



2018 Convention – Bylaw Packet

Proposed Bylaw Amendments for Delegate Vote at 2018 Convention

- Bylaw Amendment Proposals Submitted by:**
- Quota International of Beenleigh, QLD, Australia
 - Quota International of Brisbane City, QLD, Australia
 - Quota International of Jimboomba, QLD, Australia
 - Quota International of Redcliffe, QLD Australia

 - Quota International Region 2, Ohio, United States
 - Quota International Board of Directors

Articles being addressed:

Conforming Article..... Page 2

Article II: Mission Statement and Objects Page 3

Article VI: Quota International Section 1. Officers Named A. Elected Officers Page 4-6

Article VI: Quota International Section 1. Officers Named B. Board Composition..... Page 4-6

Article VI: Quota International Section 2. Eligibility and Term Page 7-8

Article VI: Quota International Section 1. Officers Named C. Officers Named Page 9

Article VII: Nominations and Elections Section 1. Nominations A. Nominating Committee Page 10

Article VII: Nominations and Elections Section 1. Nominations C. Duties Page 10

Article VI: Quota International Section 3. Vacancies Page 11

Article VI: Quota International Section 4. Duties A. President Shall..... Page 12

Article VII: Nominations and Elections Section 2. Elections Page 13

Article XIV: Regions Section 1. Regional Officer C. Eligibility (Clarifying Proposal)..... Page 14

Article VI: Quota International Section 4. Duties C. Vice Presidents (Green Sheeted)..... Page 15

Article XIV: Regions Section 1. Regional Officer B. Term of Office (Green Sheeted)..... Page 16-17

Article XIV: Regions Section 1. Regional Officer E. Duties (Green Sheeted) Page 18

Article XIV: Regions Section 2. Regional Meeting B. Content (Green Sheeted)..... Page 19

2018 Convention – Proposed Bylaw Amendments

CONFORMING ARTICLE

SUBMITTED BY: the Quota International Board of Directors

Be it resolved that the Executive Director be authorized to correct article and section designations, punctuation and cross references and to make such other technical and confirming changes as may be necessary to reflect the intent of the organization in connection with its Bylaws.

RATIONALE: This ensures a consistent and time efficient approach to the bylaw documentation. It does not change the intent of the adopted bylaws. It only changes the formatting, grammar, and punctuation to speed the deliberative process.

ARTICLE II: MISSION STATEMENT AND OBJECTS

Submitted By: Region 2 Received: December 28th, 2017

Reads at Present	Proposed Change
<p>A. The Mission Statement for Quota International is: Quota International is a non-profit organization empowering women, children, the deaf, hard-of-hearing, and speech-impaired in local communities around the world.</p>	<p>A. The Mission Statement for Quota International is: Quota International is a non-profit organization empowering women, children, the deaf, and hard-of-hearing in local communities around the world.</p>

RATIONALE: A mission statement is a written declaration of an organization’s core purpose and focus that normally remains unchanged over time. Properly crafted mission statements (1) serve as filters to separate what is important from what is not; (2) clearly state which markets will be served and how, and (3) communicate a sense of intended direction to the entire organization.

A mission is different from a vision in that the former is the cause and the latter is the effect; a mission is something to be accomplished whereas a vision is something to be pursued for that accomplishment. Also called company mission, corporate mission, or corporate purpose.

In 2014 at the Cincinnati convention, the mission statement was presented for adoption. As originally presented it was a powerful and positive statement and presented a complete framework for all the various service projects supported by individual clubs. It was amended adding the words; “and speech-impaired”. The addition of speech impaired as a category of people to be empowered might have been clarified if the Oxford comma process had been used as it would have been a separate population. However, as it was, members associated with the deaf and hard of hearing community found it insensitive. They believe it would be better if removed.

As we move forward it is imperative that we have a strong mission statement that is concise, clear, and embraced by all members.

