

CONSTITUTION
OF
THE INTERNATIONAL ASSOCIATION
OF TORCH CLUBS, INCORPORATED
As Amended Effective December 29, 1992

The members of
THE INTERNATIONAL ASSOCIATION
OF TORCH CLUBS, INCORPORATED,
accept this Constitution for our government.

ARTICLE I
Name

Section 1.

The name of this Association shall be THE INTERNATIONAL ASSOCIATION OF TORCH CLUBS, INCORPORATED.

ARTICLE II
Purposes

Section 1.

The general purpose of this Association shall be to encourage communication among members of the different professions; to provide opportunity for leading members of such professions to meet together in the spirit of good fellowship for the exchange of knowledge and an understanding of each other's problems and aspirations; to prevent the narrowing tendencies of specialization by developing a breadth of thought and culture; and to foster the highest standards of professional ethics and civic well-being.

Section 2.

To achieve these purposes, the Association shall actively promote the organization and charting of Torch Clubs in different localities; lend assistance as needed to strengthen the programs and functioning of the Torch Clubs; and encourage maximum feasible cooperation and coordination among Torch Clubs and between them and this Association.

Section 3.

The Association is a non-profit organization and no part of its receipts shall inure to the benefit of or be distributed to its members, directors, officers or other persons except for the payment of salaries and other expenses incurred in furthering the purpose of this Association.

Section 4.

Neither this Association nor any Torch Club shall endorse or recommend any candidate for public office or pass any resolution adopting or passing on any course of action on matters of political, social, economic or religious concern, but nothing herein shall limit the free discussion within the Association or any Torch Club of any issue or question of general interest.

ARTICLE III
Membership

Section 1.

The membership of this Association shall comprise the Torch Clubs holding valid charters from the Association. Said charters shall be granted, suspended and revoked pursuant to the Bylaws of this Association.

Section 2.

The Association may enroll individual members-at-large who are professional people interested in the purposes of Torch.

ARTICLE IV
Torch Clubs

Section 1.

Every Torch Club shall have a constitution and/or bylaws, a current copy of which shall be filed with the Executive Secretary of this Association, and which shall contain provisions consistent with the Constitution and Bylaws of this Association, including provisions as to purpose, membership, officers and directors, and payment of dues. Said Torch Club constitution and/or bylaws also shall set forth the name of the Torch Club, the fact of its membership in The International Association of Torch Clubs, Incorporated, and the agreement of the club to be bound by the Constitution and Bylaws of this Association and by the acts of its Officers and Board of Directors, pursuant to said constitution and bylaws.

ARTICLE V
Officers

Section 1.

Subject to modification through change in the Bylaws, the Officers of this Association shall be a president, a president-elect and executive secretary, and such other officers as may be determined pursuant to said bylaws.

ARTICLE VI
Government

Section 1.

The government of this Association shall be vested in its member clubs according to the Constitution and Bylaws of the Association as determined by the official delegates at duly called conventions.

Section 2.

The management of the Association is the responsibility of the Officers and Board of Directors.

ARTICLE VII
Bylaws

Section 1.

At any annual convention of its members, this Association may adopt, amend or rescind Bylaws implementing this Constitution and establishing rules and procedures for the operation of the Association and its members.

ARTICLE VIII
Amendments

Section 1.

An individual club or a director shall have the power to propose amendments to this Constitution to the Board of Directors, not later than March 15. Such amendments may be approved by vote of two-thirds (2/3) of the Directors present at any regular meeting of the Board, or at any duly called special meeting thereof. Notice of intention to amend, together with the content of such amendments, shall be given to all of the Directors at least fifteen (15) days prior to the time of the Board meeting at which the amendments will be considered. Amendments recommended by the Board, after approval by a two-thirds (2/3) vote at conventions, shall be submitted for ratification to the President and Secretary of each club in good standing in the Association by the Executive Secretary of the Association on September 1, and shall become effective upon ratification, after one hundred twenty (120) days, by a two-thirds (2/3) vote of those clubs voting, with such ratification to be certified by the Executive Secretary of the Association. Clubs not responding to the Executive Secretary within one hundred twenty (120) days of mailing of the proposed amendment will be presumed to have abstained.

Section 2.

Amendments to the Constitution may also be proposed in writing to the clubs of the Association by written instrument approved by ten (10) percent of Torch Clubs in good standing in the Association. Such proposed amendments, accompanied by written documentation of required approval by ten (10) percent of the clubs, must be submitted to the Executive Secretary. Within twenty (20) days, the Executive Secretary of the Association must submit such proposed amendments to the Presidents and Secretaries of the clubs in good standing in the Association for vote. Such proposed amendments shall become effective upon ratification, after one hundred twenty (120) days, by two-thirds (2/3) of those clubs voting, with such ratification to be certified by the Executive Secretary of the Association. Clubs not responding to the Executive Secretary within one hundred twenty (120) days of the mailing of the proposed amendment will be presumed to have abstained.

Section 3.

Following the adoption of an amendment by the Association, the Executive Secretary of the Association promptly thereafter shall send a copy thereof to each Director, and to each club in good standing, by mailing the same to its President and Secretary at their respective last known address.

CERTIFICATION

I, Robert J. Tonai, Executive Secretary of The International Association of Torch Clubs, Incorporated, hereby certify that the foregoing Constitution as amended for said Association was duly adopted by the delegates to a meeting duly called for that purpose at the annual Convention of the Association held in Columbus, Ohio, June 24-27, 1992. I further certify that said Constitution as amended was duly ratified by a majority of the member clubs of the Association on December 29, 1992 pursuant to the Constitution in force immediately prior thereto and that the foregoing Constitution as amended is in full force and effect as of December 29, 1992.

December 1, 1983, Revised
December 29, 1992, Revised