

BYLAWS OF THE  
INTERNATIONAL ASSOCIATION  
OF TORCH CLUBS, INCORPORATED

As Amended Effective June 24, 2016

THE INTERNATIONAL ASSOCIATION  
OF TORCH CLUBS, INCORPORATED

Hereby adopts these Bylaws

BYLAW I  
Torch Club Members

Section 1.

All Torch clubs now existing or hereafter chartered may admit to membership only professional persons who meet the following qualifications:

(a) Who are members in good standing (either retired or active) in any of the commonly recognized professions pursued by a person in a recognized professional manner.

(b) Who in the judgment of the local club satisfies the following Torch criteria of a truly professional person:

1. Has a recognized professional degree from an accredited school, or are professionally recognized to have an acceptable equivalent in training and experience.
2. Has pursued work that requires a mastery of some area of knowledge and skills, the exercise of judgment, and assumption of individual responsibility, as opposed to the carrying out of essentially routine procedures.
3. Has maintained standards of competence and integrity in professional practice.

(c) Who are interested in Torch activities and able and willing to contribute to club programs, and who are known to be intellectually alert, socially companionable, and financially responsible.

Section 2.

In addition to the Regular membership set out in Section 1 of these Bylaws, Torch clubs now existing or hereafter chartered may admit an individual to a category of membership known as a Young Professional Membership, to encourage participation among younger individuals up to the age of thirty years. To encourage participation, these members will enjoy the full benefits of membership until the age limit for such membership is reached, whereupon their membership may be converted to Regular membership. International dues for Young Professional membership shall be one half the dues established for Regular membership.

Section 3.

In addition to the Regular and Young Professional memberships set out in Section 1 and 2 of these Bylaws, Torch clubs now existing or hereafter chartered may admit an individual to a category of membership known as Professional in Training membership, to encourage participation and temporary membership by undergraduate student professionals in training. Such members will enjoy the full benefits of membership, are encouraged to attend regular club meetings and International Conventions, participate in discussions and present papers to the club, as appropriate. It is anticipated that the full cost of membership will be paid by the student, sponsored by the student's college, a local club or other sponsoring organization or individual.

Section 4.

In addition to the other memberships set out in previous sections of these Bylaws, Torch Clubs, now existing or hereafter chartered, may admit members to the category of membership known as "Household Membership." Household members will enjoy the [full] benefits of membership, as determined by the IATC Board of Directors. International dues for one Household member shall be fifty percent of the dues established for Regular Membership and the other family members shall pay regular membership dues.

Section 5.

In addition to the Regular, Young Professional, Professional in Training and Household membership set out in Sections 1,2,3 and 4 of these Bylaws, Torch clubs now existing or hereafter chartered may designate members to the category of

membership known as Honorary Lifetime membership. Honorary Lifetime membership may be bestowed upon any person who, for special merit, is approved for such membership by vote of the club's members. Effective July 1, 2015, International dues for such members shall be the same as Regular Members, and shall be remitted by the club. Honorary Lifetime members will enjoy the full benefits of membership. Local club officers shall notify the IATC of such designation during the annual membership update.

#### Section 6.

Individual Members-at-Large may be enrolled by the Association subject to the same general standards of eligibility as those applicable to members of any Torch club. Persons accepted as Members-at-Large shall pay regular dues. Members-at-Large shall be entitled to participate in all regular activities of the Association, and such additional activities or programs, as may be authorized by the Board for this purpose, but they shall have no vote at Annual Meeting and Convention and may not serve as an officer or director of the Association.

#### Section 7.

In addition to the other memberships set out in previous sections of these Bylaws, Torch Clubs, now existing or hereafter chartered, may admit members to the category of membership known as "Household Membership." Household Members will enjoy the full benefits of membership. International dues for one Household Member shall be fifty percent of the dues established for Regular Membership and the other family member shall pay regular membership dues.

