

# Quota International, Inc. Rules of Procedure





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# RULES OF PROCEDURE

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

Rules of Procedure are adopted, amended, or repealed by the board of directors.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 Rules of Procedure remain in force until they are amended or repealed and are as binding as Bylaws.

## Rule 1. Incorporation of Local Clubs

### *Article III: Policies*

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

## Rule 2. Tours

### *Article III: Policies*

No club, 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 4. Quota Properties

### *Article III: Policies*

Quota International shall not lend its properties.

## Rule 5. Dissemination of Information

### *Article III: Policies*

- A. All pronouncements of Quota International setting forth Quota International’s program of service activities and position on matters of public concern shall be issued by the executive director.
- B. All Quota International publicity releases shall be issued by the executive director.

- C. The administrative procedures of Quota International shall not be released without authority of the board of directors.

## Rule 6. Scope of Quota International’s Cooperation

### *Article III: Policies*

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

## Rule 7. Legal Conflicts.

### *Article III: Policies*

In the event a law of a country, state, province, commonwealth, or any other such governmental body in which a Quota constituency is situated conflicts with the Bylaws or Rules of Procedure, that constituency shall be bound by the laws of its jurisdiction.

## Rule 8. Ethics

### *Article III: Policies*

Members of Quota International, Inc. shall behave ethically. A commitment to ethical professional practice includes overarching principles that express our values, and standards that guide our conduct.

- A. Quota International’s overarching ethical principles include: Honesty, Fairness, Objectivity, and Responsibility. Members shall act in accordance with these principles and shall encourage others within their organizations to adhere to them.
- B. A member’s failure to comply with the following standards may result in disciplinary action.
  - 1. Confidentiality: Each member has a responsibility to
    - a. Keep information confidential except when disclosure is authorized or legally required.
    - b. Inform all relevant parties regarding appropriate use of confidential information. Monitor subordinates’ activities to ensure compliance.
    - c. Refrain from using confidential information for unethical or illegal advantage
  - 2. Integrity: Each member has a responsibility to
    - a. Mitigate actual conflicts of interest, regularly communicate with business associates to avoid apparent conflicts of interest. Advise all parties of any potential conflicts.
    - b. Refrain from engaging in any conduct that would prejudice carrying out duties ethically.
    - c. Abstain from engaging in or supporting any activity that might discredit the organization.

## Rule 9. Non-Discrimination.

### *Article III: Policies*

Quota International does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, or other protected class in any of its activities or operations. These activities include but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to

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providing an inclusive and welcoming environment for all members of staff, volunteers, subcontractors, vendors and clients.

Quota International is an equal opportunity employer. We will not discriminate and will take action to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity, gender expression, or other protected class.

## **Rule 10. Trademark**

### *Article III: Policies*

Authorization may be provided to clubs and regions to produce items bearing Quota International's registered trademark. To secure this authorization:

- A.** A written request must be made to Quota International, accompanied by a drawing or sample of the item; and
- B.** The executive director shall respond on behalf of the board of directors to all requests.

## **Rule 11. Copyright**

### *Article III: Policies*

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

## **Rule 12. Letterhead**

### *Article III: Policies*

- 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: Region \_\_\_\_\_ (Number of Region) of Quota International, Inc.

## **Rule 13. Organization of New Clubs**

### *Article V: Constituent Divisions Defined*

#### **A. Notification Requirement:**

An organizer will provide the executive director a request to organize a club on a form provided for that purpose on Quota International's web site. The approval of this request by the executive director and the president will initiate the staff's one-on-one assistance throughout the organization process as well as the provision of guidelines, pamphlets, supplies, and other helpful materials to the organizer. New club organization materials will be available on the Quota web site, as well.

#### **B. Chartering Requirements:**

A club must have a minimum of 7 members to charter (unless the laws of the land require a higher minimum

number in a club). The Application to Charter must be received by the executive director a minimum of 3 weeks prior to the proposed charter date. In addition, the Application to Charter must be accompanied by the following required documentation: club officers list, club roster, new member information forms and dues for new members, and club bylaws. Once all materials and monies have been received by the executive director, the club organizer will be given permission to charter the club and will be sent the official club charter and member pins for presentation at the charter event.

#### **C. Charter Event:**

Quota International will not send nor finance an international representative to charter the club. The club organizer will lead the planning of the charter event. The charter event may be as informal or formal as the group wishes. If they would like a formal event, the club organizer could conduct the ceremony or invite a current or past Quota leader to do so at their own expense.

