

**ACTIVE 20-30
UNITED STATES & CANADA**



**NATIONAL
BYLAWS
Fiscal Year 2020-21**

Active 20-30 United States and Canada Bylaws through 2020 AGM

(July 18, 2020)

**ACTIVE 20-30
United States and Canada
BYLAWS**

MISSION STATEMENT

Providing young adults an opportunity for personal growth, friendships and leadership development while improving the quality of life for the special needs of children in its community.

**ARTICLE I
NAME AND ADDRESS**

SECTION 1. NAME: The name of the organization shall be "Active 20-30 United States and Canada."

SECTION 2. OFFICES: The National Board of Directors shall establish the offices of this Association as it deems appropriate.

**ARTICLE II
EMBLEM, MOTTO, COLORS AND OFFICIAL LANGUAGES**

SECTION 1. EMBLEM: The emblem shall be an insignia with a Buzz Saw encircling an Hour Glass, and inscribed "Active 20-30 International."

SECTION 2. MOTTO: The motto shall be, "Youth, to be served, must serve."

SECTION 3. SLOGAN: The slogan shall be, "A man never stands so tall as when he kneels to help a child." Each club may choose one of the following versions of the slogan for use in their club:

- a. "One never stands so tall as when kneeling to help a child";
- b. "Man never stands so tall as when kneeling to help a child";
- c. "A person never stands so tall as when kneeling to help a child."

SECTION 4. COLORS: The official colors shall be red, blue and gold.

SECTION 5. LANGUAGE: The official language shall be English.

SECTION 6. NAME AND LOGO USE: Active 20-30 United States & Canada member clubs are authorized to use the Active 20-30 United States and Canada name and logo according to the following terms, and only when each of these four (4) conditions are met:

- a. The club is in "Good Standing" within Active 20-30 United States & Canada,

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as defined in the organization's Policies & Procedures.

- b. The club must use the colors, design and logo EXACTLY as the registered trademark;
- c. The club may place its name near or attached to the logo, but may not replace the word "International" within the logo;
- d. The club may place registered trademark ® symbols next to the name and logo respectively.

Use of the name and logo when these conditions are not satisfied, is a violation of the bylaws and the federal protections against registered trademark infringement. An offending club and each of the club's individual board members may be liable to Active 20-30 United States & Canada for actual damages, profits, fees for use, and attorney's fees and costs.

ARTICLE III STATEMENT OF ORGANIZATION

SECTION 1. NATIONAL: Active 20-30 United States & Canada is incorporated, nonpolitical and nonreligious. Active 20-30 United States and Canada is incorporated in the state of California and is subject to its laws.

ARTICLE IV MEMBERSHIP IN CLUBS

SECTION 1. CLASSES OF MEMBERSHIP: Membership in chartered clubs shall be limited to Active, Honorary, Past Active Life, Life and Member-at-Large.

- a. **ACTIVE:** Active members shall be persons who are at least 20 years of age and have not reached their 40th birthday by the end of the fiscal year and are of good moral character, who are willing and ready to participate in club activities.
- b. **HONORARY:** Honorary membership will be conferred to any person for meritorious service to the club, community or nation. They shall pay no dues, but shall enjoy the privileges of the club, except that of voting and holding office or having any interest in the property of the club. Honorary membership is granted in the manner provided for in the club's bylaws.
- c. **PAST ACTIVE LIFE:** Past Active Life Membership may only be conferred by the National Association upon the formal, written recommendation of a

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qualifying member's most recent club of active membership. Past Active Life Membership may not be granted to individuals recommended by clubs other than the club of record for their most recent active membership. A fee, paid by the member's recommending club of current membership or member, to be set by the National Board, is required for Past Active Life Membership. Past Active Life Membership may be granted for a past active member who has no financial obligation to their recommending club or the National Association, and who fulfills at least one of the following requirements:

1. Has served Active 20-30 United States & Canada for a minimum of seven (7) consecutive years;
2. Has served as President of their recommending club;
3. Has deceased prior to fulfilling either requirement above but distinguished himself/herself in serving their Club, community, and/or Association during their time of membership.

The Past Active Life Member is entitled to a Past Active Life pin, Past Active Life membership certificate, and lifetime subscription to the Active 20-30 United States and Canada newsletter and other literature regularly mailed to active members. Past Active Life Members shall not have any rights to vote or hold office. Past Active Life membership will become effective at the end of the Active 20-30 United States and Canada fiscal year in which application was made.

- d. **LIFE:** Life Membership will be conferred upon all Past National Presidents and International Presidents who will be entitled to all rights and privileges of Active members, but shall be exempt from payment of National dues.
- e. **MEMBER-AT-LARGE:** The Member-at-Large classification will be conferred upon any active member in good standing who moves to a location where there is no Active 20-30 Club, or by a brand new member who would like to join Active 20-30 United States and Canada, but does not have a club within 50 miles of their location. They will stay a Member-at-Large until they have enough members to form a club. This will not require a recommendation from another club as this will be done through the National Office with review and approval by the National Board.

When a club is organized in the location, the member will then become an active member of that club. If active member was from a previous club that is still in existence, Member-at-Large membership must be applied for and must be recommended by the club with which the member was last active. The

dues for Membership-at-Large shall be set from time to time by the National Board.

SECTION 2. RESIGNATION: Any member of any classification may resign from membership at any time, to be effective upon presentation of written notice thereof to the secretary of the club.