## BYLAW II Charters

#### Section 1.

A Torch club charter may be granted by this Association, upon application of any group of persons qualified for membership in Torch, provided the applicant group has:

- (a) At least twenty paid-up members, except by special permission of the Board of Directors;
- (b) Elected its officers;
- (c) Given such data and complied with such regulations as to location, variety of professions represented, and other features as the Association may prescribe;
- (d) Paid the fees required by these Bylaws; and
- (e) Agreed to abide by the Constitution and Bylaws of the Association and the acts of the Association pursuant to said Constitution and Bylaws.

#### Section 2.

Every Torch club charter shall be dated and signed by the President and Executive Secretary of this Association, shall bear the Association's seal, and shall state that the club to which it is issued is a chartered club of The International Association of Torch Clubs, Incorporated, and that by accepting the charter the club agrees to be bound by the Constitution and Bylaws of the Association and by the regulations and acts of the Association pursuant to said Constitution and Bylaws.

#### Section 3.

Every club shall report to the Association, upon forms to be supplied to it, such information as the Association may require.

#### Section 4.

Every club shall hold an annual meeting for the purpose of electing officers, and forthwith shall report their names and addresses to the Executive Secretary of the Association.

#### Section 5.

Any club remaining in arrears on any fees or other financial obligation due the Association for a period of six (6) months after receipt of notice of such arrears from the Executive Secretary by registered or certified mail shall cease to be in good standing and its charter shall be subject to suspension or revocation, in the discretion of the Board of Directors. If suspended, the club may be reinstated upon such terms as the Board of Directors shall determine.

#### Section 6.

Any club may be declared by the Board of Directors not to be in good standing and may have its charter suspended or revoked for cause encompassing any one of the following:

(a) A continuing violation of the Constitution or Bylaws of the Association.

(b) Conduct tending to bring the Association into disrepute or detrimental to the purposes of the Association, as expressed in Article II of the Constitution. A suspension or revocation under this section shall be made only upon written notice to the club involved, reasonable opportunity for the club to be heard, written findings, approved by a two-thirds vote of the entire Board of Directors, that there are adequate grounds for such suspension or revocation. Said findings, with proposed or other rulings, if any, by the Board shall be served by registered or certified mail directed to the last-known address. Any club whose charter is thus suspended or revoked under this section shall have, within ninety days after the sending of said findings, and ruling, the right to appeal to the next annual convention, which may affirm or set aside such suspension or revocation. Any suspension or revocation pursuant to this section shall not take effect before the expiration of the time for appeal to the annual convention and, in the event of such appeal, before final determination of the matter by the convention.

#### Section 7.

Any club, the charter of which has been suspended or revoked, may apply for reinstatement, which may be authorized by the Board of Directors upon such terms and conditions as the Board may prescribe.

#### Section 8.

(a) Before a local club may dissolve, it shall send written notice to the IATC headquarters stating the reason(s) for dissolution together with proposed arrangements for payment of any fees in arrears.

(b) The IATC headquarters shall send copies of the notice of dissolution letter to the IATC President, President-elect, and appropriate Regional Director.

(c) After a review of the request by the Executive Committee and Regional Director, and after exploring all other alternatives with the club making the request, the Executive Committee may accept the notice of dissolution and place the item on the agenda for the next meeting of the IATC Board of Directors.

(d) Upon formal acceptance by the IATC Board of Directors of the notice of dissolution, the local club will be notified by letter from the President and Regional Director. At this time, the Executive Secretary will request the return of the original charter of the local club together with all pertinent records and fees that may be in arrears.

(e) Each member of the dissolving club will be encouraged by the IATC to retain his/her membership in Torch as a "Member-at-Large" or to join an existing club nearby.

#### Section 9.

Any club ceasing to be a member of this Association shall immediately surrender its charter, forfeit the right to use and desist from using for any purpose the word TORCH and any emblem or symbol of the Association.