ARTICLE VI: Quota International SECTION 1. Officers Named

Submitted By: Region 2 Received: December 28th, 2017

Reads at Present	Proposed Change
<p>A. Elected Officers. The elected officers of Quota International shall be a president, president-elect/treasurer, and three vice presidents. A maximum of three board officers from one country can serve on the board of directors.</p> <p>B. Appointed Officer. An executive director shall be appointed by the board of directors.</p>	<p>A. Elected Officers. The elected officers of Quota International shall be nine (9) directors. These nine (9) directors shall comprise the Quota International Board of Directors.</p> <p>B. Board Composition. The composition of the board shall be as follows: Four (4) directors from North America Three (3) directors from South Pacific Two (2) directors from the remaining countries, for example, Philippines, India, Netherlands, Suriname, Aruba, Curacao, St. Eustatius, Trinidad and Tobago. Directors shall be elected only by the membership of their respective geographical area.</p> <p>C. Officers named. The directors shall elect a president, vice president, and treasurer to serve for a two-year term. The president, vice president, and treasurer shall be elected by the board of directors. Any director having served a minimum of one year on the board shall be eligible to serve as either president, vice president, or treasurer of the board. A director must have a minimum of one (1) year of service to be eligible to serve as president, vice president, or treasurer. The positions of president, vice president, and treasurer may not exceed two (2) terms.</p> <p>D. An executive director shall be appointed by the board of directors.</p>

RATIONALE on next page

ARTICLE VI: Quota International SECTION 1. Officers Named

RATIONALE: Changing the composition of the board to nine members with each representing a geographical area is a more equitable representation of the diversity of clubs throughout Quota International. Membership and community needs vary throughout Quota and we need to ensure these different needs and concerns are always represented and addressed by our International Board.

Quota International members want and need to be connected to board members that are familiar with the practices and challenges in their respective countries. We will have better representation per member country with a nine-member board as proposed.

Board members will have equal standing, resulting in a more cohesive team. They will be responsible for electing a president, vice president, and treasurer annually. This enhances the board's ability to ensure the board remains on target for goals and objectives of the organization.

Quota International is a corporation and as such needs to adhere to good business practices. The current practice is that the President determines the goals of the organization and champions those projects that drive us to those stated goals. Our business plan changes every two years when we have a new president. With the new board structure, we can produce three and five year business plans that all board members will be responsible for following through on. An organization cannot be successful when it changes its course every two years. We can and must adhere to a strategic plan that moves the organization forward.

Data used to determine the boards geographical composition is based solely on the number of clubs located in each of our member countries. We are an organization of member clubs, not individual members.

- North America: 139 clubs = Four (4) board members (54% of total clubs in Quota)
- South Pacific: 82 clubs = Three (3) board members (32% of total clubs in Quota)
- Philippines, India, Netherlands, Suriname, Aruba, Curacao, St. Eustatius, Trinidad & Tobago: 38 clubs = 2 board members (14% of clubs in Quota)

While overall cost of operations of the board should always be a concern and managed effectively, we should make decisions based on our organization and members needs, not solely from a financial perspective. Historically, making changes only to reduce or minimize expenses have not produced the desired outcomes. Instead members feel disenfranchised and less connected.

Continued on next page

ARTICLE VI: Quota International SECTION 1. Officers Named

RATIONALE continued from previous page

Still, the executive director and board can manage and budget more effectively knowing the composition of the board when producing three-year budgets.

Cost savings should also be realized in travel/flight expenses to Regional meetings as board members will attend the meeting closest to their location and not travel unreasonable distances to attend a weekend meeting. Currently, the travel costs for five board members to attend regional meetings range from \$500 - \$1,300+ per meeting for 21 regional meetings.

The costs of board meetings for five board members has ranged from \$8,000 - \$14,000 per meeting for travel, hotels, and meals. When booking multiple room nights for a larger group, lower pricing and free rooms can be negotiated.

Skype, Face Time, Go To Meeting, and no charge telephone conference calls are currently being employed by many business and service organizations as effective meeting venues and have proven to be successful for Quota also. Quota needs to utilize technology to meet more frequently allowing the board service to be less disruptive to personal lives while operating effectively with best practices. In person board meetings can be limited to the annual meeting in July.

We will have better representation per member country with a nine-member board as proposed.

This amendment would be paired with the Eligibility and Term amendment on the next page(s).

This amendment would take effect immediately and not after convention.

