

**INTERNATIONAL WOMEN'S CLUB OF BERMUDA  
CONSTITUTION AND BYLAWS  
VERSION 2.8 - JUNE 2019**

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# INTERNATIONAL WOMEN'S CLUB OF BERMUDA

## CONSTITUTION

### **ARTICLE I - NAME**

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

### **ARTICLE II - OBJECTS**

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

### **ARTICLE III - LIQUIDATION**

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

# INTERNATIONAL WOMEN'S CLUB OF BERMUDA

## BYLAWS

### MEMBERSHIP

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

1. **Types of Members** - There shall be three types of members: Current, Lifetime, and Honorary.
  - a. Current - Current Members are those whose Club dues and/or Club fees and charges for the current year have been paid and are up-to-date.
  - b. Lifetime - Any Member who has served as President shall automatically be given Lifetime membership status on completion of a full term of office. Additionally, the Board could offer Lifetime membership to any Member. A Lifetime Member shall have all the privileges and responsibilities of a Member, but she shall be exempt from yearly dues. She shall be responsible for all other fees and charges.
  - c. Honorary - 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 Deputy Governor, the Premier of Bermuda, the United States Consul General and other dignitaries as deemed necessary by the Executive Committee. If the invitation is accepted, an Honorary Member shall be exempt from all dues, fees and charges at the discretion of the Board and shall not have voting privileges. Honorary membership shall cease upon termination of office of the member or the member's spouse as appropriate.
2. **Application** - Women who wish to join the Club shall apply using the Member application form (as amended from time to time). Once a Member application form and dues payment have been received, they shall be processed by the relevant Board Members.
3. **Rules of Membership** - Members must conduct themselves at all times in line with the Club's Constitution, Bylaws, and Standing Rules.
  - a. Provided a Member's dues and any Club fees and/or charges are up-to-date, she is entitled to join in all the general membership activities and social events arranged by the Club and in addition is entitled to vote at the Club meetings.
  - b. Any Member in arrears shall be suspended until her debts have been paid. Suspended Members have no right to take part in the proceedings of any meeting or Club event, nor vote.
  - c. All complaints regarding the behaviour of Members should be submitted in writing to the Secretary. The Executive Committee (EC) will meet to hear complaints as soon as is practical, ideally within 30 days. The EC has the power to take disciplinary action including the termination of membership.
  - d. The outcome of a disciplinary hearing should be notified in writing to the person who lodged the complaint and to the Member against whom the complaint was made within 30 days of a hearing.

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- e. There is a right of appeal to the EC following the announcement of disciplinary action. The EC should consider the appeal within 30 days of the Secretary receiving the appeal.
4. **Renewal of Membership** - The membership year runs from 1st July each year. Renewals are accepted by the Club using methods approved by the Board.
  - a. Any Member failing to pay her dues by 30 June shall pay the higher membership renewal fee by 30 September. Any Member failing to pay her dues by 30 September shall be considered a lapsed member. Membership privileges may be limited for lapsed Members.
5. **Resignation of Membership** - Resignations shall be presented in writing as they occur to the Membership Chair. Upon resignation, all rights and privileges of membership cease.
6. **Reinstatement of Membership** - A Member having resigned in good standing may reapply for membership at any time.
7. **Termination of Membership** - The Board may, at its discretion and with a majority vote of the Board, expel a Member.

### OFFICERS

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

President;

First Vice President - Membership;

Second Vice President - Philanthropy;

Third Vice President - Secretary;

Fourth Vice President - Treasurer;

Hospitality Chair;

New Islanders Chair;

Programs Chair;

Publications Chair;

Publicity Chair;

Social Chair;

Webmaster; and

Immediate Past President.

1. On completion of her full term of office, the Immediate Past President shall become a voting member of the Board for one year in an advisory capacity. Her term may be extended at the discretion of the President and the Board.
2. In each Club year, the President may appoint Officers to fill vacancies on the Board, with Board approval.
3. The President and Four Vice Presidents shall be referred to as the Executive Committee.