#### **D. Financial Remuneration:**

Provided seven (7) of the charter members are new members, \$300 will be paid to the club organizer as a grant to cover expenses of organizing the club including government required registration of the club, if applicable. *Quota International refers to new members as individuals who have never been members of Quota OR reinstated members who have NOT been dues-paying members at least 18 months prior to their joining the new club. Transfers and recent reinstates (those within the last 18 months) can join the club but they will not be considered in the "new member" total required for remuneration.*

## **Rule 14. Nominations Deadline**

### *Article VII: Nominations and Elections*

Nominations for international office must be received by February 1 of the convention year. Notice of nomination for all officers is to be made on official forms provided for this purpose and sent to the executive director, received by February 1 for publication.

In the event a candidate chooses to withdraw his or her nomination, the candidate is to submit a signed, written withdrawal to the executive director by March 15.

Communication with the executive director can be by phone or fax, but must be followed up in writing. The withdrawal becomes official upon receipt of the written and signed withdrawal.

## **Rule 15. International Officer Elections**

### *Article VII: Nominations and Elections*

#### **A. Election of Officers**

Elections will be held in convention years. Mail ballots shall be automatically sent to all eligible voters - club, regional director, and past international presidents - by April 1. There will be no voting for international officers at convention. All voting ballots must be mailed to the Quota International office postmarked no later than June 1. No mail ballots will

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be accepted on-site at convention. Mail ballots shall be counted at convention by the elections committee. The results of the election shall be given at convention. The two-year term of office for president-elect/treasurer and three vice presidents will begin at the post-convention board meeting.

## B. Elections Process

A majority vote of the ballots cast shall elect. A preferential voting system will be used. When there are two candidates, the candidate with the largest number of votes wins. When there are more than two candidates, then a preferential voting system will be used. This system is defined as an election method that ranks all candidates in order of preference. Also known as the “ranked choice voting,” and “instant runoff voting,” this system ensures that the winner is the one with the majority of votes by using the process of elimination until one candidate reaches more than 50% of the votes. In this system, typically voters put “1” beside their first choice for the office, “2” next to their second choice, “3” beside their next choice and so on. If there is a case of three candidates and none of them have a majority of votes, then the ballots of the candidate with the least number of “1” votes would be sorted according to the voters’ second choices and those votes added to the ones already tallied for the other two candidates. This would give one of the candidates a majority of votes.

Once three board members from one country are elected board officers, all other first choice ballots for candidates from this country will be disallowed and their votes distributed according to the voters’ second choices and those votes added to those already tallied for the other candidates. The counting of ballots for president-elect/treasurer position will be tallied first, followed by the counting of votes for the vice president positions.

## Rule 16. Campaigning

### *Article VII: Nominations and Elections*

#### A. Campaign Principles:

Campaigns shall be conducted at the highest ethical level, always mindful of reflecting well on the reputation of Quota International and in keeping with the principles of the Collect.

The purpose of this policy is to outline the principles and rules that shall govern Quota International election campaigning and to provide the board of directors with guidelines for dealing with campaign violations, complaints, sanctions, and appeals. These rules are meant to ensure fairness, keep order, and preserve the integrity of the election. Candidates are expected to maintain a “spirit of the campaign”, which is an atmosphere of friendly competition with others and respect for the election process.

Board members and all other voting members shall refrain from releasing information on candidates for board of director positions as well as remain officially and publicly neutral. Any Quotarian can encourage members to run for international board positions.

## B. Campaign Rules:

1. No campaign giveaways (trinkets, food, etc.) are allowed at meetings and/or convention. Candidates are not permitted to sponsor coffee breaks at meetings and/or convention.
2. Campaign material and/or communications must not contain the name or image of another Quotarian.
3. Promotion of candidates shall not be posted to official social media outlets of Quota International, Quota International region or Quota International club any reference to their campaign.
4. Candidate information will be available on the Quota International web site. Quota International will send a minimum of one official e-mail to all members which contains a list of all nominees plus a link to each candidate’s campaign page published on Quota International’s web site.
5. Candidates **must** provide a 3-minute video to Quota International by March 1. Video presentations of all standing candidates may be played at regional meetings and will be taken from the Quota International web site. If one candidate video is played, all candidate videos **must** be played.
6. Candidates may provide copies of a one-page standard size paper flyer (A4 or 8 ½ x 11) to be distributed with the mail ballots - 200 copies sent to each office (Washington, DC and Australia) by March 1.