ARTICLE VI: Quota International SECTION 2. Eligibility and Term

Submitted By: Region 2 Received: December 28th, 2017

Reads at Present	Proposed Change
<p>A. Eligibility: An international officer or candidate for such office must:</p> <ol style="list-style-type: none"> 1. Be a member in good standing and from a club in good standing according to Article XII, Section 3. A.; 2. Have served one term as an area director, regional director, or district governor, and 3. Have served one term as an area director or vice president for the position of president-elect/treasurer. <p>B. Term: The president-elect/treasurer shall be elected for one term of two years only. At the end of the term, the president-elect/treasurer assumes the position of president for a two-year term. Three vice presidents shall be elected for a two-year term and may not serve two consecutive terms in that office. In the circumstances that an election cannot be held, the officer remains in office until a successor is elected.</p>	<p>A. Eligibility: An international board member or candidate for such office must:</p> <ol style="list-style-type: none"> 1. Be a member in good standing and from a club in good standing according to Article XII, Section 3. A.; 2. Have served one term as an area director, regional director, or district governor. <p>B. Term: the board of director shall be elected for a two (2) year term and may not serve more than three (3) terms in that office.</p>

RATIONALE: We currently elect all five (5) members at the same time. With the limited number of board meetings, valuable time is lost getting all the newly elected board members up to speed while the newly installed President is working towards changing the direction of the organization. The result is that we are constantly changing direction which produces negligible results and often leads to unproductive confusion, leaving our members wondering what our future holds. Staggering the election years for board members leads to stronger succession planning and continuity in leadership.

Implementation: If adopted;

Elected in **2018** (1) President (2018-2020), Vice President (2018-2020) and 3 Directors (2018-2020) Elect Treasurer from Board of Directors. Serving would be 5. Years of eligibility requirement waived for Treasurer position.

Continued on next page

ARTICLE VI: Quota International SECTION 2. Eligibility and Term

RATIONALE continued from previous page

2019-2021 Continuing in office :**

President Emilie (2018-2020)

4 Directors (2018-2020) 2018-2020 Vice President and Directors continue, elect four new directors.

Elect Treasurer from Board of Directors.

Elect 4 Directors; term 2019-2021.

Serving would be 9.

2020-2022 Continuing in office:**

4 Directors (2019-2021)

5 Directors (2020-2022)

Elect 5 Directors; term 2020-2022

President, Vice President, and Treasurer, elected by Board of Directors. Serving would be 9.

2021-2023 Continuing in office:**

5 Directors (2020-2022)

4 Directors (2021-2023)

5 Directors (2022-2024)

President, Vice President, and Treasurer, elected by directors. Serving would be 9.

**Which geographical regions elected in the first few years will be determined by outcomes of the 2018-2020 and 2019-2021 elections. Rotation will be established by countries represented with the intent to also have continuing and newly elected directors representing each region.

This amendment would be paired with the Elected Officers and Board Composition amendment on the previous page(s).

This amendment would take effect immediately and not after convention.

ARTICLE VI: Quota International SECTION 1. Officers Named

Submitted By: Beenleigh Club Received: December 17th, 2017

Reads at Present	Proposed Change
<p>A. Elected Officers. The elected officers of Quota International shall be a president, president-elect/treasurer, and three vice presidents. A maximum of three board officers from one country can serve on the board of directors.</p>	<p>A. Elected Officers. The elected officers of Quota International shall be a president, president-elect/treasurer, and three vice presidents.</p>

RATIONALE: At the time that this clause was inserted, Quotarins wanted to ensure 2 things:

1. That we had the best representation on the international board, and
2. To ensure a broad cross-section of board members, bringing a variety of experience and representation to the board table.

When we voted to re-structure Quota in 2012, there was a fear of one particular country (any one county) dominating the board in years to come. Time has proved that this has not occurred. At this time, it is important to ensure that the **very best candidates** are elected, irrespective of where they reside.

Since 2012, we have elected Presidents form USA, Australia, Canada, and the Philippines. This proves a broader cross-section of representation than ever seen prior to our restructure. Now is the time to realise we have achieved open, international representation, and to remove any impediment for the “best” candidate to succeed, irrespective of where they reside.

This amendment would be paired with the Nominations amendment on the next page. This amendment would take effect immediately and not after convention. IF OFFICERS NAMED PROPOSED AMENDEMENT FROM REGION 2 PASSES, THIS AMENDMENT WILL BE WITHDRAWN BY THE BYLAWS COMMITTEE AND NOT BE FORWARD FOR DEBATE.