### DUES & FINANCE

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

1. **Dues** - Dues for the fiscal year shall be payable annually by 30 June. The Board may, from time to time, review the amount of annual dues and, upon the approval of the Board, change the dues.
2. **Investments** - All monies held by the IWC shall be placed in the IWC bank accounts. Bank accounts in the name of the Club shall be established at a bank designated by the Board with the provision that the President, Treasurer, First Vice President, and Social Chair shall be co-signatories. The Club shall endeavour to keep a minimum of 2 years' operating costs in the bank at all times.
3. **Disbursements** - Distribution of funds may be made with the approval of the Board.
  - a. Disbursements of IWC funds shall be by cheque or online bank transfer or cash with receipt.
  - b. The cheque must bear two signatures from the co-signatories. At least one of the signatures shall be affixed in person.
  - c. Online transfers shall be initiated by the appropriate Board member and activated by a co-signatory.
  - d. All written event, activity, dining, Banquet Event Order Forms ("BEO") or other contracts and obligations of the Club must be submitted by the Hospitality, Social Chair or Activity Coordinator to the President or Treasurer for review and approval.
4. **Funds** - Funds of the Club shall be derived from the dues and from such other sources as the Board may approve.
  - a. Special voluntary subscriptions may be collected for any project undertaken by the Club.
  - b. Members collecting funds in the name of an IWC committee, activity or project must present them to the Member leading that committee, activity or project who shall record them.
  - c. Amounts in excess of \$200 must be paid over to the Treasurer of the Club or the IWC account as soon as possible but not later than 30 days of receipt.
5. **Donations** - Board approved donations of more than \$1,000 must also be approved by the Members. Appeals for charitable donations from the Club can only be made with a majority approval of the Board.
6. **Reimbursements** - Officers, Committee Chairs and Activity Coordinators shall make requisitions to the Treasurer for funds necessary for their projects.
  - a. Unbudgeted expenditures shall be presented to the Board for review and approval or ratification prior to payment.
  - b. Compensation - No Member of the IWC shall be employed by, receive any financial compensation from, or have any business interests with the IWC. Any conflicting business interest will be reviewed and if necessary, approved by the Board.

## NOMINATIONS AND ELECTION TO OFFICE

## INTERNATIONAL WOMEN'S CLUB OF BERMUDA

1. **Nominating Committee** - By the February Board meeting of the Club, the President shall appoint a Chair of the Nominating Committee. Two additional members of the Nominating Committee shall be recruited from the membership by the Nominations Chair.
2. **Nominations** - Nominations for all Board positions shall be accepted from the Members of the Club annually, in February and March.
  - a. The Nominating Committee shall select at least one nominee for each office of the Club.
  - b. 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.
  - c. The Nominations Chair shall update the Board at the March Board meeting. If positions remain vacant, the Board shall make efforts to solicit members and/or consider changes in the existing Board positions where warranted.
  - d. The list of the Committee's nominees shall be communicated to the membership in a timely manner.
3. **Eligibility** - Elected Officers shall be eligible for election to the same office for two consecutive terms.
  - a. A term shall consist of one year.
  - b. Officers are eligible to be elected to a different office.
  - c. In the event a position cannot be filled by the Nominating Committee, an elected Officer may remain in her position until a replacement is found.
4. **Election Process** - 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 1st July.
  - a. The President shall appoint an Election Chair prior to the May Annual General Meeting.
  - b. All elections shall be by show of hands unless there is more than one candidate for any Office, in which case there will be a ballot vote.
  - c. The election to any office shall be by a majority vote.
  - d. All absentee ballots must be delivered to the Election Chair within the two weeks prior to the election.
5. **Term** - The term of newly elected Officers shall be effective July 1st.

### DUTIES OF OFFICERS

**President** - The President shall:

1. Preside at all meetings;
2. Arrange Board meetings and venues;
3. Exercise general supervision over the affairs of the Club and of Office; and
4. Be an ex-officio member of all committees except the Nominating Committee.