SECTION 3. TERMINATION: Membership shall be suspended or terminated whenever the local club, or National Board of Directors, determine in good faith that any of the following events have occurred:

- a. Resignation of member on reasonable notice to the Association;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the National Board of Directors;
- c. Failure of a member to pay dues, fees or assessments in the amount and under the terms set by the National Board of Directors;
- d. Failure to abide in the lawful decisions of any duly constituted committee of the Association;
- e. Occurrence of any event that renders a member ineligible for membership or failure to satisfy membership qualifications.

SECTION 4. AGE WAIVER: Any member who shall be elected or appointed to office in their club, or National, before reaching the age limit set forth in Section 1 of this Article will continue to be an active member, notwithstanding the member's age, until they complete the term of office to which they were elected or appointed and/or to which they automatically succeed at the end of their elected term. Members who reach the age limit, set forth in Section 1 of this Article, prior to their club's officer terms are not eligible to be elected or appointed to office in their club, or National. In the event that the Annual General Meeting at which officers would be appointed or elected occurs after the end of the fiscal year, a duly qualified candidate shall be eligible to be elected to and hold office only if he or she had not reached the age of 40 prior to the end of the previous fiscal year.

SECTION 5. ATTENDANCE: Attendance requirements for active members of clubs shall be established by each club and each club has the authority to enforce those requirements.

SECTION 6. TRANSFERS:

- a. Any member transferring to another club shall be entitled to be credited in the club to which the member has transferred, from the date that they are actually

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admitted to active membership in the new club, the amount of unused dues, if any, that the member has previously paid to the club from which the member transferred, beyond the date of the transfer. The transferred members old club shall, immediately upon notification of the transfer, remit to the new club, the amount of unused dues, if any, to the member's new club.

- b. Neither membership nor initiation fee shall be charged to a transferred member who makes application to such club for membership by transfer.

SECTION 7. LEAVE OF ABSENCE: Any member wishing for a leave of absence from a club shall make application to the club's Board. It is at the discretion of each club's Board whether or not a leave of absence should be granted and for how long.

SECTION 8. MEMBERSHIP RULES AND POLICIES: The National Board of Directors or the Members may establish written rules, policies and procedures relating to membership, including but not limited to application and admittance procedures, codes of conduct, codes of ethics, member privileges, member service requirements and dispute resolution procedures. No such rule, policy or procedure shall be inconsistent with or contrary to these Bylaws.

SECTION 9. MEMBER AGREEMENT TO ABIDE IN ASSOCIATION RULES: As a condition of membership in this Association, each member agrees to abide in the Bylaws, policies and rules of this Association and the lawful decisions of the Board of Directors and duly constituted committees of the Association.

SECTION 10. DISCIPLINE. A member may be publicly reprimanded, fined, suspended or terminated for cause by the club's Board of Directors, the National Board of Directors or its designee. Cause shall include a failure, in serious degree, to:

(1) observe the Association's rules of conduct as prescribed by the National Board of Directors in these Bylaws or otherwise,

(2) to abide in the lawful decisions of any duly constituted committee of the Association, or

(3) to engage in any conduct which is deemed by the club's Board of Directors, the National Board of Directors or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefore. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The club's Board of Directors, the National Board of Directors or its designee shall determine whether

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cause exists and the appropriate discipline, if any.

The National Board is not required to follow the above procedure when imposing lesser discipline such as a private reprimand.

SECTION 11. MEMBER LIABILITY. No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

ARTICLE V NATIONAL BOARD OF DIRECTORS

SECTION 1. COMPOSITION: The National Board of Directors shall be the National President, National President-Elect, National Directors, Immediate Past President, Secretary, Treasurer, International Relations Officer (IRO) and Executive Director.

SECTION 2. GOVERNING BODY: The National Board is the governing administrative body of Active 20-30 United States and Canada and is responsible for the supervision, control and direction of the Association.

SECTION 3. OFFICERS TERM OF OFFICE: The Officers shall consist of an elected National President, National President-Elect, Immediate Past National President, Secretary, Treasurer and an appointed International Relations Officer (IRO). All elected officers shall take office at installation following the Annual General Meeting (AGM) in the year they are elected and will serve until installation following the subsequent AGM of the following fiscal year or until their successors are elected and qualified.

SECTION 4. NATIONAL BOARD VOTING RIGHTS:

Only the following National Board Members are authorized to vote on Association related matters and business requiring National Board of Directors action: President, President-Elect, Immediate Past President, National Directors for each region, National Secretary and National Treasurer.

SECTION 5 INTERPRETATION: The interpretation of the Bylaws by the National Board of Directors shall be final and binding, unless the interpretation by the National Board of Directors is rescinded by the members at the subsequent Annual General Meeting. The National Board of Director's interpretations must appear in writing and must be mailed to all member clubs within thirty (30) days of action.

SECTION 6. QUALIFICATIONS FOR NATIONAL BOARD OF DIRECTORS

MEMBERSHIP: Each National Board Member, with the exception of the Executive Director, shall be a member in good standing of a chartered Active 20-30 United States and Canada club in good standing, as defined in the organization's Policies & Procedures, throughout their term of office. In accordance with Article IV Section 4 (Age Waiver), any member who shall be elected to office in their club, or the National Association, before reaching the age limit set forth in Article IV, Section 1 will continue to be an active member, notwithstanding the member's age, until they complete the term of office to which they were elected and/or to which they automatically succeed at the end of their elected term.

SECTION 7. COMPENSATION: All National Board of Directors shall serve without compensation with the exception of the Executive Director.