ARTICLE VII: Nominations and Elections SECTION 1. Nominations

Submitted By: the Quota International Board Received: July 12th, 2017

Reads at Present	Proposed Change
<p>A. Any club may nominate only one of its members who meet the eligibility requirements for any international office.</p> <p>B. Notice of nomination for all officers is to be made on official forms provided for this purpose and sent to the executive director, postmarked no later than the date established by the board of directors and circulated to all clubs and regions.</p> <p>C. In the event there are no nominations for any given office, a special committee shall be appointed by the president of Quota International within fifteen days after the closing date of nominations to act as a nominating committee for that office.</p> <p>D. There shall be no nominations from the floor for international office.</p>	<p>A. Nominating Committee. A nominating committee shall be elected by the membership at convention. The nominating committee shall consist of 3 members elected by ballot. A plurality shall elect. The nominee receiving the highest number of votes shall be the chairperson. If there is a tie among the highest voter getters, the QI International President shall select the committee chairperson. If there are only three candidates for the committee positions, all three candidates shall be declared elected. The committee shall serve for a term of two years or until their successors are elected In the event there are insufficient nominees for the committee, the international president shall appoint the necessary number of members.</p> <p>B. Eligibility. <i>The language for eligibility for international office is repeated here.</i></p> <p>C. Duties. The nominating committee shall develop a slate of candidates for QI. The committee will select the nominees for international office using all criteria included in these bylaws. The committee shall have the authority to select candidates or decline candidates to ensure adherence to the geographical rule as specified in the bylaws. The committee shall develop criteria and methodology for selecting candidates before development of the slate.</p> <p>D. There shall be no nominations from the floor for international office.</p>

RATIONALE: A slate of candidates shall be included on the 2018 ballot. If the above proposed bylaw is not adopted, the committee members will not be considered elected.

This amendment would be paired with the Officers Named amendment on the previous page. This amendment would take effect immediately and not after convention.

ARTICLE VI: Quota International SECTION 3. Vacancies

Submitted By: Region 2 Received: December 28th, 2017

Reads at Present	Proposed Change
<p>A. In the event of a vacancy in the office of president, the president-elect/treasurer shall become president.</p> <p>B. A vacancy created in the office of president-elect/treasurer shall be filled for the unexpired term by the board of directors at the next meeting of the board provided notice of such special election has been sent with the notice of the meeting. In the event that a vacancy occurs when it is not feasible for the board to meet, the board shall elect by mail ballot from nominations made by the president. There would be an election at the following convention for the position of president. Candidates must have experience as an area director or a vice president.</p> <p>C. A vacancy created in the office of vice president shall be filled for the unexpired term by the board of directors at the next meeting of the board provided notice of such special election has been sent with the notice of the meeting. In the event that a vacancy occurs when it is not feasible for the board to meet, the board shall elect by mail ballot from nominations made by the president.</p> <p>D. Any person serving more than half a term to fill a vacancy in the office of president, president-elect/treasurer, or vice president shall be deemed to have served a full term.</p>	<p>A. In the event of a vacancy in the office of president, the vice-president shall become president.</p> <p>B. A vacancy created in the position of vice-president shall be filled for the unexpired term by the board of directors at the next meeting of the board provided notice of such special election has been sent with the notice of the meeting. In the event that a vacancy occurs when it is not feasible to meet, the board shall elect by mail ballot.</p> <p>C. A vacancy created in the office of director shall be filled for the unexpired term by the board of directors at the next meeting of the board provided notice of such special election has been sent with the notice of the meeting. In the event a vacancy occurs when it is not feasible for the board to meet, the board shall elect by mail ballot from nominations made by the chairman of the board.</p> <p>D. Any person serving more than half a term to fill a vacancy shall be deemed to have served a full term.</p>

RATIONALE: Replacing the officer names of vice president with director and president-elect/treasurer with vice-president.

This amendment would be paired with the Elected Officers and Board Composition amendment on the previous page(s).