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**First Vice President - Membership** - 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 Chair. The Membership Chair shall:

1. Maintain members' details on all relevant IWC platforms;
2. Liaise as necessary with the appropriate Board members to carry out this role;
3. Present membership statistics to the Board each month as required;
4. Carry out the membership dues renewal process commencing in April each year; and
5. Deal with general queries from active, former or potential new members as necessary.

**Second Vice President - Philanthropy** - The Second Vice President shall act as Philanthropy Chair and also assume the duties of the President in the absence of the President and First Vice President. The Philanthropy Chair shall:

1. Arrange fundraising events and charitable projects throughout the membership year to benefit registered charities;
2. Source raffle prizes and other gifts as required for the fundraising events;
3. Seek suggestions from the IWC membership for registered charities to receive funds raised;
4. Send out, receive and review grant application forms; and
5. Present grant applications to the Board for consideration each membership year.

**Third Vice President - Secretary** - The Third Vice President shall act as Secretary and also assume the duties of the President in the absence of the President and First and Second Vice Presidents. The Secretary shall:

1. Record the minutes of all meetings;
2. Receive and disseminate correspondence;
3. Inform members of the Annual General Meeting or special meeting;
4. Submit a list of current Board Members and Constitutional changes to the Registrar General annually;
5. Update the Registrar General of additional changes to the IWC Board as required by law; and
6. Submit any documentation required by the Registrar General annually.

**Fourth Vice President - Treasurer** - The Fourth Vice President shall act as Treasurer and also assume the duties of the President in the absence of the President and First, Second, and Third Vice Presidents. The Treasurer shall:

1. Submit an accurate account at each meeting of the Board;
2. Ensure that monthly accounts are available on the request of a Member in good standing;
3. Ensure the Balance Sheet shall be published in September of each year;
4. Receive all Club funds;
5. Submit a signed balance sheet and income statement annually to the Registrar General; and

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6. In the event of the absence of the Treasurer or her Deputy, the Board shall appoint one of its Members to act as Treasurer.

### **Hospitality Chair** - The Hospitality Chair shall:

1. Organize and make reservations for Hospitality events such as luncheons, President's coffees, the Annual General meeting and special meetings;
2. Finalize venue details with a member of the Executive Committee.
3. Prepare and send invitations for each event to the membership;
4. Take Members' reservations and collect payments for Hospitality events; and
5. Collect unpaid luncheon fees from no-show Members.

### **New Islanders Chair** - The New Islanders Chair shall:

1. Send a welcome message to new members;
2. Hold regular events throughout the year October to May;
3. Issue invitations to registered New Islanders, Mentors and Board members (as space permits). Additional invitations may be issued to the general membership at the discretion of the New Islanders Chair in special circumstances; and
4. Solicit and match Club Members to be mentors for New Islanders as required.

### **Programs Chair** - The Programs Chair shall:

1. Organize speakers or entertainment for Hospitality events as required; and
2. Assist with other activities during Hospitality events as required;
3. Source thank you gifts for speakers and entertainers.

### **Publications Chair** - The Publications Chair shall:

1. Distribute regular communications;
2. Gather regular reports from the Board members and Activity Chairs to compile into communications; and
3. Submit communications to a Board member to proofread and approve before publication.

### **Publicity Chair** - The Publicity Chair shall:

1. Manage all public relations relating to the Club;
2. Keep a digital yearbook of the year's events to be presented to the President upon completion of her full year of office;
3. Design other Club publications as needed (for example, a flyer or brochure for a special event); and
4. Manage IWC social media posts.

### **Social Chair** - The Social Chair shall:

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



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2. Create a calendar of social events and present to an Executive Committee member for approval prior to booking.

### **Webmaster** - The Webmaster shall:

1. Be responsible for the operation and maintenance of the Club website and social media platforms;
2. Manage the "Cloud" or other filing system for IWC records and documents;
3. Manage email setup for all Board members with addresses @iwcbda.com; and
4. Maintain digital archives.