SECTION 8. ELIGIBILITY:

a) ELIGIBILITY FOR NATIONAL PRESIDENT-ELECT: An individual candidate shall be considered eligible for the position of President-Elect when all of the following qualifications are met:

- (1) A member in good standing of their club for a minimum of three (3) years;
- (2) Has served as a President of an Active 20-30 United States and Canada Club or as National Director of Active 20-30 United States and Canada;
- (3) Has not yet reached his or her 40th birthday as of June 30th in the fiscal year of the election. In the event that the Annual General Meeting at which officers would be appointed or elected occurs after the end of the fiscal year, a duly qualified candidate shall be eligible to be elected to and hold office only if he or she had not reached the age of 40 prior to the end of the previous fiscal year.

In the event that no eligible candidate declares for this position, then nominations from the floor of the Annual General Meeting will be accepted (same eligibility standards apply). The candidate shall be nominated by the delegate or alternate delegate of their own club unless no other member of their club is present, in which case the candidate may be nominated by any delegate.

b) ELIGIBILITY FOR NATIONAL DIRECTOR: An individual candidate shall be considered eligible for the position of National Director when the following qualifications are met:

- (1) A member in good standing of their club for a minimum of two years;
- (2) Has served as a member of their Club's Board of Directors.

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(3) Has not yet reached his or her 40th birthday as of June 30th in the fiscal year of the election. In the event that the Annual General Meeting at which officers would be appointed or elected occurs after the end of the fiscal year, a duly qualified candidate shall be eligible to be elected to and hold office only if he or she had not reached the age of 40 prior to the end of the previous fiscal year.

In the event that no eligible candidate declares for this position, then nominations from the floor of the Annual General Meeting will be accepted (same eligibility standards apply). The candidate shall be nominated by the delegate or alternate delegate of their own club unless no other member of their club is present, in which case the candidate may be nominated by the delegate carrying the candidate's club's proxy. If no delegate is carrying the candidate's club proxy then the candidate may be nominated by the delegate of a club that is in the Region which will be represented by the seat the nominee seeks. If no other club within the Region is present, the candidate may be nominated by any delegate.

c) ELIGIBILITY FOR NATIONAL SECRETARY: An individual candidate shall be considered eligible for the position of National Secretary when the following qualifications are met:

(1) A member in good standing of their club for a minimum of two (2) years;

(2) Has served as the Secretary of their club;

(3) Has not yet reached his or her 40th birthday as of June 30th in the fiscal year of the election. In the event that the Annual General Meeting at which officers would be appointed or elected occurs after the end of the fiscal year, a duly qualified candidate shall be eligible to be elected to and hold office only if he or she had not reached the age of 40 prior to the end of the previous fiscal year.

In the event that no eligible candidate declares for this position, then nominations from the floor of the Annual General Meeting will be accepted (same eligibility standards apply). The candidate shall be nominated by the delegate or alternate delegate of their own club unless no other member of their club is present, in which case the candidate may be nominated by any delegate.

d) ELIGIBILITY FOR NATIONAL TREASURER: An individual candidate shall be considered eligible for the position of National Treasurer when the following qualifications are met:

- (1) A member in good standing of their club for a minimum of two (2) years;
- (2) Has served as Treasurer of their club;
- (3) Has not yet reached his or her 40th birthday as of June 30th in the fiscal year of the election. In the event that the Annual General Meeting at which officers would be appointed or elected occurs after the end of the fiscal year, a duly qualified candidate shall be eligible to be elected to and hold office only if he or she had not reached the age of 40 prior to the end of the previous fiscal year.

In the event that no eligible candidate declares for this position, then nominations from the floor of the Annual General Meeting will be accepted (same eligibility standards apply). The candidate shall be nominated by the delegate or alternate delegate of their own club unless no other member of their club is present, in which case the candidate may be nominated by any delegate.

SECTION 9. NOMINATIONS:

All nominations shall be made from the floor of the Annual General Meeting at the time designated on the official program. However, each nominee shall have, not later than sixty (60) days prior to the day of the Annual General Meeting, filed with the Executive Director a declaration of intention to run for said office. The declaration must be accompanied by a Certificate signed by the Secretary of the club of which nominee is a member, stating all of the following:

- (1) The age of the nominee;
- (2) The length of time nominee has been a member in good standing;
- (3) Previous offices held in both Active 20-30 United States and Canada and the nominee's home club;
- (4).That the candidacy has been approved by a vote of the club's Board, and is in good standing with Active 20-30 United States and Canada.

It shall be sufficient for the purpose of this section if the said declaration of intention and certificate is postmarked prior to the said time limit and addressed to the Executive Director. If no declarations of intention are filed for any of the offices below within the allotted time, nominations will be made from the floor of the Annual General Meeting. At least thirty (30) days prior to the opening day of the National Convention, the Executive Director will either publish in the National Newsletter, or mail to each club, a list of those declaring their candidacy for all offices, which shall list the facts as stated above.

SECTION 10: ELECTIONS:

- a. National President:** Except where the National President-Elect shall have been appointed to fill a vacancy.

(1) There shall be no election for the office of National President as the National President-Elect shall automatically succeed to that office.

(2) If the National President-Elect has been appointed by the board to fill a vacancy, both the offices of National President and National President-Elect shall be elected at the next Annual General Meeting under the same rules provided below for election of the National President-Elect.

