

THE INTERNATIONAL WOMEN'S CLUB - BERMUDA

Constitution and Bylaws

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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 remaining, after the payment of necessary expenses, are to be distributed to Bermuda registered charities in good standing located in Bermuda as appointed by the Board.

BYLAWS

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 and other relevant social media platforms shall then be made available to the member.

1.4 Rules of Membership

1.4.1 Members must conduct themselves at all times in the best interests of the IWC and in line with the Club's Constitution, Bylaws 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 fees by 90 days or more, or who is not acting in line with the Club's Constitution, Bylaws, or Standing Rules may have her membership terminated, and shall have no right to vote or otherwise take part in the proceedings of any meeting Club event or activity. All rights and access privileges to IWC website and social media platforms shall be removed.

1.5 Renewal of Membership

1.5.1 The membership year runs from 1st July each year.

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

1.5.3 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 other IWC social media platforms or be allowed to participate in Club activities or events.

1.6 Resignation of Membership

1.6.1 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.

1.6.2 Upon resignation, all access, rights and privileges of membership cease.

1.7 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 via bank transfer on or before June 30th.

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 Once approved, the schedule of dues shall be added to the Standing Rules and posted on the Club's Website.

3.3 Banking and 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. The President, Treasurer, and at least two other members as nominated by the Board, shall be the signatories on the bank account with any two signing jointly.

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 any two authorized signatures. At least one of the signatures shall be affixed in person.
- 3.4.4 Online transfers shall be initiated by a signatory of the account and approved by any one of the other signatories..
- 3.4.5 All event, activity, dining, venue details or other similar financial obligations of the Club shall be finalized by the Hospitality or Social Chairperson or Activity coordinator with the President, Treasurer, or other authorized signatory for review and approval.

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 or receive any financial compensation for their service for the Club.

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 position 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 1st.

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

The term of newly elected Officers shall be effective July 1st.

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 of Office

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

5.2 First Vice President & Membership Chairperson

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.

The Membership Chairperson shall:

5.2.1 Maintain members' details on the IWC database;

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

5.2.3 Present membership statistics to the Board each month as required;

5.2.4 Carry out the membership dues renewal process commencing in April each year; and

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

5.3 Second Vice President & Philanthropic Chairperson

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.

The Philanthropic Chairperson shall:

- 5.3.1 Arrange fund raising events and charitable projects throughout the membership year to benefit registered charities;
- 5.3.2 Source raffle prizes and other gifts as required for the fund-raising events;
- 5.3.3 Seek suggestions from the IWC membership for registered charities to receive funds raised;
- 5.3.4 Send out, receive and review grant application forms; and
- 5.3.5 Present grant applications to the Board for consideration each membership year.

5.4 Hospitality Chairperson

The Hospitality Chairperson shall:

- 5.4.1 Organize speakers or entertainment for Hospitality events as required;
- 5.4.2 Organize and make reservations for Hospitality events such as luncheons, President's coffees, the Bi-annual and Annual General Meetings and special meetings;
- 5.4.3 Finalize event and venue details for Hospitality events with the President, Treasurer or other Board member;
- 5.4.4 Take members' reservations and facilitate the collection of payments for Hospitality events; and
- 5.4.5 Arrange a Hospitality event in February, March and April at which Nominations and Elections business can be conducted.

5.5 Secretary

The Secretary shall:

- 5.5.1 Record the minutes of all meetings;
- 5.5.2 Send necessary correspondence and communications as authorized by the Board;
- 5.5.3 Liaise with the Webmaster to publish minutes of the Bi-annual and Annual General Meeting or special meeting on the IWC website;
- 5.5.4 Submit a list of current Board members and Constitutional changes to the Registrar General annually; and
- 5.5.5 Contact the Registrar General to update legal requirements to maintain charitable status annually.

