

Bylaws of the International Association of Torch Clubs, Inc.

(Click on a Bylaw to jump to that Bylaw)

| | | |
|-------|---|----|
| I. | Members of the Association..... | 2 |
| II. | Members of Chartered Association Members | 4 |
| III. | Regions..... | 4 |
| IV. | Board of Directors..... | 6 |
| V. | Qualifications and Duties of Association Officers and other Directors | 9 |
| VI. | Committees..... | 12 |
| VII. | Financial Operations and Assets | 15 |
| VIII. | Conventions and Business Meetings | 18 |
| IX. | Official Publication | 19 |
| X. | Disciplinary Matters | 19 |
| XI. | Hierarchy of Authority | 21 |
| XII. | Dissolution of the Association | 21 |
| XIII. | Amendments..... | 21 |
| XIV. | Immediate Effect..... | 22 |
| | CERTIFICATION | 23 |

Definitions

As used in these bylaws, unless the context otherwise clearly requires, the below shall have the following meanings:

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| Association Member..... | A Torch Club holding a valid charter from the Association |
| Association..... | The International Association of Torch Clubs, Inc. (IATC) |
| Board..... | The Board of Directors of the Association |
| Club Member..... | A person admitted to membership by an Association Member |
| Director..... | A voting member of the Board |
| Executive Session of the Board..... | A Board meeting or portion of a Board meeting with attendance generally limited to Directors where proceedings involve sensitive or confidential matters, including but not limited to legal, business, personnel, individual and/or every disciplinary matter. |
| Member-at-Large..... | A person not belonging to an Association Member who is a member of the Association |
| PPM..... | Policies & Procedures Manual of the Association. |
| Written notice..... | Includes electronic methods of communication. |

Bylaws

I. Members of the Association

- A. Members of the Association are Torch Clubs holding valid charters from the Association.
 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 completed all of the following:
 - a. Has at least twenty (20) Club Members, except by special permission of the Board;
 - b. Elected its officers from among Club Members;
 - c. Given such data as to club location, description of professions represented, and other features as the Association may prescribe;
 - d. Paid its Club Members' fees required by and due to the Association; and
 - e. Agreed to abide by the Constitution and Bylaws of the Association and the Policies and Procedures of the Association pursuant to said Constitution and Bylaws.

2. Every Torch Club charter shall be dated and signed by the President 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.
3. Every club shall report to the Association, upon forms to be supplied to it, such information as the Association may require.
4. Every club shall hold an annual meeting for the purpose of electing officers, and forthwith shall report their names, addresses, and other contact information to the President of the Association or her or his designee.
5. Any club remaining in arrears on any fees or other financial obligations due the Association for a period of three (3) months after receipt of notice of such arrears by registered or certified mail shall cease to be in good standing. Thereupon, its charter shall be subject to suspension or revocation, at the discretion of the Board.
6. The Board may suspend or revoke the charter of any club for cause, including the following:
 - a. Is not in good standing, by failing to pay dues as stated in I.A.5.
 - b. A continuing violation of the Constitution, Bylaws, or policies of the Association.
 - c. Conduct tending to bring the Association into disrepute or detrimental to the purposes of the Association.
7. An Association Member may dissolve by following this process:
 - a. Before an Association Member may dissolve, it shall send written notice to its Regional Director and the President of the Association stating the reason(s) for dissolution together with proposed arrangements for payment of any fees in arrears.
 - b. After a review by the Director-at-Large for Membership or the Board's committee dealing with membership issues, the request for dissolution shall be brought to the Board for consideration.
 - c. Upon formal acceptance by the Board of the notice of dissolution, the Association Member shall be notified by letter from the President and its Regional Director. The letter shall direct the Association Member to return its original charter together with all pertinent records and any fees that may be in arrears.

