International per capita dues (THE QUOTARIAN subscription of \$5.00 is included), \$5.00 for District dues plus \$2.50 for District Assessment.

An International Past President who retains local Club and District membership will pay dues as provided for all members. The member will pay \$5.00 for THE QUOTARIAN and will pay local Club and District dues (and assessments).

A Sustaining Member of this Club shall pay to the Club the annual dues of \$62.00 which shall include \$36.00 Quota International per capita dues (THE QUOTARIAN subscription of \$5.00 is included), \$5.00 for District dues plus \$2.50 for District Assessment.

Section 3. Other Funds. As soon as possible after the closing of the year, a budget of the estimated income and expenditures for the coming fiscal year shall be prepared by the Budget and Finance Committee for adoption by the Club upon recommendation of the Board of Directors. Revenue from sources other than dues must be raised with the approval of the Club as proposed by the Budget and Finance Committee and/or recommended by the Board of Directors.

Section 4. Audit. An annual audit of the books and records of the Treasurer shall be made. All bills shall be paid by check signed by any one of the four authorized officers, Treasurer, President, First Vice-President, Secretary.

Section 5. Fiscal Year. The Fiscal Year of this Club shall be from June 1 through May 31.

ARTICLE X - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Certification of Incorporation, Bylaws and Rules of Procedure of Quota International and of this Club.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended at any meeting of the Club by a two-thirds vote of those present and voting, providing previous notice of the proposed amendment has been given to the membership.