5.6 Treasurer

The Treasurer shall:

- 5.6.1 Submit an accurate account at each meeting of the Board;
- 5.6.2 Ensure that monthly accounts are available on the request of a Member in good standing;

5.6.3 Ensure the Balance Sheet shall be published on the Website in September of each year;

5.6.4 Receive all Club funds;

5.6.5 Submit a signed balance sheet and income statement annually to the Registrar General; and

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

5.7 Social

The Social Chairperson shall:

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

5.7.2 Finalize venue and event details for Social events after approval by the President or Treasurer or another Vice President;

5.8 New Islanders

The New Islanders Chairperson shall:

5.8.1 Send welcome emails to new members;

5.8.2 Hold monthly coffee events throughout the year October to May;

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

5.8.4 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;

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

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

5.9 Communications

The Communications Chairperson shall:

5.9.1 Send email communications with link to the Newsletter;

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

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

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

5.9.5 Manage all public relations relating to the Club;

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

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

5.9.8 Manage social media.

5.10 Webmaster

The Webmaster shall:

5.10.1 Be responsible for the operation and maintenance of the Club website;

5.10.2 Manage the "Cloud" or other filing system for IWC records and documents;

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

5.10.4 Maintain digital archives.

ARTICLE VI – BOARD GOVERNANCE

6.1 Board Quorum

A majority of the Board shall constitute a quorum for the transaction of business.

6.2 Board Meetings

The Board shall meet once a month from September to June, inclusive.

6.3 Club Business

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 Emergency Authority

The Board shall have power to act in all emergencies.

6.5 Board Meeting Attendance

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 its Board and all members to observe high standards of ethical conduct in the execution of their duties and responsibilities and while participating in Club meetings, events, and activities, and when using IWC website, Club communication and social media platforms as outlined in the Constitution, Bylaws and Standing Rules.

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 Annual General Meeting The May meeting shall be the Annual General Meeting.

8.3 Notice of Meetings The date of any meeting may be changed by the President upon due notice to the members.

8.4 Special Meetings may be called by the President or by the Board at any time. Each member shall in such event be notified.

8.5 Meeting Quorum Twenty members shall constitute a quorum for the transaction of business.

ARTICLE IX – PARLIAMENTARIAN AND PARLIAMENTARY AUTHORITY

9.1 The Club is governed by its Constitution, Bylaws and Standing Rules in that order. In situations, where the Constitution, Bylaws or Standing Rules do not cover an event, then Robert's Rules of Order (most recent edition) shall be the guide.

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(S)

10.1 A Compliance Officer(s) shall be appointed by the Board.

10.2 The Compliance Officer(s) shall be responsible for ensuring that the IWC complies with relevant Bermuda laws and regulations including but not limited to:

- the Charities Act;
- the Charities (Anti-Money Laundering, Anti-Terrorist Financing & Reporting) Regulations 2014;
- Personal Information Protection Act (PIPA);
- Anti Bribery

The Compliance Officer(s) need not be a member of the Board, but shall have immediate right of access to the President, or any other member of the Board, and to Board and Club documentation should the need arise while fulfilling her duties.

ARTICLE XI – 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 two-thirds vote of the Board and a copy thereof sent to each member at least one month before the vote is taken.

Document History

Version No	Comments	Author	Approved by & Date
2.7	Version 2.7	M Jett	Members – 13 Sept 2017
2.8	Version 2.8 Circulated. REPEALED		
3	Sections amended: Constitution Liquidation – payment after necessary expenses to registered charities in good standing; Rules of Membership-include in the best interests of the Club and Standing Rules, move Suspension to Standing Rules; inserted access to social media platforms throughout document; Ability to obtain approval from another VP for changes in venue/costs; Moved confidentiality, conflicts of interest, discrimination to new Members’ section of Standing Rules; Compliance section updated with relevant laws. Working Draft 2.7.15 Approved. Published as V3.	B Vesey	Board – 6 Nov. 2019 Members – 11 Dec. 2019
3.1	Sections amended: 3.3.2 and 3.4.4. re. Signatories on Bank accounts and online banking to be consistent - The President, Treasurer, First VP/Membership Chair and Social Chair shall be the signatories on the bank account with any two signing jointly.	B Vesey	Board - 14 April 2021 Members - 18 May 2021
3.2	Sections amended: 1.4.3 clarifying wording re any member that in arrears by >= 90 days can have their membership removed; 3.2.3 membership dues schedule to be moved to Standing Rules; 3.3 Authorized signatories to be President, Treasure and at least 2 other board members; 4.1.3.d removing references to “acting” chairperson; 5. Merging Hospitality & Programs and Publicity & Publications chairs into one Hospitality Chair and Communications Chair respectively.	B Vesey	Board – 6 April 2022 Members – 11 May 2022