- b. National President-Elect:** The President-Elect shall be elected at the Annual General Meeting by ballot of the accredited voters. A majority of all votes cast shall be necessary for the election of the President-Elect. In the event that any ballot cast does not show a majority for single nominee for the foregoing offices, the President shall designate a time during the Annual General Meeting for further balloting for such office. When there are more than two candidates, prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped. For each succeeding ballot the same procedure shall be followed until a single nominee has received a majority of all votes cast. In the case there is one candidate which does not receive a majority of the votes, nominations shall be accepted from the floor of the Annual General Meeting (same eligibility standards apply). The candidate shall be nominated by the delegate, or alternate delegate, of their own club unless no other member of their club is present, in which case the candidate may be nominated by the delegate carrying the candidates' club's proxy.

- c. National Director:** The National Directors shall be elected at the Annual General Meeting by ballot of the accredited voters for each respective region. A majority of all votes cast shall be necessary for the election of a National Director. In the event that any ballot cast does not show a majority for any nominee for such office, further balloting shall be conducted as described above for President-Elect. In the case that there are no eligible candidates that are nominated from the floor of the Annual General Meeting, the President-Elect will appoint an eligible member from the region who will serve as the National Director for the following term.

- d. Secretary and Treasurer:** The Secretary and Treasurer shall be elected at the Annual General Meeting by ballot of the accredited voters. A majority of all votes cast shall be necessary for the election of the Secretary and Treasurer. In the event that any ballot cast does not show a majority for a single nominee for the foregoing offices, the President shall designate a time during the

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Annual General Meeting for further balloting for such office. When there are more than two candidates, prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped. For each succeeding ballot the same procedure shall be followed until a single nominee has received a majority of all votes cast. In the case that there is one candidate who does not receive a majority of the votes, nominations shall be accepted from the floor of the Annual General Meeting (same eligibility standards apply). The candidate shall be nominated by the delegate, or alternate delegate, of their own club unless no other member of their club is present, in which case the candidate may be nominated by any delegate.

SECTION 11. DUTIES:

- a. National President:** The National President shall preside at all conventions, and at all meetings of the National Board of Directors. The National President shall exercise general supervision over the work and activities of the association.
- b. National President-Elect:** In the event the National President is unable to perform their duties, the National President-Elect shall preside over meetings and perform the duties of, and have the same authority as, the National President. The National President-Elect shall also perform such other duties as assigned by the National President or the National Board of Directors.
- c. Immediate Past President:**
 - (1) Will act as parliamentarian at all board meetings and the Annual General Meeting. If unable to attend a meeting, the President will appoint a parliamentarian for that meeting;
 - (2) Will serve as Chair of the Laws & Regulations Committee;
- d. National Director:** Each National Director shall represent assigned clubs and the duties as follows:
 - (1) Exercise care, diligence and loyalty in serving as a member of the National Board of Directors;
 - (2) Call and preside over meetings of the assigned clubs, if necessary;
 - (3) Communicate to the National Board of Directors the will and interests of the clubs represented, but concurrently act and vote in the best interest of Active 20-30 United States and Canada as a whole;
 - (4) In emergencies, take-necessary measures as stated in these Bylaws;

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(5) Perform such other duties as usually pertain to the office of National Director, or are assigned by the National Board of Directors.

e. National Treasurer: The National Treasurer shall:

(1) Oversee the keeping of accounts in the manner prescribed by the National Board of Directors;

(2) Oversee the receipt of all monies paid to the association, the giving of receipt therefore, and the deposit the same in such bank or banks as shall have been designated by the National Board of Directors;

(3) Oversee disbursement of said monies upon order of the National Board of Directors;

(4) Present a financial report prepared in coordination with the Executive Director to the National Board of Directors at the Annual Convention or more often if required by the National Board of Directors;

(5) Serve as chair of the Budget and Finance Committee.

f. National Secretary: The National Secretary shall:

(1) Record minutes of all official National Board Meetings and the Annual General Meeting, oversee the issuance of meeting notices and keeping of corporate records in a manner prescribed by the National Board of Directors.

(2) Support the National Office in making all minutes available to the entirety of the general membership in a timely manner as prescribed by the National Board of Directors.

g. International Relations Officer (IRO) shall:

(1) Be appointed by the National President, subject to ratification by the National Board of Directors, to a term running concurrent with that of the term of the National Officers and National Board of Directors. The IRO shall not have the right to vote at leadership meetings.

(2) Shall serve as liaison between Active 20-30 International and the membership of Active 20-30 United States and Canada.

h. Executive Director: E.D. shall:

- (1) Supervise the National office(s) and operations of the corporation including the hiring, supervision and termination of staff. The Executive Director shall be accountable to the National Board of Directors;
- (2) Perform such duties as specified or implied in the Bylaws, or other policies of the corporation, or as may be assigned by the National President or the National Board of Directors;
- (3) Attend all meetings of the National Board of Directors and the National Convention but shall have no vote;
- (4) Sign all documents issued by the association;
- (5) Make an annual report to the National Board of Directors at the National Convention, the report shall contain all information required by the National Board of Directors.

SECTION 12. VACANCIES:

- a. National President:** If there becomes a vacancy in the office of National President between Annual General Meetings, the National Board of Directors shall appoint the National President-Elect to become National President for the remainder of the term.
- b. National President-Elect:** If a vacancy occurs in the office of the National President-Elect between Annual General Meetings, the National Board of Directors shall elect a qualified successor to fill the office for the remainder of the term.
- c. National Directors:** If a vacancy occurs in the office of National Director between Annual General Meetings, the National Board of Directors shall elect a qualified member of a chartered club in the club's region where the vacancy occurs. The appointed person will serve until the end of the term. A successor, shall be elected at the next Annual General Meeting in the manner provided herein.
- d. Secretary OR Treasurer:** If a vacancy occurs in the office of National Secretary OR Treasurer between Annual General Meetings, the National Board of Directors shall elect a qualified member of a chartered club. The appointed person will serve until the end of the term. A successor shall be elected at the next Annual General Meeting in the manner provided herein.