ARTICLE VI: Quota International Section 4. Duties

Submitted By: Region 2 Received: December 28th, 2017

Reads at Present	Proposed Change
<p>A. The President Shall:</p> <ol style="list-style-type: none"> 1. Preside at all conventions and at all meetings of the board of directors; 2. Be the chief executive officer of Quota International; 3. Exercise a general supervision over the interests and welfare of Quota International; 4. Appoint all committees, subject to the approval of the board of directors; 5. Fill vacancy in the office of regional director; 6. Be ex officio member of all committees; 7. Call all conventions and meetings of the board of directors; and 8. Sign all legal documents, contracts, instruments authorized by action of the board of directors to be executed by the executive director. 	<p>A. The President shall:</p> <ol style="list-style-type: none"> 1. Preside at all conventions and at all meetings of the board of directors; 2. Exercise a general supervision over the interests and welfare of Quota International; 3. Appoint all committees, subject to the approval of the board of directors; 4. Fill vacancy in the office of regional director; 5. Be ex officio member of all committees; 6. Call all conventions and meetings of the board of directors; and 7. Sign all legal documents, contracts, instruments authorized by action of the board of directors to be executed by the executive director.

RATIONALE: The title CEO does not apply to the president of the board under the new board structure. The president of the board duties are specified in this section including signing all legal documents and contracts as authorized by the board of directors.

ARTICLE VII: Nominations and Elections SECTION 2. Elections

Submitted By: Region 2 Received: December 28th, 2017

Reads at Present	Proposed Change
A. Elections of international officers shall take place at convention.	A. Election of international officers shall take place by electronic written ballot or written ballot.

RATIONALE: Some elections of directors will take place in a non-convention year and it will be necessary to vote electronically or by mail in written ballot.

CLARIFYING PROPOSAL

ARTICLE XIV: Regions SECTION 1: Regional Officer

Submitted By: Bathurst Club Received: October 16th, 2017
 Submitted By: Beenleigh Club Received: December 17th, 2017

Reads at Present	Proposed Change
<p>C. Eligibility.</p> <p>1. To be eligible to serve as a regional director, a member must be a past president of a Quota club in good standing or a past district governor or past area director; and</p>	<p>C. Eligibility.</p> <p>1. To be eligible to serve as a regional director, a member must be a past president of a Quota club in good standing.</p> <p><i>(Delete: or a past district governor or past area director; and)</i></p>

RATIONALE: Any past Governor, or past Area Director is by definition also a past Club President.

Whilst undergoing the restructure in 2012, the words PDG and past Area Director were added to bring clarity for all members, as some members were concerned that PDGs could not run for this new position.

Unfortunately, there is now some misunderstanding throughout Quota membership that you **MUST** be a PDG or past Area Director to run, or that that past role takes precedence. This is not the case.

This section of clause C. 1. needs to be deleted to eliminate any perception that members need to have served a term as Governor or Area Director before nominating as a Regional Director.

Simply, as long as you are a past Club President, you are eligible to nominate. This new shortened clause precisely describes the requirement.

GREEN SHEETED

ARTICLE VI: Quota International SECTION 4. Duties

SUBMITTED BY: Beenleigh Club RECEIVED: December 17th, 2017

Reads at Present	Proposed Change
<p>C. The Vice Presidents Shall: Be participating members of the international board of directors, responsible for making and implementing decisions of the board of directors and policies of Quota International.</p>	<p>C. The Vice Presidents Shall: Be participating members of the international board of directors, responsible for making and implementing decisions of the board of directors and policies of Quota International. Be assigned (by the International President) a number of regions to be the representative link to the board - to respond to membership issues, regional meeting enquiries and communications (e.g. newsletters and Facebook) from these assigned regions. This could be via email/skype, but would NOT involve costly visits.</p>

RATIONALE: The President has a defined role. The President-elect/Treasurer has a defined role.

The Vice-Presidents have a defined role for the board meetings, however have no further roles defined.

Before the restructure, in addition to their board role, other board members (Area Directors) were responsible for responding to membership enquiries from their constituents, and also bringing those pertinent questions to the board table. Currently, there is no provision for this.

The additional duties will give the Vice-Presidents a more hands-on role within the organisation - allowing them to hone leadership skills, expanding their knowledge and experience for future leadership roles, and will give them a valuable role throughout the Quota year. This international link between Vice-President and Regional Directors will be a “win:win situation” – building knowledge and international understanding.