### BYLAW III Regions

#### Section 1.

The geographical area in which there are existing and contemplated future chartered clubs shall be divided into not less than six nor more than twelve regions. The Board of Directors shall establish, and from time to time may change, the number of regions and the boundaries thereof.

#### Section 2.

The principal purposes of establishing regions are to provide closer communications among clubs within each region and between each region and the Association, strengthen and extend Torch within the respective regions, and provide for more comprehensive representation of the local clubs on the Board of Directors.

#### Section 3.

The clubs in their respective regions shall, through their representatives, hold meetings at which problems and procedures of interest and concern to the clubs of the region and Association shall be discussed and at which suggested candidates for nomination for the office of director of the Association may be agreed upon. Said meetings shall be called and organized on the initiative either of the local clubs, or of the director, if any, within or assigned to the region involved, or of the President or Executive Secretary of the Association.

#### Section 4.

At such regional council meetings each club represented shall have one vote. In addition to the Chair of each meeting, there shall be a Secretary to take minutes of the proceedings, discussions, and decisions. The Chair, with the assistance of the Secretary, shall prepare and send to the Executive Secretary of the Association a report of the meeting, including the minutes thereof.

#### Section 5. Regional Directors

- a) Each region has a Regional Director nominated and elected by clubs in the region to serve a two-year term. A person shall serve as Regional Director for no more than three consecutive terms but may be reelected at a later date. The Regional Director serves as a member of the IATC Board of Directors (See Bylaw IV, Section 3).
- b) Regional Directors shall be chosen by the clubs they represent. The Board of Directors shall set forth, in an Election Manual, the dates, minimum qualifications and other specifics of the processes for nominations and elections, which shall include provisions for clubs to nominate candidates, and for clubs to vote.

#### Section 6. Duties of Regional Directors

The Regional Director has a twofold responsibility: to the IATC at the international level serving as a member of the IATC Board of Directors and to the Torch clubs in the region represented.

(a) To the IATC, the Regional Director:

- 1) Serves as a liaison person for activities concerning the region and the IATC.
- 2) Includes in reports to the IATC such matters as an overview and assessment of regional activity between meetings of the IATC Board of Directors; membership increases/decreases in clubs; new club development possibilities in the region; information on papers delivered and/or published; and specific items of special interest to the members of the Board.
- 3) Serves as Chair of the regional meetings at the annual convention and reports on the region at the general business session meeting of the convention membership.

(b) To the clubs in the region, the Regional Director:

- 1) Serves as a liaison person between the clubs and the IATC and communicates and interprets actions and decisions of the IATC Board of Directors.
- 2) Encourages compliance with IATC rules and regulations including the submissions of reports, the submission of papers for publication, the timely payment of dues, etc.
- 3) Endeavors to resolve issues and problems in and among clubs in the region, advising on membership, recruitment, attendance, finances, administration, and various other club matters.
- 4) Visits clubs throughout the region as often as possible, when possible, to work with club officers and committees on the building of a better club.
- 5) Encourages and offers assistance in the planning and implementation of joint meetings of clubs and regional mini-conventions.
- 6) Encourages attendance at the annual convention of IATC emphasizing the benefits for every club in the region in sending official delegates to the convention.
- 7) Stimulates interest and assists in the formation of new clubs in the region.

### BYLAW IV Board of Directors

#### Section 1.

The Board of Directors shall consist of the President who shall be Chair, Vice President (formerly President-elect), elected by the delegates to the Annual Conference to succeed the President, the most recent living Past President, and no fewer than six nor more than twelve additional elected Directors. The term of the President and Vice President shall be two years. The term

of the Directors-at-Large shall be two years and a person may serve only up to three consecutive terms, but may be reelected at a later date. The Board of Directors, prior to the selection of the nominating committee shall determine the number of Directors for each ensuing year, and the President shall instruct the nominating committee accordingly.

Section 2.

Each Director, except Regional Directors, shall be elected, or his or her election ratified, at an annual convention and, except for resignation or death, shall hold office until his or her successor shall be elected, which, in the case of all Directors other than Officers, shall be at the second annual convention following the date of such Director's election. Regional Directors shall be chosen in accord with Bylaw III, Section 5.

