

INTERNATIONAL
WOMEN'S CLUB
OF LAUSANNE

CONSTITUTION

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The name of this organization is the International Women's Club of Lausanne (hereinafter “the Club”).

The purpose of the Club is to promote fellowship among women, and to encourage the cultural, social and philanthropic activities of its members. The Club is a non-profit organization and shall not engage in any political, religious or commercial activity and its members shall not use it for such purposes.

The Club shall not become a member of any other organization or association.

The Club is an *association* according to Article 60 of the Swiss Civil Code.

The official language of the Club is English.

ARTICLE 1 – MEMBERSHIP

Those eligible for membership are:

Section 1 **ACTIVE MEMBERS:** English-speaking women of any nationality are eligible for Active Membership and shall be entitled to all Club privileges including full voting rights, holding elected office, serving on the Board and serving on the Nominating Committee.

Section 2 **RESIGNATION:** Written resignation should be sent to the Membership Chair. Dues shall not be refunded.

ARTICLE II - FINANCES

Section 1 **FISCAL YEAR:** The fiscal year shall be from July 1 to June 30 inclusive.

Section 2 **DUE DATE:** Annual dues must be paid by July 1. Any person who has not paid her dues is no longer considered a member. Re-admittance to the Club shall occur in the normal way, in

accordance with Article I. Dues may be waived at the discretion of the President in cases of financial hardship, subject to annual review. Such members retain all the privileges of membership.

- Section 3 **AMOUNT:** The amount of dues shall be set by the Board of Directors (as defined in Article V) and is payable in Swiss francs.
- Section 4 **FAILURE TO PAY:** Any amount owed by a member to the Club must be paid within two (2) months; failure to do so may result in her expulsion.
- Section 5 **DISBURSEMENTS AND WITHDRAWALS:** All disbursements or withdrawals from Club accounts require two (2) signatures. Authorized signatures shall be the President, Vice-President, and Treasurer.
- Section 6 **DONATIONS OF CLUB FUNDS:** The Board of Directors (as defined in Article V) may decide to make donations from Club funds.

ARTICLE III - OFFICERS AND THEIR ELECTIONS

- Section 1 **NAMED OFFICERS:** The Executive Board of the Club shall be comprised of the officers of the Club: President, Vice-President, Secretary, and Treasurer.
- Section 2 **ELECTION:** The officers shall be elected by ballot during the month of April, in accordance with Articles VI and X.
- Section 3 **TERM:** The President and Vice-President shall be elected for a term of two (2) years and the Secretary and the Treasurer shall be elected for a term of one (1) year. All officers shall assume their official duties at the beginning of the fiscal year.
- a. Officers shall not serve in the same office for more than two (2) consecutive years.
 - b. Notwithstanding Section 3(a), from time to time when deemed beneficial to the Club by the Board of Directors, an Officer may serve in the same office for three (3) consecutive years.

Section 4 VACANCIES: Whenever a vacancy occurs in the office of the President, the Vice-President shall succeed to the office for the remainder of the Club year. Other vacancies are provided for in Article V, Section 2.

ARTICLE IV - DUTIES OF THE EXECUTIVE BOARD

Section 1 PRESIDENT: The President is the official representative of the Club and shall preside at all meetings of the Club and of the Board of Directors. She is a member ex-officio on all committees with the exception of the Nominating Committee. Upon retirement, she shall be an ex-officio member of the Board of Directors for one year but will not be entitled to make motions or vote on Board motions.

Section 2 VICE-PRESIDENT: The Vice-President shall act as an aide to the President and shall, in the President's absence or disability, perform all the duties of the President. She shall succeed to the office of the President in accordance with Article III, Section 4.

Section 2.2 ACTING PRESIDENT: In the absence of the President and the Vice-President, the Board of Directors shall appoint an acting President.

Section 3 SECRETARY: The Secretary shall keep an accurate and official record together with any supporting documents of all meetings of the Board of Directors. She shall be responsible for filing all reports and authenticating the results of balloting and shall assure that the latter are publicized to the membership.

Section 4 TREASURER: The Treasurer shall be custodian of all Club funds. She shall: keep an accurate record of receipts and disbursements; make all expenditures authorized by the Executive Board; ensure the auditing of all records at the end of each fiscal year; present a budget to the Board of Directors.

Section 5 ADDITIONAL DUTIES: The officers shall approve all Standing Committees and a Parliamentarian. They may create additional Standing Committees and Ad Hoc Committees and appoint their Chairs.