SECTION 13. REMOVAL:

- a.** Any officer of the National Board of Directors, with the exception of the Executive Director, who has been absent from three (3) regular meetings of the National Board of Directors shall be deemed to have resigned from the National Board of Directors and the vacancy shall be filled as provided by these Bylaws, unless a further excused absence for extraordinary reasons shall be granted by a majority of the members of the National Board of Directors.
- b.** Any National Director who is not in compliance with Article VI (Section 5, National Board Membership) shall be deemed to have resigned from the National Board of Directors and the vacancy shall be filled as provided by these Bylaws, unless an exception shall be granted by a two-thirds vote of the National Board of Directors.

ARTICLE VI NATIONAL BOARD REPRESENTATION

SECTION 1. REVIEW: The National Board of Directors will review the National Director's assigned clubs annually.

SECTION 2. ASSIGNMENT:

- a.** The National Board of Directors will assign a number of clubs to each National Director.
- b.** This assignment will be based upon representation of all clubs and is not limited to physical boundaries or territories.
- c.** If the National Board of Directors sees the need to change the clubs assigned to a National Director, the changes will be based on one or more of the following:
 - (1) The number of National Directors changes due to expansion or loss of clubs.
 - (2) The location of the club is not accessible to the National Director assigned.
- d.** The Executive Director shall notify each affected club in writing within 30 days of any action being taken.
- e.** All clubs will be notified of the National Director Candidates that will be running to serve their clubs thirty 30 days prior to the Annual General Meeting.

**ARTICLE VII
NATIONAL BOARD**

SECTION 1. MEETINGS:

- a. The National Board of Directors shall meet at such times and places as determined by action of the National Board of Directors, by call of the National President, or by written request of four members of the National Board of Directors. There shall be at least two meetings each year, one immediately after the close of the Annual General Meeting at which it is elected, and the other within three days prior to the first session of the succeeding Annual General Meeting. A written notice of time, place, and purpose of all National Board meetings shall be emailed to each National Officer, the Secretary of each chartered club and to the chairs of all National Committees, by the Executive Director.
- b. A copy of the minutes of each meeting of the National Board of Directors shall be distributed to each National Officer and upon request within thirty (30) days of meeting to each Active 20-30 club. Minutes shall be posted on the national website within 30 days of meeting.

SECTION 2. VOTING

- a. **QUORUM:** A vote of the majority of the National Board of Directors during a duly convened meeting, including in person and telephonic meetings, shall be required to constitute an action of the National Board of Directors, except in cases when a larger vote is required by these Bylaws. Proxy voting on the National Board of Directors and committees is not permitted.
- b. **ACTION BY UNANIMOUS WRITTEN CONSENT:** The National Board of Directors may take any action that may be taken during a meeting without a meeting provided said action was approved by the unanimous written vote of all members of the National Board of Directors. Actions taken without a meeting shall be filed with the minutes of meetings of the National Board of Directors.

SECTION 3. EXPENSES: Each member of the National Board of Directors shall be reimbursed for the amount of their traveling expenses incurred while attending meetings of the National Association and expenses related to visitations to clubs within their respective regions in accordance with policies established by the National Board of Directors.

SECTION 4. POWERS AND DUTIES: In addition to the powers and duties set forth elsewhere in these Bylaws, and among the other powers and duties the National Board of Directors may choose to exercise, the National Board of Directors shall:

- a. Periodically evaluate and distribute the clubs to National Directors to
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insure representation of all clubs;

b. Fix uniform dues to be assessed to all clubs;

c. Will oversee contractual agreements with an Executive Director and/or National Office;

d. Exercise general control and supervision over all directors and committees of the association;

e. Make such rules and regulations as will be necessary to conduct the affairs of the association and fix such penalties as it deems just.

SECTION 5. EMERGENCY POWERS: The National Board of Directors, by a two-thirds affirmative vote, may declare an emergency to exist in any group of clubs represented and therefore may assume the following powers:

a. May further specify what remuneration in the way of National director's travel to or from the National Convention will be paid to the National Officers;

b. Declare an office of National Director vacant and elect a successor whose term shall expire at the end of the term.

SECTION 6. APPEAL: Any action taken by the National Board of Directors can be appealed at an Annual General Meeting provided that written notice of such appeal shall have been postmarked, by registered mail, to the Executive Director at least thirty (30) days prior to the Annual General Meeting. The Executive Director must notify the Secretary of each club of such appeal at least twenty (20) days prior to the Annual General Meeting at which the appeal is to be considered.

ARTICLE VIII CONVENTIONS

SECTION 1. CALL: The Executive Director shall mail or e-mail to the Secretary of each chartered club an official call to the National Convention at least ninety (90) days prior to the date of the convention. If there is a special convention, notification will be sent at least thirty (30) days prior to the date. The Executive Director shall mail or e-mail each chartered club an official call to the National Convention at least one (1) year prior to the date of the convention. The call to meeting shall include a description of the general nature of all proposed actions that will be submitted to the membership for action.

SECTION 2. TIME AND PLACE: A National Convention shall be held annually. The place or places approved by the National Board of Directors shall be presented to the Convention delegates at least one (1) convention year in advance. The date shall be

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fixed by the National Board of Directors not less than ninety (90) days prior to such Convention. The National Board of Directors shall have the power to substitute another place in case circumstances make such action necessary or advisable.

