

BY-LAWS  
OF  
THE INTERNATIONAL WOMEN'S CLUB - BERMUDA

Dated Approved:

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be "The International Women's Club – Bermuda" (hereinafter known as the "IWC" or "Club").

ARTICLE II – OBJECTS

The Objects of the Club are to promote intellectual growth, to encourage social fellowship, to provide service to the community and to provide support and assistance in the integration of newcomers to Bermuda.

ARTICLE III - LIQUIDATION

In the event of liquidation of the Club, the assets are to be distributed to philanthropic organizations or institutions in Bermuda as appointed by the Executive Board (hereinafter referred to as the "Board").

BY-LAWS

ARTICLE I – MEMBERSHIP

1.1 Eligibility

The Membership of the Club shall be open to women of all nationalities who actively support the objectives of the Club.

1.2 Types of Members

There shall be three types of members: Active Member, Honorary Life Member and Special Honorary Member.

1.2.1 Active Member

Active Members are those whose Club dues and/or Club fees and charges for the current year have been paid and are up-to-date.

1.2.2 Honorary Life Member

1.2.2.a Any Member who has served as President shall automatically be elected to Honorary Life Membership on completion of a full term of office.

1.2.2.b Any other Member on recommendation of the Board and with approval of the membership may become an Honorary Life Member.

1.2.2.c An Honorary Life Member shall have all the privileges and responsibilities of an Active Member, but she shall be exempt from yearly dues. She shall be responsible for all other fees and charges. Exception: The Founding President, even though an Honorary Life Member, shall be exempt from all dues, fees and charges.

1.2.3 Special Honorary Member

1.2.3.a Special Honorary Membership shall be extended to the persons holding the following positions or to their spouse or partner if the office is not held by a woman; the Governor of Bermuda, the Premier of Bermuda and the United States Consul General.

1.2.3.b If the invitation is accepted this type of member shall be exempt from all dues, fees and charges at the discretion of the Board and shall not have voting privileges.

1.2.3.c Special Honorary Membership shall cease on termination of office of the member or the member's spouse as appropriate.

1.3 Application for Active Membership

1.3.1 Women who wish to join the Club shall apply using the new member application form (as amended from time to time).

1.3.2 Once a completed new member application form has been delivered to the Membership Chairperson and the Treasurer has confirmed receipt of the membership dues the Membership Chairperson shall present applications received at the next Board meeting for approval and, subject to Board approval, the applicants shall be admitted to Membership at the next meeting or Hospitality event of the Club. Access to the Club's website shall then be made available to the member.

1.4 Rules of Membership

1.4.1 Members must conduct themselves at all time in line with the Club's Constitution, By-laws and Standing Rules.

1.4.2 Provided a member's dues and any Club fees and/or charges are up-to-date they are entitled to join in all the activities and social events arranged by the Club and in addition (except for Special Honorary Members) are entitled to vote at the Club meetings.

1.4.3 Any member in arrears with her dues or whose membership is suspended due to non-payment of arrears of Club fees and/or charges shall have no right to take part in the proceedings of any meeting or Club event, nor vote on any project.

1.5 Temporary Suspension of Membership

Any member who is in arrears with any Club fees and/or charges other than membership dues for more than 30 days after notice of the arrears has been sent by the Board shall have her membership suspended until such arrears are paid in full.

1.6 Renewal of Membership

1.6.1 The membership year runs from 1<sup>st</sup> July each year.

1.6.2 Renewals are accepted by the Club using one of the following payment methods; online banking, local cheque or cash.

1.6.3 Any member failing to pay her dues by 30 September, provided that due notice has been given in the IWC Newsletter, shall be considered to have resigned from the Club and shall no longer have access to the Club website or be allowed to participate in any Club activity.

1.7 Resignation of Membership

1.7.1 Resignations shall be presented in writing as they occur to the Membership Chairperson, who shall amend the Club database accordingly and remove access to the Club website.

1.7.2 Upon resignation, all rights and privileges of membership cease.

1.8 Reinstatement

A member having resigned in good standing may reapply for membership at any time by following the rules in Section 1.3.2.

ARTICLE II – OFFICERS

2.1 The Officers of the Club, who shall form the Board, shall be:

- 2.1.1 President;
- 2.1.2 First Vice President – Membership;
- 2.1.3 Second Vice President – Philanthropic;
- 2.1.4 Third Vice President – Programs;
- 2.1.5 Fourth Vice President – Hospitality;
- 2.1.6 Secretary;
- 2.1.7 Treasurer;
- 2.1.8 Social Chairperson;
- 2.1.9 New Islanders Chairperson;
- 2.1.10 Publicity Chairperson;
- 2.1.11 Publications Chairperson; and
- 2.1.12 Webmaster.