Members will feel a greater sense of connection to the board.

In addition, handling membership questions will help take some of the pressure off the office.

Note: the Quota office will continue to handle all administrative questions.

GREEN SHEETED

ARTICLE XIV: Regions SECTION 1. Regional Officer

SUBMITTED BY: Beenleigh Club RECEIVED: December 17th, 2017

Reads at Present	Proposed Change
<p>B. Term of Office:</p> <p>1. The regional director shall be elected at a regional meeting for a term of two years; and</p>	<p>B. Term of Office:</p> <p>1. The 2018-2020 elected Regional Director shall serve until either 2020 or 2021. For 2020-2021, either the current RD serves an extra year, or a RD is elected for 1 year only. From 2021, the Regional Director continues to be elected at a regional meeting for a term of 2 years.</p> <p>Training of the new RD will occur at 2 locations:</p> <p>1. Brisbane, Australia (2 weeks prior to the July Board Meeting)</p> <p>2. Washington DC, USA (1 week prior to the July Board Meeting)</p>

RATIONALE: Currently, the “even” year (2016, 2018, 2020...) is exceedingly busy for all levels of Quota leadership, and for the Quota office.

In any such “even” year:

- The office has to answer a high number of queries from outgoing RDs, and incoming RDs, both before and after the regional meetings (this is the year when regional director voting takes place)
- The office also has to be doing intensive preparation for the biennial Convention
- The outgoing board is knowledgeable, but the new board (elected at Convention in July) is not up to speed on member issues and responses; their initial board meeting at Convention does not give training to allow an easy transition to deal with these queries.

GREEN SHEETED

ARTICLE XIV: Regions SECTION 1. Regional Officer

SUBMITTED BY: Jimboomba Club RECEIVED: August 18th, 2017

Reads at Present	Proposed Change
B. Term of Office: 1. The regional officer shall be elected at a regional meeting for a term of two years; and	B. Term of Office: 1. The regional officer shall be elected at a regional meeting for a term of 1 year with the option of a maximum term of 2 years; and

RATIONALE: Members like to invite and include the regional director to functions, it is good rapport to have a personal connection and communication. In is an unwritten word that clubs are to pay for an event and travel for the Regional Director to attend functions of clubs.

A term of two years is a lengthy term, time consuming and costly for this position and is not subsidized financially by the members.

GREEN SHEETED

ARTICLE XIV: Regions SECTION 1. Regional Officer

SUBMITTED BY: Bathurst Club RECEIVED: October 16th, 2017

Reads at Present	Proposed Change
<p>E. Duties. The Regional Director Shall:</p> <p>6. Attend the Quota International convention as the official representative of the region; meet with Quota International Board of Directors at the training meeting of regional directors at the convention.</p>	<p>E. Duties. The Regional Director Shall:</p> <p>6a. Optional attendance at the Quota International convention as the official representative of the region; meet with Quota International Board of Directors at the training meeting of regional directors at the convention.</p> <p>6b. If not attending convention receive training by electronic means as determined by Quota International board of directors.</p>

RATIONALE: Each Region should have authority to determine in its budget how much it can contribute to the cost of sending a regional director to convention. If the expense is too high the regional director should have the opportunity of training by electronic means-weather direct from convention or post convention.

GREEN SHEETED

ARTICLE XIV: Regions SECTION 2: Regional Meetings

SUBMITTED BY: Redcliffe Club RECEIVED: December 18th, 2017

Reads at Present	Proposed Change
B. Content. The purpose of a regional meeting shall be to celebrate, educate, encourage, offer networking and elect the new regional director in convention years.	B. Content. The purpose of a regional meeting shall be to celebrate, educate, encourage, and offer networking; to present the current focus and goals of Quota International as provided by the Board of Directors in written or electronic format and elect the regional director in a convention year.

RATIONALE: The current practice of five (5) Board Members scheduled to travel to 21 Regional Meetings within 2 months to present a personal international message is time consuming, costly and difficult to schedule when multiple meetings are planned for the same weekend. With board members no longer elected and represented geographically, the cost could be higher if there is no Board Member in the South Pacific Area with multiple Regions to be covered over several weekends.