Section 3.

The Board of Directors shall set forth, in an Election Manual, the dates, minimum qualifications and other specifics of the processes for nominations and elections, which shall include provisions for clubs, as well as a nominating committee, to nominate candidates for designated positions, and for clubs, whether represented at the convention or not, to vote.

Section 4.

To the extent practicable, each region should be represented on the Board of Directors by an Officer or Director of the Association.

Section 5.

The Board of Directors shall fill all vacancies among the Officers or on the Board occurring between annual conventions, until the next annual convention, at which time such vacancies for their unexpired terms shall be filled by election.

Section 6.

The Board of Directors, in the management and control of the business and affairs of this Association, may act as a whole or by committees appointed by the President, or through a duly designated officer or officers. Upon call of the President, the newly elected Board shall meet before the close of the annual convention or immediately thereafter and also shall meet at the place of the next annual convention immediately prior to said convention. The President shall call a meeting of the Board of Directors upon written request of any four members of the Board or whenever deemed necessary. Written notice of all meetings except the one held at the close of the annual convention, shall go to all members of the Board at least twenty days before such meeting. Any Director may waive such notice. Any Director or Officer may propose a resolution at any time by mail to the President, who shall cause a copy thereof to be sent promptly by the Executive Secretary to all members of the Board. If within thirty days thereafter a majority of the Board shall have stated their assent thereto to the Executive Secretary, such resolution shall be deemed adopted. The Executive Secretary shall enter the resolution and the votes thereof upon the minutes of the next meeting of the Board.

Section 7.

A quorum of the Board of Directors shall consist of a majority of its members. Except as otherwise provided in the Bylaws, the vote of a majority of the Directors present, when there is a quorum, shall rule.

Section 8.

The Board of Directors shall interpret the Constitution and Bylaws whenever any question arises as to their meaning.

Section 9.

An appeal from any decision of the Board on any matter may be made by any five clubs of the Association in good standing, presented in writing to the delegates of any annual convention of the Association. Upon hearing said appeal in open session, the convention, by a two-thirds vote of the official delegates may repeal or modify the decision of the Board; otherwise the Board's decision shall remain in effect.

Section 10.

The President of the Torch Foundation shall be an ex-officio member of the Board of Directors.

BYLAW V  
Officers

Section 1.

The Officers of this Association shall be a President, President-elect, and Executive Secretary and such other Officers as may be determined by the Association, all of whom shall serve until their respective successors are elected.

Section 2.

The Board of Directors shall elect the Executive Secretary and fix compensation of the Executive Secretary. All employees of the Association shall be responsible to the Board and act under its policy direction.

Section 3.

The Officers of this Association, together with any additional member or members of the Board whom the President may select, and a majority of the Officers at their option approve, shall constitute the Executive Committee of the Board of Directors, and such Executive Committee shall have such authority to act for the Board between meetings of the Board, except in matters of spending beyond the approved budget, or in borrowing moneys, in which latter cases approval of majority of the full Board shall be required.

Section 4.

As vacancies occur, all Officers, except the Executive Secretary, and all Director-at-Large positions shall be elected at the time and place of each annual convention. The Board of Directors shall set forth, in an Election Manual, the dates, minimum qualifications and other specifics of the processes for nominations and elections, which shall include provisions for clubs, as well as a nominating committee, to nominate candidates for designated positions, and for clubs, whether represented at the convention or not, to vote.

Section 5.

When the office of President becomes vacant, the President-elect shall automatically and immediately become the President without further election. In the event that the office of President-elect does not have an elected incumbent, or the President-elect is incapacitated or refuses to accede to the Presidency, the office of President shall be filled by using the same minimum qualifications and processes of nomination and/or election as for the office of President-elect.

## BYLAW VI Duties of Officers

Section 1.