## C. Complaint:

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

## D. Expenses:

1. Any candidate running for international office, unless presently holding a board position, will be responsible for their own expenses at convention, including airfare, hotel accommodation and registration fees.
2. Quota will pay for transportation, hotel accommodation and meals for all other board meetings which take place during the term of office.

## E. Board Meeting Attendance:

All board members are expected to attend all electronic and in-person board meetings held during their term of office.

## Rule 17. Board Meetings

### *Article VIII: Board of Directors*

- A. During the convention years, the board of directors shall meet immediately before and after the convention in the convention city and will attend another board meeting held in person at a time and in a place designated by the president.
- B. The board will conduct the leadership seminar (for club presidents and regional directors) at convention.
- C. The board will meet in person one time per year, preferably in December. All other board meetings will be scheduled by the president as need determines and will be held electronically (via telephone conference or skype).

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## **Rule 18. Board Expenses**

### *Article VIII: Board of Directors*

- A.** Vice presidents elected at convention will be responsible for their own expenses at this convention, including airfare, hotel accommodations and registration fees. A per diem for meals will be provided for the post-convention meeting.
- B.** Quota will pay for a sitting board member's transportation, hotel accommodations and meals for all other board meetings which take place during the board member's term of office.

## **Rule 19. Duties of Bylaws Committee**

### *Article IX: Committees*

The bylaws committee shall:

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

## **Rule 20. Time, Place, and Purpose of Convention.**

### *Article X: Conventions*

The convention is held biennially on even-numbered years.

## **Rule 21. Annual Per Capita Dues**

### *Article XI: Finances and Funds*

- 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 annual increase will be based on the cost-of-living increase determined by the U.S. Bureau of Labor Statistics. The 2018-2019 per capita dues for each member of Quota

International shall be \$79 due Quota International beginning 1 October 2018.

- B.** Dues shall be based on the number of members on the first day of the month in which the dues are due (the statement date). Dues are due within thirty (30) days of the statement date.
- C.** New Clubs. Newly chartered clubs pay annual dues on a pro-rata basis determined by the month in which the club chartered.
- D.** Clubs Dissolving. Annual dues are paid by dissolving clubs for the year in which they dissolve.
- E.** Clubs with Government Restrictions. Where governments restrict amounts of money that can be sent out of their respective countries, Quota clubs therein are required to remit that maximum amount to Quota International to be applied to their total annual dues. The balance of Quota International dues shall be designated and retained in the local Quota club bank accounts with certification to Quota International.

## **Rule 22. Advance Convention Fee**

### *Article XI: Finances and Funds*

The advance convention fee of \$200 per club shall be paid by clubs with their annual membership report. If not paid, a club shall lose its right to vote at the regional meeting, for international board members, and at convention.

## **Rule 23. Quota International Reserves**

### *Article XI: Finances and Funds.*

The reserve fund for Quota International will be maintained at a level equal to at least one-half of the previous year's operating expense upon the ending of the fiscal emergency identified by the Board of Directors in September 2018.

## **Rule 24. Disbursements**

### *Article XI: Finances and Funds*

- A.** The approval of bills for payment shall be the responsibility of the executive director.
- B.** Disbursements shall be made according to the Bylaws and board of directors' policy.
- C.** A copy of each transaction shall be sent to the treasurer for the records.
- D.** Quota International shall secure a fidelity bond.

## **Rule 25. Fiscal Year**

### *Article XI: Finances and Funds*

The fiscal year of Quota International shall be October 1 through September 30.

## **Rule 26. Recruitment of New Members**

### *Article XIII: Clubs*

A club may choose how it recruits new members.

## **Rule 27. Acceptance of New Members**

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

- A.** Individuals identified as potential new members shall receive a statement of all obligations of membership



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(financial, service, and attendance, where required) accompanied by the necessary membership form.

- B. Membership will commence upon the acceptance of the completed membership form, initiation fee, and dues by the club.

## Rule 28. Transfer of Members

### Article XIII: Clubs

- A. Members reported as resigned or dropped are not eligible for transfer.
- B. Transfer of members must take place before the member has been shown as a loss on the club's membership report to Quota International.
- C. Procedure for transfer is:
  - 1. Obligations of the club recommending transfer:
    - a. President of the transferee's current club must complete the member information form and sign the transfer request form; and
    - b. Send the transfer form to the president of the club to which the member wishes to transfer.
  - 2. Obligations of the club receiving the transfer
    - Recommendations:
      - a. The president should follow procedure for new members, inviting or rejecting the recommended transfer of the member within 60 days of the receipt of the recommendation. When the member is invited, the club president should sign the transfer form and mail it to the Quota International office; and
      - b. When accepted, show transferred member as a gain on the membership roster.