## **BOARD GOVERNANCE**

### **Officers**

1. A majority of the Board shall constitute a quorum for the transaction of business.
2. The Board shall meet once a month from September to June, inclusive.
3. No Member shall transact any business of the Club or communicate on behalf of the Club outside of her remit without the consent of the Board.
4. The Board shall have power to act in all emergencies.
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 to fill a vacancy until the next election.
6. The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Board Member against all expenses and liabilities, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action in which she may become involved by reason of her service; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding. The amount of this indemnity is limited to the available coverage under the insurance policy(ies) in effect.

### **Deputies**

1. During the term of office, an Officer may propose a Deputy who shall be approved by a majority vote of the Board.
2. In the absence of an Officer, her Deputy shall attend all Board meetings and assume all responsibilities of the Officer.
3. A Deputy shall have a proxy vote of the absent Officer.

### **Special Committees and/or Sub-Committees**

1. Committee Chairs necessary to carry on the objectives of the Club shall be appointed by the President.
2. A committee for any specific event or project shall be chaired by the relevant Officer and made up with Club members interested in the event or project.
3. The Committee Chair shall update the Board at IWC Board meetings as needed.

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### ETHICAL STANDARDS

The Club requires its Members to observe high standards of ethical conduct in the execution of their duties and responsibilities as specified in the Constitution, Bylaws and Standing Rules.

1. **Confidentiality** - The Members of the Club shall not disclose personal information held by the Club other than with the consent of the person concerned and/or persons who have a legitimate or legal need for such information.
2. **Conflict of Interest** - The Board and Members of the Club shall:
  - a. Act in the best interest of the Club at all times; and
  - b. Be disqualified from acting (unless agreed otherwise with the Board) 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.
3. **Presumption of Conflict** - A conflict of interest shall be presumed when: A Board Member, Deputy, or immediate family of a Member 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.
4. **Discrimination** - The Club or any Member shall not discriminate against any person based on race, colour, religion, national origin, disability, age or sexual orientation.
5. **Anti-Bullying** - Bullying occurs when a person or a group of people repeatedly behaves unreasonably towards another AND the behavior creates a risk to health and safety. Bullying does not include reasonable management action carried out in a reasonable manner. Bullying behavior may involve but not be limited to the following:
  - a. Aggressive or intimidating conduct
  - b. Belittling or humiliating comments
  - c. Spreading malicious rumors
  - d. Teasing, practical jokes or 'initiation ceremonies'
  - e. Exclusion from club-related events
  - f. Unreasonable volunteer expectations, including too much or too little activity
  - g. Displaying offensive material
  - h. Pressure to behave in an inappropriate manner.

In the event of a bullying complaint or allegation, Rules of Membership, Rule 3, Items c-e shall apply.

### MEETINGS

The Annual General Meeting (AGM) of the Club shall be held in May each year. Minutes shall be taken and provided to Members.

1. The date of any meeting may be changed by the President upon due notice to the Members.
2. A special meeting may be called by the President or by the Board at any time. Each Member shall in such event be notified.
3. Twenty Members shall constitute a quorum for the transaction of business.

## **INTERNATIONAL WOMEN'S CLUB OF BERMUDA**

### **PARLIAMENTARIAN AND PARLIAMENTARY AUTHORITY**

Robert's Rules of Order (most recent edition) and the IWC Handbook shall govern the proceedings of the Club, provided they do not conflict with the Constitution and Bylaws.

1. A Parliamentarian may be appointed by the President and approved by the Board to research and advise on Robert's Rules of Order as required.

### **COMPLIANCE, PIPA AND THE BRIBERY ACT**

The Board shall select a Board Member to insure Club compliance with the AML, PIPA and Bribery Act requirements. This Board member shall be responsible for ensuring that the IWC complies with the:

1. Charities (Anti-Money Laundering, Anti-Terrorist Financing & Reporting) Regulations 2014 and any applicable regulatory laws and regulations;
2. Personal Information Protection Act 2016 and its amendments; and
3. The Bribery Act as presented to the IWC by the Government of Bermuda.

### **AMENDMENTS**

The Constitution and Bylaws 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 majority vote of the Board and a copy thereof sent to each member at least one month before the vote is taken.