SECTION 3. SPECIAL CONVENTION: In case of emergency, special conventions may be called by the National President with the approval of a majority of the members of the National Board of Directors.

SECTION 4. REGISTRATION FEE: The National Board of Directors may establish a uniform registration fee to be paid to the host club or Active 20-30 United States and Canada by all members attending any convention. The proceeds derived from such registration fees shall be expended under the direction of the Convention Committee and with the approval of the National Board of Directors. A notice, stating the amount of the registration fee and including the Convention program, shall be sent to Secretary of each club at least twenty (20) days before the date of the convention.

No delegate or alternate shall be charged a registration or admission fee to attend only the Annual General Meeting.

ARTICLE IX ANNUAL GENERAL MEETING

SECTION 1. AGENDA: The agenda for the Annual General Meeting shall be determined by the National Board of Directors and subject to revisions by a majority vote of the delegates present.

SECTION 2. OFFICERS: The Officers of each Annual General Meeting shall be the National Officers of Active 20-30 United States & Canada.

SECTION 3. SERGEANT-AT-ARMS: At each duly called convention or prior thereto, and subject to ratification by the National Board of Directors, the President shall appoint a Sergeant-at-Arms of the Annual General Meeting and such assistants as deemed necessary or advisable.

SECTION 4. COMMITTEES: At each duly-called Annual General Meeting, or prior thereto, and subject to ratification by the National Board of Directors, the National President will appoint a Committee on Credentials and a Committee on Elections. Each committee will consist of at least three members of chartered Active 20-30 United States and Canada clubs.

a. Committee on Credentials: The Committee on Credentials shall receive and approve all credentials of delegates and alternates and shall have the right to determine the seating of delegates and alternates. The committee will, before the opening of the polls, provide the Executive Director and the Committee on Elections with a list of the delegates entitled to vote.

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b. Committee on Elections: The Committee on Elections shall have general charge of the election and of the printing, distribution, and counting of the ballots.

SECTION 5. DELEGATES AND ALTERNATES:

a. Each chartered club in good standing shall be entitled to seat one delegate who shall have one vote.

The delegates, and an alternate for each, shall be elected by each club prior to the date of the Annual General Meeting. Their election shall be evidenced by a certificate authenticated by the President and-Secretary of the club. This certificate must be presented to the Committee on Credentials before such delegates or alternates shall be entitled to be seated officially at the convention. In the absence of the delegate, the alternate, upon obtaining approval of the Credentials Committee, shall be entitled to vote. Upon return of the delegate and at their request, they shall again be seated. The alternate delegate may sit for the delegate as often as the delegate is not in attendance. All delegates, including all said alternates, must be active members in good standing of the chartered clubs of which they are members.

b. Any club in good standing unable to send a delegate to the Annual General Meeting may cast one vote for National Officers and proposed amendments to these Bylaws on the prescribed absentee ballot form issued by the National Association, following procedures adopted by the National Board of Directors; or in the alternative, the club may elect an active member of another club in good standing (with the exception of current National Officers) to represent that club by proxy on the prescribed proxy certificate issued by the National Association following procedures adopted by the National Board of Directors. A proxy may not be directed, specified, or restricted. There shall be a maximum of three (3) proxies per eligible member.

SECTION 6. VOTES AND VOTING:

a. Each accredited delegate and proxy present, whose names appears on the list prepared by the Committee on Credentials, shall be entitled to one vote in each question submitted in any Annual General Meeting. All voting in Annual General Meetings shall be via voice or by a show of hands, except for the election of officers, which shall be by ballot. In all voting, a majority (51%) of eligible clubs in attendance shall rule unless otherwise provided in these Bylaws.

b. The National President can vote on ties of issue but cannot vote on candidates.

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c. The National President-Elect, National Directors and Past National Presidents cannot vote on candidates or issues, except as set forth in item b above.

SECTION 7. TRAVEL EXPENSE: The National Board of Directors shall establish a written travel reimbursement policy for all association related travel.

SECTION 8. QUORUM: The quorum of any Annual General Meeting shall consist of not less than one-fourth of the total accredited delegates.

SECTION 9. PARLIAMENTARY PROCEDURE: Robert's Rules of Order Revised shall be the parliamentary guide of the organization, except as otherwise provided by these Bylaws.

ARTICLE X COMMITTEES

SECTION 1. APPOINTMENT: Subject to ratification by the National Board of Directors, the National President must appoint the following committees at the start of each fiscal year:

- a. **Budget and Finance:** Elected Treasurer will chair this committee.
- b. **Laws and Regulations.** Subject to ratification by the National Board of Directors, the National President may appoint additional committees as deemed necessary.

SECTION 2. COMPOSITION:

- a. Each committee shall have a minimum of two (2) active members;
- b. The Executive Director shall be a non-voting member of each committee;
- c. A committee may appoint other members to sub-committees for the purpose of dealing with specifically assigned subjects.

SECTION 3. FUNCTIONS:

- a. The Executive Director may attend each committee meeting;
- b. Minutes shall be taken at each meeting and copies shall be provided to the National Board of Directors and National office;

c. The National Board of Directors, upon adoption of a program and budget submitted by a committee, may delegate authority to the committee to act on its behalf for the purpose of implementing a program.