## Rule 29. Termination of Membership

### Article XIII: Clubs

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

## Rule 30. Reinstatement

### Article XIII: Clubs

- A. A member who has resigned or who is no longer a member because of club dissolution or charter revocation may be invited for reinstatement in any Quota club without payment of an initiation fee.

- B. Members reported as dropped may not be reinstated but may be invited to join a Quota club as a new member, paying the initiation fee.
- C. A member-at-large may be invited to rejoin a Quota club without payment of an initiation fee.

## Rule 31. Merging Existing Clubs

### Article XIII: Clubs

- A. When contemplating merging, a club shall notify the regional director.
- B. When a club is contemplating merging, a form for this purpose shall be requested from the executive director.
- C. A fee of \$50 per club shall be paid by the merging clubs.
- D. The merger shall not be final until the completed forms or acceptable notification has been received from all clubs merging, and the merger has been approved by the board of directors of Quota International. Included on the form will be the selection of a merged name in accordance with Rule 30, the charter date they wish to use, and for US clubs, the IRS Employer Identification Number(s) that they wish to use.

## Rule 32. Dissolution of a Club

### Article XIII: Clubs

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

## Rule 33. Club Name

### Article XIII: Clubs

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

## Rule 34. Club Name Change

### Article XIII: Clubs

A club requesting a name change shall advise the executive director and send a \$50 processing fee. Approval shall be granted upon receipt of the \$50 processing fee, if the requested name change complies with Rule 33.

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## **Rule 35. Communications by Clubs**

### *Article XIII: Clubs*

All non-routine correspondence shall be copied, mailed, e-mailed or faxed to the regional director.

## **Rule 36. Club Annual Meeting**

### *Article XIII: Clubs*

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

- A.** Receiving annual reports;
- B.** Electing officers; and
- C.** Such other business as may be deemed necessary.

## **Rule 37. Regional Rules**

### *Article XIV: Regions*

Regions will be provided with operational guidelines and a budget template as a framework to meet the unique needs of its members.

## **Rule 38. Regional Assignment**

### *Article XIV: Regions*

Any club can petition the board of directors to consider changes after consulting with the region they are currently assigned to, and the region they want to join.

## **Rule 39. Regional Dues**

### *Article XIV: Regions*

- A.** Regional dues will be determined by members of each region to meet the operational expenses of the region.
- B.** Regional dues will be paid in currency of country of the presiding regional director.
- C.** Dues fund the regional director's biennial convention participation; communications; upfront costs of the regional meeting. Dues may also fund club visits.

## **Rule 40. Regional Finances**

### *Article XIV: Regions*

- A.** Each regional director will ensure a \$1,000 reserve and the cost of the least expensive round trip ticket to convention is available at the end of her/his tenure for use by the incoming regional director.
- B.** Each region will determine the appointment of an audit committee who reports at every annual regional meeting.
- C.** Expenses over \$25 require receipt.
- D.** Approved expenses incurred by the leadership team are reimbursable.

## **Rule 41. Regional Meetings**

### *Article XIV: Regions*

- A.** An appointed international board 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.** Regional meetings will be held in April or May, avoiding public/religious holiday conflicts.

- C.** Within 60 days of the close of the regional meeting, the regional director will liaise with the appointed international board representative regarding the date and location of the next regional meeting, plus an alternative date in the event the first choice cannot be scheduled.
- D.** Upon completion of all regional meetings, a schedule of all meetings for the next year will be drawn up by the president and executive director to provide for an appointed international board representative to be present at each meeting. Once completed the schedule will be provided to all regional directors so venue bookings may be made/confirmed.

## **Rule 42. Regional Director Responsibilities**

### *Article XIV: 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.** May accept invitations to special club events.

## **Rule 43. Vacancies in Regional Offices**

### *Article XIV: Regions*

- A.** In the event of a vacancy in the office of the regional director, the president shall appoint a new regional director;
- B.** A person serving twelve (12) months to fill a vacancy shall be deemed to have served a full term; and
- C.** 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.

## **Rule 44. Report of Regional Director**

### *Article XIV: Regions*

Within 60 days 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 documents to be signed by the regional director and forwarded to each club president of the region and the appointed international board representative for inclusion in the annual report.

## **Rule 45. Transfer of Regional Property and Monies**

### *Article XV: Regions*

- A.** If any regional director fails to comply with the provision in the Bylaws, Article XIV, Section 1.E.7 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 Bylaw.