The President shall preside at all conventions of this Association and at all meetings of the Board of Directors, and shall be the Chief Executive Officer of this Association and have general supervision of all Torch Clubs.

Section 2.

The Vice President, or if unable to act, the immediate Past President, shall have the same powers and authority as the President, whenever the latter is unable to perform the duties of the office. The Vice President shall Chair a Finance Committee that will be responsible for financial reporting and guidance to the Board of Directors. This committee will consist of, at a minimum, the President, Vice President, and members of the Finance Committee.

Section 3.

The office of Treasurer shall be filled by a member of the Board of Directors with expertise in the financial realm. Appointed by the President, the Treasurer shall fulfill the legal and corporate responsibilities of the office. In cooperation with the Executive Secretary, the Treasurer shall present the annual budget to the membership at the Annual Meeting and Convention, and will assure the Board that a suitable review of the accounts of the IATC is conducted on an annual basis. The Treasurer shall report the findings of the review to the Board at the next official meeting. The term of office is concurrent with the member's term in office.

Section 4.

The office of Secretary shall be filled by a member of the Board of Directors appointed by the president. The duty of the secretary shall be to review the minutes of the Board proceedings in consultation with the Executive Secretary, who creates the minutes. Other duties accruing to the office may be added as circumstances dictate. The term of office is concurrent with the member's term in office.

## BYLAW VII Committees

Section 1.

The President, at the first meeting of the Board following election, and as often as necessary thereafter, shall appoint whatever committees the President deems desirable to function during the President's term of office. In appointing said committees, on all which the President is an ex-officio member, the President shall not be limited to members of the Board, but may include members of any Torch club.

Section 2.

In designation of committees and subcommittees and appointments thereto, special consideration shall be given to the following continuing concerns of this Association:

- (a) Extension of Torch into new areas and localities.
- (b) Assistance to the regions and the local clubs on approved and successful methods of operation.
- (c) Communications among the local clubs and between them and the Association.
- (d) Sound financing of the local clubs and the Association.
- (e) Conventions on an international or regional basis and their role in fostering intellectual stimulation, relaxation, mutual friendships and cooperative relationships.

Section 3.

Each committee and each member of a committee or subcommittee shall have authority within any limitation set by the Board to accomplish the tasks assigned. They shall be reimbursed for so doing out of funds of the Association.

**BYLAW VIII**  
Finances

Section 1.

The Executive Secretary shall prepare the budget for the ensuing fiscal year; this budget shall be reviewed and approved by the Board of Directors before being presented to the annual convention. Adoption of the budget is the responsibility of delegates at the convention and the same shall become effective upon ratification by the majority of delegates present and voting.

Section 2.

Except as modified by the Association at any annual convention, each club shall pay to the Executive Secretary of this Association when billed, or as hereinafter stated, the following sums:

- (a) An initiation fee of \$10.00 for every new member of the club, except persons who had resigned in good standing from that or some other Torch club or had transferred to another club while in good standing.
- (b) An annual fee for each member shall be such amount as may be recommended by the Board of Directors at the Annual Meeting and Convention and ratified by a majority of the official delegates present and voting, and payable not later than February 1. The annual fee for honorary lifetime members shall be the same as regular membership, and shall be payable by the honoree's local club.
- (c) The annual IATC dues for Torch Clubs outside the United States shall be paid in U.S. dollars.
- (d) A portion of the annual fee shall be designated by the Board as a regional activities fee.

Section 3.

Each club shall file a report with the Executive Secretary of the Association showing the status of its membership in each of the foregoing categories as of October 1 and March 1 each year, and such report shall be made as soon after said respective dates as the status of membership can be determined but before the next billing date.

Section 4.

The general funds of this Association may be used to maintain an international headquarters and for such other purposes as shall be authorized by the Board of Directors, including the payment of the necessary and reasonable expenses of all persons performing authorized services for the Association. The Executive Secretary or authorized agent shall make disbursements from current funds to pay all obligation of the Association. Invested funds of the Association may be withdrawn or reinvested only as approved by the Board of Directors.

