

# FAWCO ALUMNAE U.S.A. INC.

## CONSTITUTION

### Article I – NAME

The name of this organization shall be "FAWCO Alumnae USA, Inc.", hereinafter referred to as the Association.

### Article II – PURPOSE

The purpose of the Association shall be to facilitate the repatriation experience of its members and to help them maintain their international ties in order to bring about a better understanding between the United States and other nations.

### Article III – MANAGEMENT

The Association shall be governed by elected Officers.

### Article IV – MEMBERSHIP

- 1) Regular membership is open to members or former members of FAWCO clubs.
- 2) Associate membership is open to American women who have lived overseas but were not members of FAWCO clubs. Associate members are limited to 25% of the total membership
- 3) Guest membership is open to women born outside of the United States whose goals are compatible with those of FAUSA. Guest membership is limited to 10% of the total membership; guest members are not eligible to hold office.
- 4) Honorary membership may be conferred after nomination by a member and approval of the Board.

### Article V – OFFICERS

The Officers of the Association shall include a President, two Vice-presidents, a Secretary and a Treasurer.

### Article VI – FEES AND DUES

Each member shall pay annual dues as may be provided in the Bylaws.

### Article VII – LIMITATION OF LIABILITY

The individual members of the Association shall not in any case be subject or liable to any financial obligation beyond the annual dues.

### Article VIII – AMENDMENTS

The Constitution may be amended as provided in the Bylaws.

### Article X – DISSOLUTION

*Section 1.* A meeting of the Association called for the purpose of considering the question of dissolution shall require a two-thirds vote of the voting members present to effect dissolution, each member having been informed 60 days in advance of the meeting and of the reason(s) for dissolution.

*Section 2.* In the event of dissolution, the members present at the aforesaid meeting shall appoint three or more delegates who shall be charged with liquidation of the affairs and assets of the Association as designed by the action of the meeting.

## BYLAWS

### Article I – MEMBERSHIP

*Section 1.* Application for membership shall be submitted as provided in the Administrative Guidelines.

*Section 2.* Qualified applicants are automatically accepted upon payment of dues.

*Section 3.* Honorary members may not vote or serve as Officers.

### Article II – DUES

*Section 1.* The fiscal year shall be the calendar year.

*Section 2.* The annual dues shall be fixed by the Board.

*Section 3.* Any change in the amount of the annual dues decided upon by the Board shall be announced three months before the change goes into effect.

*Section 4.* A member who fails to pay her dues by 31 January shall be automatically dropped from the Association.

### Article III – MEETINGS

*Section 1.* An annual meeting shall be held at a time and place designated by the Board. Adequate notice of this meeting shall be given in advance.

*Section 2.* A quorum shall be comprised of the members present and one half of the Board.

*Section 3.* Passage of a motion, including the election of Officers, shall be by a simple majority of those members present and those votes received in writing.

## **Article IV – MANAGEMENT**

*Section 1.* The Board shall consist of the five elected Officers.

*Section 2.* The Officers shall be elected at the annual meeting for a two-year term to begin at the conclusion of the annual meeting; they may serve for only two successive terms in the same office.

*Section 3.* The Board shall be responsible for the management of the Association under the conditions as stated in the Bylaws. It shall have full power to take actions and make such rules and regulations as is considered necessary in the best interest of the Association. Vacancies on the Board, with the exception of the President, shall be filled by a simple majority vote of the Board.

*Section 4.* The Board shall keep a stable fund in the treasury at all times; it shall authorize operating capital and shall administer the budget.

*Section 5.* No committee or individual shall have the right to incur any debt or involve the Association in any way unless given full authority by the Board.

*Section 6.* The duties of the Officers are as follows:

- a) The President shall preside at all meetings of the Association and be an ex-officio member of all standing and ad hoc committees except the Nominating Committee. She shall appoint all committee chairs. In the event the office of the President is vacated, it shall be automatically assumed, for the duration of the term, by the First Vice-president followed in order by the Second Vice-president and the Secretary.
- b) The First Vice-president shall assist the President and preside in her absence. She shall perform other duties at the request of the President. She shall administer the membership database including membership records, dues renewals and the Directory.
- c) The Second Vice-president shall supervise the membership network, including regional and area organization. She shall perform other duties as requested by the President.
- d) The Secretary shall keep minutes of the meetings, including a separate ongoing record of all resolutions passed by the Board. She shall be responsible for any correspondence requested by the Board. She shall be the custodian of the legal documents of the Association.
- e) The Treasurer shall be the custodian of all funds of the Association. She shall pay out money only as authorized by the Board. She shall keep an account of all receipts and expenditures and submit an annual report to the members. Periodic audits may be required by the Board. The Treasurer shall assist the auditor with the audit and submit the auditor's report to the members. She shall prepare the annual budget and present it to the membership.

*Section 7.* The use of the FAUSA name, whether for charity, business or any other purpose, shall have the specific approval of the Board.

## **ARTICLE V – COMMITTEES**

*Section 1.* Standing Committees may include, but are not limited to, Awards, Annual Meeting, Constitution/Bylaws/Administrative Guidelines, Education, Environment, Fundraising, Historian, Newsletter, Parliamentarian and Web-site.

*Section 2.* The duties of the Standing Committees shall be specified in the Administrative Guidelines

*Section 3.* Ad Hoc Committees may be appointed.

## **Article VI - PROCEDURE**

Where not otherwise prescribed herein, the Association shall be governed by "Robert's Rules of Order Newly Revised."

## **Article VII – ELECTIONS**

*Section 1.* Elections shall be held every two years at the annual meeting.

*Section 2.* The Board shall appoint a Nominating Committee at least 6 months prior to the election meeting.

*Section 3.* The Nominating Committee shall consist of three to five members, only one of which may be a Board member. Committee members are not to be from the same State or the same former FAWCO club.

*Section 4.* The Committee is responsible to publish the slate of nominees in good time for the election.

## **Article VIII – AUDITOR**

An auditor, who shall not be an Officer, may be appointed by the President with the advice and consent of the Board.

The auditor shall examine all of the accounts and vouchers in hand and report the results in writing to the Board.

## **Article IX – AMENDMENT**

*Section 1.* The Constitution and these Bylaws may be amended at the annual meeting by a two-thirds vote of those members present and those voting by a written proxy.

*Section 2.* Adequate notice shall be given for any amendment.

*Section 3.* Amendments shall be proposed by the Board. Amendments may also be proposed in writing over the signatures of 15 members and filed with the Secretary who shall submit such proposals at the first subsequent meeting of the Board. The Board shall present such proposals to the membership with its recommendations thereon.

Adopted September 16, 2006

Nancy Thornley, Chair

Constitution / By-laws / Administrative Guidelines