SECTION 4. DUTIES:

a. **Budget and Finance:** The committee of Budget and Finance shall advise the Executive Director in supervising the handling of National funds, aid in the collecting funds due, and prepare an annual budget proposal for the incoming National Board of Directors. Copies of the proposed budget shall be made available to any club upon request.

b. **Laws and Regulations:** The committee on Laws and Regulations shall examine the laws and regulations of the association and shall submit any recommendations concerning revisions thereof to the National Board of Directors. They will also make a report on all properly proposed amendments to these Bylaws at the Annual General Meeting. It shall be the duty of the committee to interpret any and all provisions of the Bylaws whenever it is called upon to do so. The interpretation of the committee shall be submitted to the National Board of Directors for approval.

c. **Other Committees:** Descriptions of additional committees set up when needed shall be included in the official Operating Policies established by the National Board of Directors.

ARTICLE XI WORLD COUNCIL AND INTERNATIONAL ASSOCIATION

SECTION 1. WORLD COUNCIL AND INTERNATIONAL ASSOCIATION.

As a charter member of the World Council of Service Clubs (WOCO) and member of the International Association of Active 20-30 Clubs, the association shall be represented on the Council and in the International Association by members selected in the following manner:

a. **Delegate:** The National President shall automatically serve as the Delegate to World Council and the International Association. In the event of the National President's inability to attend meetings of the World Council or the International Association in this capacity, the responsibilities of Delegate shall progress, in order, to the National President-Elect, or to a member of the National Board of Directors elected by the fellow directors.

b. **International Relations Officer:** The International Relations Officer (IRO) to World Council and the International Association shall be appointed by the National President, pending ratification, and shall serve from the close of the
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Annual General Meeting in the year they were appointed until the close of the Annual General Meeting of the following calendar year.

ARTICLE XII OFFICIAL PUBLICATION

SECTION 1. PUBLICATION AND TITLE: The association shall publish, or cause to be published under its control, a periodical under the official title of "Active Twenty-Thirtian."

SECTION 2. SUBSCRIPTION: Each active member will be a subscriber to said official publication and shall continue as such as long as the individual remains a member. The subscription price shall be included as part of their National Dues.

SECTION 3. HONORARY SUBSCRIPTION: Every Past National President shall receive a permanent subscription to the official publication without cost,

SECTION 4. CLUB CORRESPONDENTS: Each chartered club may provide information for publication. That information shall be provided by the club secretary or by any person appointed to do so by the club.

ARTICLE XIII FINANCES AND ACCOUNTING

SECTION 1. FISCAL YEAR: The fiscal year of the association shall begin on the first day of July each year.

SECTION 2. POWER OF NATIONAL BOARD: Under the direction of the National Board of Directors, the following shall occur:

- a. A double entry system of accounts shall be maintained;
 - b. A budget with anticipated appropriations and contemplated disbursements for the current fiscal year plus the next two projected fiscal years shall be adopted. The budget must be accepted in whole or in part by a newly elected National Board of Directors within the year for which said budget was adopted;
 - c. Depositories for all funds shall be designated. The Executive Director and accountant shall be empowered by the National Board of Directors to execute and countersign checks that shall be the only medium through which disbursements can be made;
 - d. Quarterly and year to date financial statements without audit shall be
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prepared with assistance of the Budget and Finance Committee or other members so designated by the National President, subject to ratification by the National Board of Directors. The reports will be rendered to the National Board of Directors;

e. Copies of the annual budget immediately after adoption by the National Board of Directors shall be sent to each club;

f. The National Board of Directors at any time, or the delegates at the National Convention by a majority vote, may require an audit be conducted of the books of account by a certified public accountant.

SECTION 3. NATIONAL DUES:

These dues shall be computed based upon the club's membership as of June 30 of the fiscal year reflected in official reports and records and shall be billed on an annual basis in July of the following fiscal year. Dues are payable on August 1. In the event dues are not paid before September 1, a late fee equal ten percent (10%) of the delinquency shall be added and become due.

ARTICLE XIV LOCAL CLUBS

SECTION 1. MEMBERSHIP AND LOCATION OF CLUBS:

a. Membership: The National organization shall consist of persons who are, or have been, members in good standing of clubs that have been duly chartered by the National Board of Directors. At a minimum, all clubs must comply with the International and National Bylaws as adopted and as will be amended from time to time.

b. Location: Clubs will be formed and chartered in any community in accordance with these Bylaws, and upon such additional written terms as the National Board of Directors may require.

SECTION 2. ORGANIZATION AND CHARTERING OF CLUBS:

a. Application for Charter: The method and rules for application will be as defined in the National Active 20-30 United States and Canada Chartering Manual. The Manual shall be periodically reviewed by the National Board of Directors.

b. Organization: Upon approval of the application for a charter, by the National Board of Directors, the National President shall accept the applicants into the club.

c. Chartering: Upon completion of the organization of the new club, a charter signed by the National President and Executive Director under the official seal; provided, however, that such club shall have:

- (1) A minimum number of chartering members as fixed by the National Board of Directors;
- (2) Adopted a set of Bylaws which, at a minimum, comply with the National Constitution & Bylaws;
- (3) Elected directors, appointed committees, and completed the organization of the club as provided by club Bylaws;
- (4) Ratified the Constitution and Bylaws of National Active 20-30 United States and Canada and agreed to be bound by them and any amendments thereto in all things not contrary to law;
- (5) Certified to the Executive Director its agreement to comply with any other requirements imposed by the National Board of Directors;
- (6) Upon fulfillment by the club of these requirements, a date shall be set for charter night at which time an accredited representative of Active 20-30 United States and Canada shall present said charter to the said new club. The directors of the new club shall be charged with their duties. Such directors shall continue to serve until the next regular date for election of directors provided in the Bylaws adopted by the club.

SECTION 3. TERMS OF OFFICE: At the option of said club, President, Vice President(s), and Directors shall be elected for a term of six (6) months or one (1) year.