2.2 On completion of her full term of office, the Immediate Past President shall become a voting member on the Board for one year in an advisory capacity. Her term may be extended at the discretion of the President and the Board.

2.3 In each Club year the President may appoint a maximum of three Officers to fill vacancies on the Board.

ARTICLE III – DUES & FINANCE

3.1 Fiscal Year

The fiscal year shall be from July 1 through June 30.

3.2 Dues

3.2.1 Dues for the fiscal year shall be payable annually in advance and forwarded to the Membership Chairperson on or before 30 September to entitle members to participate in Club activities and gain access to the Club website.

3.2.2 The Board may from time to time review the amount of annual dues and, upon the approval of the membership, change the dues.

3.2.3 Members shall pay dues in the following amounts:

3.2.3.a New Members accepted into the Club shall pay dues of \$50, reduced to \$25 in April, May and June.

3.2.3.b Active Members shall pay renewal dues of \$60 per annum, reduced to \$50 if paid by June 30.

3.3 Investments

3.3.1 All monies held by the IWC shall be placed in the IWC bank accounts.

3.3.2 Bank accounts in the name of the Club shall be established at a bank designated by the Board with the provision that the President and Treasurer shall be co-signatories. In the absence of either the President or Treasurer, the First Vice President and/or the Social Chairperson shall become co-signatory.

3.3.3 The Club shall endeavour to keep a minimum of 2 years' operating costs in the bank at all times.

3.4 Disbursements

3.4.1 Distribution of funds may be made with the approval of the Board.

3.4.2 Disbursements of IWC funds shall be by cheque or online bank transfer or cash with receipt.

3.4.3 The cheque must bear two signatures from: Treasurer, President or First Vice President and/or the Social Chairman. At least one of the signatures shall be affixed in person.

3.4.4 Online transfers shall be initiated by the Treasurer and activated by the President or First Vice President.

3.4.5 All written event, activity, dining, Banquet Event Order Forms (“BEO”) or other contracts and obligations of the Club must be submitted by the Hospitality or Social Chairperson or Activity coordinator to the President or Treasurer for review and approval before signing such contract or obligation on behalf of the Club.

3.5 Funds

3.5.1 Funds of the Club shall be derived from the dues and from such other sources as the Board may approve.

3.5.2 Special voluntary subscriptions may be collected for any project undertaken by the Club.

3.5.3 Members collecting funds in the name of an IWC committee, activity or project must present them to the Chairperson or coordinator of that committee, activity or project who shall record them.

3.5.4 Amounts in excess of \$200 must be paid over to the Treasurer of the Club within 30 days.

3.6 Donations

3.6.1 Upon approval of the Board, donations to a charity of more than \$1,000 shall be made with the approval of the members. Donations of \$1,000 or less shall be made by Board approval alone.

3.6.2 No appeal on behalf of the Club for a charitable donation shall be made without the consent of the Board.

3.7 Reimbursements

Officers, Committee Chairpersons and Activity Coordinators shall make requisitions to the Treasurer for funds necessary for their projects and make monthly reports to the Board.

3.8 Unbudgeted Expenditures

Any single unbudgeted expenditure of funds shall be presented to the Board for review and approval or ratification.

3.9 Compensation

No member, officer or member of the Board of the IWC shall be employed by, receive any financial compensation from, or have any business interests with the IWC.

ARTICLE IV – NOMINATIONS & ELECTION TO OFFICE

4.1 Nominating Committee and Process

4.1.1 Nominating Committee Appointment

- 4.1.1.a By the February Hospitality event of the Club, the President shall appoint a Chairperson of the Nominating Committee.
- 4.1.1.b Two additional members of the Nominating Committee shall be nominated from the floor at the February Hospitality event of the Club.
- 4.1.1.c If there are no nominations from the floor, efforts shall be made by the Board to solicit members to participate on the Nominating Committee.

4.1.2 Nominations

- 4.1.2.a Nominations for all Board positions shall be accepted from the members of the Club annually.
- 4.1.2.b All members shall be called upon at the February and March Hospitality events and through the Newsletter to nominate any other member for a Board position.
- 4.1.2.c This Committee shall select at least one nominee for each office of the Club.
- 4.1.2.d The position of President should be filled from the existing Board members. If there are no current Board members willing to fill the President's role, the Nominating Committee should solicit nominations from past Board members.
- 4.1.2.e The Nominating Chairperson shall update the Board at the March Board meeting of all progress towards filling the Board positions. If positions remain vacant, the Board shall make efforts to solicit members and/or consider changes in the existing Board positions where warranted.
- 4.1.2.f The list of the Committee's nominees shall be published in the April newsletter and presented at the April hospitality event.