ARTICLE V – BOARD OF DIRECTORS AND ITS DUTIES

- Section 1 **NAMED:** The officers, the chairs of the Standing Committees and a Parliamentarian shall constitute the Board of Directors, together with the outgoing Club President in accordance with Article IV, Section 1.
- Section 2 **DUTIES:** The Board of Directors shall have general supervision of Club affairs and perform such other duties as specified in this Constitution. The Board of Directors shall fill all vacancies of the elected officers. No debt or liability, beyond that of the general operating expenses of the Club, shall be incurred by the Board of Directors.
- Section 3 **MEETINGS:** Regular meetings of the Board of Directors shall be held monthly, beginning in September and ending in June, unless otherwise decided by the Board of Directors. Special meetings may be called by the President or upon petition to the President by three (3) members of the Board of Directors.
- Section 4 **QUORUM:** One-third of the membership of the Board of Directors shall constitute a quorum.
- Section 5 **SUGGESTIONS:** The Board of Directors will welcome suggestions for the improvement of the Club from any of the members.

ARTICLE VI - COMMITTEE ON NOMINATIONS

- Section 1 **NAMED:** The Nominating Committee shall consist of a Chair, appointed by the Board of Directors, and four (4) members at large, chosen by the Chair, no later than October. The members of the Nominating Committee shall be publicized in the fall preceding the election. No member shall serve for more than two (2) consecutive years.
- Section 2 **DUTIES:** It shall be the duty of this Committee to nominate a candidate for each office to be filled at the annual election. The consent of each candidate must be obtained before her name is placed in nomination.

- a. This slate shall be presented to the membership by the end of March.
- b. Additional nominations may be made to the Nominating Committee by the membership on or before the March Club meeting, provided the nominee has given her written consent. These additional nominations must have the signatures of at least five percent (5%) of the members in good standing.

ARTICLE VII – STANDING COMMITTEES AND ACTIVITY GROUPS

Section 1 **STANDING COMMITTEES:** Standing Committees will be determined by the Board of Directors by the end of April of the preceding Club year. All Chairs of Standing Committees will be members of the Board of Directors. Standing Committees may include, but are not limited to: Membership, Office Management, Communications, Activities, and Events.

Section 2 **ACTIVITY GROUPS:** Any member(s) may contact the Vice-President to suggest the formation of an Activity Group, in accordance with Article IV, Section 2, upon the approval of the Board of Directors. No Activity Group shall maintain a bank account, either in the name of the Club or the name of an individual member of the Group, where the account relates in any way to the financial activities of the Group.

- a. **Guest Policy:** Club members have priority for participation in Activity Groups and events. A member may bring guests to Club events and activities when space permits. It is the responsibility of the member to inform the event's organizer prior to bringing guests, as well as to pay for her guests, when required.

Section 3 **CLUB-AFFILIATED GROUPS:** The Board of Directors may establish the parameters of Club-affiliated groups.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1 **REGULAR MEETINGS:** Regular meetings of the Club membership shall take place upon the schedule decided by the Board of Directors.

ARTICLE IX—MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Section 1 **MEMBERSHIP RESPONSIBILITY:** Members shall be responsible for payment of all reservations made and not cancelled by the stated deadline.

Section 2 **DISCLAIMER:** Participation in Club activities is entirely at the member's own discretion and/or risk. Neither the Club nor its representatives shall be held responsible for injury, damage, or loss incurred by participation in Club events or while using Club property.

Section 3 **PRIVACY POLICY:** The Club is committed to protecting the Club members' privacy and will act within applicable privacy protection laws as publicized to the membership and approved by the Board of Directors.

Section 4 **EVENT POLICY:** Any Club member can propose an event for approval of the Board of Directors. To include the event on the calendar and notify membership, the organizer completes the event form and coordinates the planning with the Vice-President.

ARTICLE X -VOTING AND BALLOTING

Section 1 **PROCEDURE:** In all cases where voting is required, a ballot shall be distributed to each Member.

Section 2 **TABULATION:** For each balloting procedure, the Executive Board shall appoint two (2) tellers, the Secretary and one (1) member at large. If the vote is valid, the Secretary shall file the dated, signed and tabulated results with her reports, in accordance with Article IV, Section 3.

Section 3 **RESULTS:** Acceptance or rejection shall be based on a simple majority of the ballots received, except as indicated under Article XI, Section 3.

ARTICLE XI - CONSTITUTIONAL AMENDMENT (S)

- Section 1 **COMMITTEE APPOINTED:** The Executive Board may at any time appoint an Ad Hoc Committee to review this Constitution. The Committee shall be chaired by the Parliamentarian and shall consist of both members of the Board of Directors and members at large.
- Section 2 **RECOMMENDATIONS:** The Committee shall submit recommendations to the Board of Directors for its consideration and approval.
- Section 3 **VOTE OF THE MEMBERSHIP:** Following the approval of amendment(s) by the Board of Directors, a vote of the membership must be taken. The amendment(s) must be submitted to the membership at least one (1) month prior to balloting. Validation shall be a favorable vote of two-thirds (2/3) of the total votes received.

ARTICLE XII – LIABILITY

- Section 1 No member of the Club shall be subjected to any financial obligations of the Club, except in accordance with Article IX, Section 1.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

- Section 1 "Robert's Rules of Order, Revised" shall be the Parliamentary authority in all cases in which it is consistent with this Constitution.