SECTION 4. MEETINGS OF THE CLUB: Each chartered Club shall hold at least two regular meetings each month and at least one board meeting each month.

SECTION 5. CLUB REPORTS: Each club shall submit to the National Office, bi-annual reports of membership including an updated roster of names and addresses of active members. The second report must be received no later than 30 days prior to the Annual General Meeting in order to determine their good standing for the Annual Meeting.

SECTION 6. CONDUCT OF CLUB BUSINESS:

- a. Each club shall hold regular meetings of its Board.
- b. Each member club shall maintain at least two (2) bank accounts. One shall
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contain funds collected from dues and projects and the proceeds from which have not been designated or advertised as going to charity. This account shall be used for all club operational and social transactions. One or more accounts shall manage all funds collected for charitable purposes which shall be held in trust and expended solely for charitable contributions and purposes which is the necessary expenses incurred in conducting charitable projects.

SECTION 7. NAME: A chartered club shall not use any name except that designated in its charter. The terms "National" and "International" are prohibited from being included within said designated name.

SECTION 8. RATIFICATION OF BYLAWS: By accepting a charter of membership, every club, ratifies and agrees to be bound in all things not contrary to law of the country in which it is established by the Bylaws of Active 20-30 International and by the Articles of Incorporation and Bylaws of Active 20-30 United States and Canada and amendments thereto, and agree to faithfully observe the provisions thereof.

SECTION 9. TERMINATION OF CLUB CHARTER:

a) A Club Charter may be terminated if any of the following conditions occur:

- 1) **Non-Payment:** Any club more than thirty (30) days in arrears for any debt to Active 20-30 United States and Canada shall be considered delinquent in its account and not in good standing.
 - I. The club shall be notified immediately by the Executive Director.
 - II. The club has thirty (30) days from receipt of the notice to pay the delinquency in full or obtain a compromise payment agreement from the National Board of Directors or its representative.
 - III. In the event the delinquent account is not paid in full, or an acceptable compromise reached within the specified term, the club's charter could be subject to revocation.
 - IV. Within the next thirty (30) days, the delinquent club shall be contacted by a National Director for the purpose of settling the account.
 - V. Payment in full or a compromise agreement shall remove the delinquency and return the club to good standing.
- 2) **Indemnification:** Each Club must name Active 20-30 United States and Canada as an additional insured on their general liability policy and must maintain current insurance coverage that conforms to the insurance standards and requirements

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set forth in writing by the National Board of Directors at all times. In the event the insurance policy lapses, the Club's charter could be subject to revocation.

- 3) **Discipline:** Any club that fails to conform to the Bylaws of Active 20-30 United States and Canada, or fails to conform to such rules and regulations adopted by the National Board of Directors, may have its charter suspended, revoked, or disciplined, by a two-thirds vote of the National Board of Directors, provided that a hearing be held.

- I. A copy of the charges with notice of the hearing shall be sent from the Executive Director by registered mail to the club at least thirty (30) days before the hearing.

- 4) **Resignation:** Any club may resign from Active 20-30 United States and Canada. All financial obligations of the club to Active 20-30 United States and Canada must be fulfilled.

- I. The resignation must be approved by three-fourths of the active membership of the club, and shall be certified by the President and Secretary of the club to the Executive Director.
- II. Such resignation will become effective when accepted by the National Board of Directors.
- III. Upon written application by the club, the National Board of Directors may reinstate the club to membership in Active 20-30 United States and Canada.

- b) Any Club Charter subject to termination may appeal the termination as follows:

- 1) **Appeal:** If the National Board of Directors suspends or revokes the charter of membership of any club or disciplines any club, the Executive Director shall send a notice of the National Board of Director's action to the club by registered mail within fifteen (15) days. The club, within sixty (60) days from the date of such notice, may file written notice of appeal with the Executive Director which shall be considered and decided at the next regularly scheduled meeting of the National Board of Directors.

- c) Any Club Charter must complete the following once their Club Charter termination has been confirmed:

- 1) **Surrender:** Any club which shall, for any cause, cease to be a member of Active 20-30 United States and Canada shall:

- I. Relinquish the use of the numerals 20-30, the word "Active" and the word "Twenty-Thirty" or the words "Active Twenty-Thirty" in its club name;
- II. Surrender its charter and all club properties, real and personal, tangible and intangible, which have been purchased with club funds, to a representative of the National Board;
- III. Surrender all social media accounts and passwords to a representative of the national board. All accounts shall not be altered or copied prior to the surrendering to a representative of the national board. This includes all photos, posts and comments, etc.

ARTICLE XV AMENDMENTS

Amendments to the Bylaws shall be made only at the Annual General Meeting by a two-thirds (2/3) vote of the delegates present and voting, including proxies and absentee ballots. Any amendments shall be received at least ninety (90) days prior to the date of the Annual General Meeting. The Executive Director will, not less than thirty (30) days prior to said Annual General Meeting, send a copy of the proposed amendments to the National Board of Directors and the Secretary of each club. Amendments can be proposed by a member club, a group of clubs, the National Board of Directors, or by the Committee on Laws and Regulations. Unless otherwise stated in a proposed amendment to the Bylaws, it shall take effect upon the closing of the Annual General Meeting at which it was approved.

Bylaw History:

Bylaws updated through 2017 with 2014 Bylaw Amendments added, May 17, 2018

Bylaws updated through 2018 AGM, June 28, 2018

Complete Revision of Bylaws at 2019 AGM, June 22, 2019

Bylaws updated through 2020 AGM, July 17, 2020