4.1.3 Eligibility

- 4.1.3.a Elected Officers shall be eligible for election to the same office for two consecutive terms.



4.1.3.b A term shall consist of one year.

4.1.3.c Officers are eligible to be elected to a different office.

4.1.3.d In the event a position cannot be filled by the Nominating Committee an elected Officer may remain in a position as an Acting Chairperson until a replacement is found.

#### 4.2 Election Process

4.2.1 The slate of proposed Officers shall be voted on at the May Annual General Meeting of the Club, installed at the June Hospitality event of the Club and become effective on July 1<sup>st</sup>.

4.2.2 All elections shall be by show of hands unless there is more than one candidate for any Office in which case the President shall prior to the May Annual General Meeting appoint an Elections Chairperson and an Inspector of the Election to conduct a vote by ballot.

4.2.3 Where there is more than one candidate for any Office, the Elections Chairperson and an Inspector of the Election shall be appointed before the May Annual General Meeting.

4.2.4 The election to any office shall be by a majority vote.

4.2.5 All absentee ballots must be delivered to the Election Chairperson within the two weeks prior to the election.

#### 4.3 Term of Office

The term of newly elected Officers shall be effective July 1<sup>st</sup>.

### ARTICLE V – DUTIES OF OFFICERS

#### 5.1 President

The President shall:

5.1.1 Preside at all meetings;

5.1.2 Arrange Board meetings and venues;

5.1.3 Exercise general supervision over the affairs of the Club; and

5.1.4 Be an ex-officio member of all committees except the Nominating Committee.

5.2 First Vice President

The First Vice President shall assume the duties of the President in the absence of the President or at her request and also act as Membership Chairperson.

5.2.1 The Membership Chairperson shall:

5.2.1.a Maintain members' details on the IWC database;

5.2.1.b Liaise as necessary with the Webmaster, Treasurer and the New Islanders Chairperson in order to carry out this role;

5.2.1.c Present membership statistics to the Board each month as required;

5.2.1.d Carry out the membership dues renewal process commencing in April each year; and

5.2.1.e Deal with general queries from active, former or potential new members as necessary.

5.3 Second Vice President

The Second Vice President shall act as Philanthropic Chairperson and also assume the duties of the President in the absence of the President and First Vice President.

5.3.1 The Philanthropic shall:

5.3.1.a Arrange fund raising events and charitable projects throughout the membership year to benefit registered charities;

5.3.1.b Source raffle prizes and other gifts as required for the fund-raising events;

5.3.1.c Seek suggestions from the IWC membership for registered charities to receive funds raised;

5.3.1.d Send out, receive and review grant application forms; and

5.3.1.e Present grant applications to the Board for consideration each membership year.

5.4 Third Vice President

The Third Vice President shall act as Program Chairperson and also assume the duties of the President in the absence of the President and First and Second Vice Presidents.

5.4.1 The Program Chairperson shall:

5.4.1.a Organize speakers or entertainment for Hospitality events as required; and

5.4.1.b Assist with other activities during Hospitality events as required.

## 5.5 Fourth Vice President

The Fourth Vice President shall act as Hospitality Chairperson and also assume the duties of the President in the absence of the President and First, Second and Third Vice Presidents.

5.5.1 The Hospitality Chairperson shall:

5.5.1.a Organize and make reservations for Hospitality events such as luncheons, President's coffees, the Bi-annual and Annual General Meetings and special meetings;

5.5.1.b Sign the BEO when required for Hospitality events after approval by the President or Treasurer;

5.5.1.c Take members' reservations and collect payments for Hospitality events; and

5.5.1.d Arrange a Hospitality event in February, March and April at which Nominations and Elections business can be conducted.

## 5.6 Secretary

5.6.1 The Secretary shall:

5.6.1.a Record the minutes of all meetings;

5.6.1.b Send necessary correspondence and communications as authorized by the Board;

5.6.1.c Liaise with the Webmaster to publish minutes of the Bi-annual and Annual General Meeting or special meeting on the IWC website;

5.6.1.d Submit a list of current Board members and Constitutional changes to the Registrar General annually; and

5.6.1.e Contact the Registrar General to update legal requirements to maintain charitable status annually.