Section 5.

The Board of Directors may at any time require reports on receipts and disbursements of all funds of the Association in the hands of its Executive Secretary or of any other person.

Section 6.

The Board of Directors shall have all books and accounts of the Association audited or internally reviewed on an annual

basis. The Board shall place at the disposal of the appropriate committee on finances for study and report all financial reports and audits pertaining to the funds of the Association.

#### Section 7.

No member of the Association or of any Torch club shall be personally liable for any obligations of the International Association of Torch Clubs, Incorporated. Each officer, director, and employee of the Association, their heirs, executors, and administrators, shall be indemnified and be held harmless by the Association against the expenses reasonably incurred by such person in connection with any action, suit, or proceeding to which the aforementioned may be made a party by reason of serving or having served as an officer, director, or employee of the Association, except in relation to matters as to which the aforementioned shall finally be adjudged in such action, suit, or proceeding, as liable for negligence or misconduct in the performance of duties. Such expenses shall include the cost of reasonable settlement made with the view to curtailment of litigation, reasonable cost of employment of counsel, and the reasonable expense incurred in the preparation and trial of the litigation. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled as a matter of law.

### BYLAW IX Conventions

#### Section 1.

The Association shall hold a convention each year for the pleasure and benefit of all Torch members and their families who care to attend and at which the annual business meeting of the Association shall be held. The Board of Directors shall determine the time and place of the annual convention at least one year in advance of the date set, whenever that is possible.

#### Section 2.

Special conventions may be called by the President on written request of a majority of the Board of Directors or the majority of the Torch clubs.

#### Section 3.

Each Torch club, when possible, shall be notified of the time and place at least nine months prior to an annual convention and at least thirty days prior to a special convention.

#### Section 4.

Every club in good standing may send two official delegates and two alternates to each convention. Such delegates and alternates shall be paid-up club members in good standing in their respective clubs.

#### Section 5.

The Secretary of each club shall certify to the Executive Secretary of the Association the names and addresses of its delegates and alternates to each convention.

#### Section 6.

A majority of the duly elected delegates or their acting alternates present at any meeting during the convention shall constitute a quorum for such meeting and they together with the Officers and other Directors of this Association who are present, shall have all the voting rights of the convention.

#### Section 7.

Each delegate, or if absent, the alternate, shall have one vote on each question in each session of the convention at which present. The Executive Secretary, in possession of the credentials of the delegates and their alternates, shall be the sole judge of who is eligible to vote.

#### Section 8.

The annual fees collected from the clubs shall be used to support regional programs, conventions, and council meetings.

#### Section 9.

At or prior to each convention, the President shall appoint a Resolutions Committee consisting of five delegates which shall make a report at the final business meeting of the convention. The function of this committee is to entertain and prepare resolutions of appreciation and honor to those organizations and individuals who have rendered special service to the convention and to the Association.

#### Section 10.

#### Gold Award



At the convention, Gold Torch Awards may be given to individual Torch members, for truly outstanding service, by the Board of Directors, through nominations by the local clubs or individual directors, submitted in advance to the Board of Directors through its Awards Chair.

The Gold Torch Award honors members who have served Torch at the local, regional, and, most importantly, the International level. To qualify for this award, the nominee must have been a Torch member for at least 10 years. In any one year, the number of Gold Torch Awards may not exceed .1% (rounded to the nearest whole number) of the membership of the International Association of Torch Clubs (i.e. three awards for membership of 2,500 to 3,499).

#### Silver Award

At the convention, Silver Torch Awards may be given to individual Torch members, for truly outstanding service, through nomination by their local clubs, submitted in advance to the Board of Directors through its Awards Chair.

The Silver Torch Award recognizes members who have served in an exemplary manner at the local club level. To qualify for the Silver Torch Award, the nominee must have been a member for at least 5 years. In a given year, the number of Silver Torch Awards given by a local club may not exceed 1 award for each 25 members (i.e. 1 award for clubs with 1-25 members, 2 awards for clubs with 26-50 members and so on with larger memberships).