5.7 Treasurer

5.7.1 The Treasurer shall:

5.7.1.a Submit an accurate account at each meeting of the Board;

5.7.1.b Ensure that monthly accounts are available on the request of a Member in good standing;

5.7.1.c Ensure the Balance Sheet shall be published on the Website in September of each year;

5.7.1.d Receive all Club funds;

5.7.1.e Submit a signed balance sheet and income statement annually to the Registrar General; and

5.7.1.f In the event of the absence of the Treasurer, the Board shall appoint one of its members to act as Treasurer.

5.8 Social Chairperson

5.8.1 The Social Chairperson shall:

5.8.1.a Organize at least four Social events for Club members which may include their family or partner or guest each year; and

5.8.1.b Sign the BEO when required for Social events after approval by the President or Treasurer.

5.9 New Islanders Chairperson

5.9.1 The New Islanders Chairperson shall:

5.9.1.a Send welcome emails to new members;

5.9.1.b Hold monthly coffee events throughout the year October to May;

5.9.1.c Arrange at least five additional social events and one end of year event to include all New Islanders registered within one year;

5.9.1.d Issue invitations to registered New Islanders and Board members. Additional invitations may be issued to the general membership at the discretion of the New Islanders Chairperson in special circumstances;

5.9.1.e Announce new members to the membership at the Club Bi-annual and Annual General Meetings or Hospitality events; and

5.9.1.f Solicit and match Club members to be mentors for New Islanders as required.

5.10 Publications Chairperson

5.10.1 The Publications Chairperson shall:

5.10.1.a Send email communications with link to the Newsletter;

5.10.1.b On request print and mail the newsletter to members who do not have email addresses;

5.10.1.c Gather monthly reports from the Board members and Activity coordinators to compile into the monthly IWC Newsletter; and

5.10.1.d Submit the IWC Newsletter to the President and Secretary or nominated Board member to proofread and approve before publication.

5.11 Publicity Chairperson

5.11.1 The Publicity Chairperson shall:

5.11.1.a Manage all public relations relating to the Club;

5.11.1.b Keep a digital yearbook of the year's events to be presented to the President upon completion of her full year of office;

5.11.1.c Design other Club publications as needed (for example, a flyer or brochure for a special event); and

5.11.1.d Manage social media.

5.12 Webmaster

5.12.1 The Webmaster shall:

5.12.1.a Be responsible for the operation and maintenance of the Club website;

5.12.1.b Manage the "Cloud" or other filing system for IWC records and documents;

5.12.1.c Manage email setup for all Board members with addresses @iwcbda.com; and

5.12.1.d Maintain digital archives.

ARTICLE VI – BOARD GOVERNANCE

- 6.1 A majority of the Board shall constitute a quorum for the transaction of business.
- 6.2 The Board shall meet once a month from September to June, inclusive.
- 6.3 No Officer of the Club, Chairperson of a committee or Activity coordinator shall transact any business of the Club or communicate on behalf of the Club outside of their remit without the consent of the Board.
- 6.4 The Board shall have power to act in all emergencies.
- 6.5 An Officer who is absent from three consecutive meetings of the Board without valid excuse may, at the discretion of a majority of the remaining Officers, be replaced for the balance of her term by an appointee. The President shall be empowered to appoint an interim replacement who must be approved by the Board to fill a vacancy until the next election.
- 6.6 Deputies
  - 6.6.1 A Chairperson may propose a Deputy Chairperson who shall be approved by a majority vote of the Board.
  - 6.6.2 In the absence of a Chairperson, her Deputy Chairperson shall attend all Board meetings and assume all responsibilities of the Chairperson.
  - 6.6.3 A Deputy Chairperson shall have a proxy vote of the absent Chairperson.
  - 6.6.4 An Officer may be a Deputy of another Officer of the Board. In the event a vote needs to be taken the Deputy Officer shall only be allowed to vote once.
- 6.7 Special Committees and/or Sub-Committees
  - 6.7.1 Committee chairpersons necessary to carry on the objectives of the Club shall be appointed by the President.
  - 6.7.2 A committee for any specific event or project shall be chaired by the relevant Board Chairperson and made up with Club members interested in the event or project.
  - 6.7.3 The Committee chairperson shall update the Board of progress at the IWC Board meetings as needed.

ARTICLE VII – ETHICAL STANDARDS

7.1 Ethical Conduct

The Club requires all its Board and members to observe high standards of ethical conduct in the execution of their duties and responsibilities as specified in the Constitution, By-laws and Standing Rules.

7.2 Confidentiality

The Board and members of the Club shall not disclose personal information held on the Club's website and database other than with the consent of the person concerned and/or to persons who have a legitimate or legal need for such information.

7.3 Conflict of Interest

7.3.1 The Board members and members of the Club shall act in the best interest of the Club at all times.

7.3.2 The Board members and members of the Club shall be disqualified from acting (unless agreed otherwise with the Board at a Board meeting) when they have any actual or potential conflict of interest that may impede or be perceived as impeding their capacity to act in good faith in the best interest of the Club.

7.4 Presumption of Conflict

7.4.1 A conflict of interest shall be presumed when:

A Board member or any individual acting in that capacity for a Board member ie their deputy; or member of their immediate family; has a close affiliation or interest in an affected organization, company or charity or could expect financial gain or loss from a matter being considered by the Club.

7.5 Discrimination

The Club shall not discriminate against any person based on race, colour, religion, national origin, disability, age or sexual orientation.

ARTICLE VIII – MEETINGS

- 8.1 The Bi-Annual and Annual meetings of the Club shall be held in October and May, respectively, each year. Minutes shall be taken and published on the website.
- 8.2 The May meeting shall be the Annual General Meeting.
- 8.3 The date of any meeting may be changed by the President upon due notice to the members.
- 8.4 A special meeting may be called by the President or by the Board at any time. Each member shall in such event be notified.
- 8.5 Twenty members shall constitute a quorum for the transaction of business.

ARTICLE IX – PARLIAMENTARIAN AND PARLIAMENTARY AUTHORITY

- 9.1 Robert’s Rules of Order Revised shall govern the proceedings of the Club provided it does not conflict with the Constitution and By-laws.
- 9.2 A Parliamentarian shall be appointed by the President and approved by the Board to research and advise on Robert’s Rules of Order as required.

ARTICLE X – COMPLIANCE OFFICER

- 10.1 A Compliance Officer shall be appointed by the Board.
- 10.2 The Compliance Officer shall be responsible for ensuring that the IWC complies with the Charities (Anti-Money Laundering, Anti-Terrorist Financing & Reporting) Regulations 2014 and any applicable regulatory laws and regulations.

ARTICLE XI - AMENDMENTS

- 11.1 The Constitution and By-laws may be amended by a two-thirds vote of the members present at a regular or special meeting, provided the proposed amendment has been approved by a two-thirds vote of the Board and a copy thereof sent to each member at least one month before the vote is taken.



Please note that the Club members are not required to consider or vote on Standing Rules. They are included here for reference as many Standing Rules have been proposed for inclusion in the By-Laws.

Additionally proposed additions have been included as discussion points for the Board.

The Board shall consider Standing Rules and may change them from time to time by a simple majority. – Robert’s Rules of Order.

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### STANDING RULES

#### SR 1 Records

- 1.1 Each Board member and Activity coordinator shall keep appropriate records to hand over to her successor.

#### SR 2 Activities

- 2.1 Non-Members may attend two Hospitality events or Social events per calendar year, either as a guest of a member or by invitation of the Board. Non-Members may participate in Club functions at the discretion of the Board.
- 2.2 Only members may make or cancel reservations for Hospitality events, Social functions, activities and meetings.
- 2.3 Any member who cancels a reservation made for Hospitality events, Social functions, activities and meetings for herself (or any non-Member guest she has invited) after the reservation deadline has passed must pay the appropriate charge within 30 days.
- 2.4 The President shall appoint Board members each year to act as the liaison to support the Activity coordinators.
- 2.5 Board members shall update the President and fellow Board members on their liaison activities at the Board meetings.
- 2.6 Each Activity coordinator shall nominate a deputy.
- 2.7 The coordinator or deputy of each Activity shall update information on the IWC website.
- 2.8 When an Activity must be cancelled or venue changed the “blog” section of the website must be updated.

SR 3 New Activity Guidelines

- 3.1 Anyone wishing to start up a new activity shall seek Board approval to be classed as an IWC Activity.
- 3.2 The following need to be provided to the Board before consideration can be given to any proposed new activity:
  - 3.2.1 A trial of 2/3 months is recommended before the proposed shall be considered.
  - 3.2.2 Who is and will be the Coordinator of the activity going forward once approval has been granted?
  - 3.2.3 How many people are interested in this activity? And the average number of attendees during the trial period? This information is needed, to see if this activity is sustainable going forward.
  - 3.2.4 How often and on what day and time is this activity proposed to take place?
  - 3.2.5 Is there any cost to this activity?
  - 3.2.6 The IWC Board shall support and actively promote for members, and New Members, to participate in the activity through the website and other medium.
  - 3.2.7 Once Board approval is given a Board liaison shall be appointed who shall then update the Board on progress.