#### Section 11.

Matters of other business shall be submitted to the appropriate committee for consideration and action presented to the convention.

#### Section 12.

The President shall appoint a Convention Committee annually. It shall include at least one member of the Board of Directors and at least one member of the Convention Committee from the host club for the preceding convention, together with members of the club where the next convention will be held. It shall prepare and publish an official program and order of business for the next convention. Such publication shall appear in the Torch magazine at least three months prior to the convention date.

#### Section 13.

At all conventions, Robert's Rules of Order shall govern the procedure, except where otherwise provided in these Bylaws or the Constitution.

### BYLAW X Official Publication

#### Section 1.

The Board of Directors shall cause to be published under its supervision and control a periodical to be known as THE TORCH which shall be the official publication of this Association. It shall be mailed to all Torch club members.

#### Section 2.

The Board of Directors shall set aside from the annual fee of each club member an amount to be fixed by said board as the member's subscription to THE TORCH.

#### Section 3.

The subscription price for nonmembers shall be fixed by the Board of Directors taking into consideration the costs of publication and mailing and the fact that this Association does not exist for pecuniary profit.

### BYLAW XI Fiscal Year

#### Section 1.

The fiscal year of the Association shall be July 1 through June 30 of each calendar year.

### BYLAW XII Amendments

#### Section 1.

The Board of Directors shall have power to propose amendments to these Bylaws by vote of a majority of all the Directors at any regular meeting of the Board, or at any duly called special meeting thereof, but notice on intention to amend together with the consent of such amendments shall be given to all of the directors at least fifteen days prior to the time of the meeting at which the amendments will be considered. Amendments approved by the Board shall be submitted for ratification at the next succeeding annual convention of the Association, and shall become effective upon ratification by a majority of those authorized to vote and present at such convention.

Section 2.

Amendments of the Bylaws also may be proposed in writing to the Board of Directors by any Torch club in good standing. If no action results, such proposed amendments may be submitted to the next convention by all the delegates present representing at least ten member clubs in good standing.

Section 3.

Ratification by the convention of any proposed amendment of the Bylaws may be done in convention at any business session with at least one reading of the proposed amendment and opportunity for debate thereon. An amendment shall become effective immediately upon such ratification or at the time stated in the amendment.

#### CERTIFICATION

I, James V. Strickland, Jr., Executive Secretary of The International Association of Torch Clubs, Incorporated, hereby certify that the foregoing Bylaws as amended for said Association were duly adopted by the delegates at a meeting duly called for that purpose at the annual convention of the Association held in Wilkes-Barre, PA June 24-27, 2004. I further certify that said Bylaws as amended were duly ratified by a majority of the member clubs of the Association on June 25, 2004, pursuant to the Bylaws in force immediately prior thereto and that the foregoing Bylaws as amended are in full force and effect as of June 25, 2004.

Additionally, Elizabeth Garrett, Executive Secretary, certifies amendments were duly ratified by a majority of member clubs on June 21, 2012 at the annual convention in Portsmouth, VA, pursuant to bylaws in force at the time.

Additionally, Jennifer Morrone, Executive Secretary, certifies amendments were duly ratified by a majority of member clubs on June 28, 2013 at the annual convention in Columbia, South Carolina, pursuant to bylaws in force at the time.

Additionally, James D. Coppinger, Executive Secretary, certifies amendments were duly ratified by a majority of member clubs on June 22, 2014 at the annual convention in St. Catharines, Ontario, Canada, on June 25, 2016, Columbus, Ohio, pursuant to bylaws in force at the time.

Additionally, James D. Coppinger, Executive Secretary, certifies amendments were duly ratified by a majority of member clubs on June 28, 2015 at the annual convention in Lincoln, Nebraska, pursuant to bylaws in force at the time.