- d. Any Association Member terminating membership in this Association shall immediately surrender its charter and forfeit the right to use and desist from using for any purpose any intellectual property, including the acronym IATC and any emblem or symbol of the Association. See also Bylaw VII.J. Association Properties for other categories of intellectual property.

B. Individual Members-at-Large

1. Members-at-Large may be enrolled by the Association subject to the same general standards of eligibility as those applicable to Club Members. Interested persons may apply to the Board for enrollment.
2. Such members shall pay regular Association dues.
3. Such members 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 Association Business Meetings and may not serve as an officer or Director of the Association.

II. Members of Chartered Association Members

A. Association Members now existing or hereafter chartered may admit to membership persons meeting all of the following criteria:

1. They meet one of the following requirements:
 - a. They have a recognized professional degree from an accredited school or an acceptable equivalent in training and experience, or
 - b. They have pursued work that requires mastery, or use knowledge and skills, the exercise of judgment, and assumption of individual responsibility.
2. They have maintained standards of integrity,
3. They are interested in Torch activities and able and willing to contribute to club programs,
4. They are known to be intellectually alert, socially companionable, financially responsible, and behave in a civil manner.

B. In addition to the Regular membership set out in Section A of this bylaw, the Board may create additional membership categories in order to encourage participation. Current examples of such categories include Young Professional Membership, Professional in Training Membership, Household Membership, and Honorary Lifetime Membership. See Bylaw VII.C. Revenues 2.c.

III. Regions

- A. The principal purposes of establishing regions are to enhance communications among clubs within a region and between regions and the Association, strengthen and extend Torch within the respective regions, and provide for representation of the Association Members on the Board.
- B. The Board shall establish the regions and may from time to time adjust the number and boundaries of them as well as reassign the clubs belonging to each.
- C. Regional Meetings.
 - 1. Association Members in their respective regions through their representatives are encouraged to hold meetings at which problems and procedures of interest and concern to the clubs of the region and Association may be discussed.
 - 2. Said meetings shall be called and organized on the initiative either of the Association Members, or of the Regional Director, if any, within or assigned to the region involved, or of the President or Vice-President of the Association.
 - 3. At such regional meetings each club represented shall have one vote (no proxy voting).
 - 4. Minutes of the meetings shall be prepared and sent to the Association President or the President's designee.
- D. Regional Directors
 - 1. Clubs within a region shall elect that region's Director. See Bylaw V and the Elections section of the PPM and Bylaw VI.
 - 2. The minimum qualifications for Regional Director should be that the candidate:
 - a. Has been a member of an Association Member board, and
 - b. Has been a Club Member for five years.
 - c. Shall be comfortable using a range of modern communication tools
 - 3. Regional Directors are voting members of the Association Board.
 - 4. Duties of Regional Directors (see also Bylaw V.D. Regional Directors)
 - a. Serves as a liaison person between the Association Members and the Board and communicates and interprets actions and decisions of that Board.
 - b. Encourages compliance with Association bylaws and policies including the submissions of reports, the submission of papers for publication, the timely payment of dues, etc.
 - c. Identifies clubs' accomplishments and challenges and offers support.

- d. Visits clubs throughout the region to create camaraderie with the Association Members: this prepares the ground for helping Association Members when needed and enhances club relations with the Association.
- e. Encourages and offers assistance in the planning and implementation of joint meetings of clubs and regional mini conventions.
- f. Encourages attendance at the annual convention of the Association emphasizing the benefits for every club in the region in sending official delegates to the convention.
- g. Stimulates interest and assists in the formation of new clubs in the region.
- h. Reports to the Board such matters as an overview and assessment of regional activity; 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 Board.
- i. Serves as chair of the regional meetings.

IV. Board of Directors

- A. The Board shall consist of the following Directors with voting rights: Association President, Vice-President, Secretary, Treasurer, Immediate-Past President, Torch Foundation President, Regional Directors, and Directors-at-Large. The number of such Board members shall be no less than 11 and no more than 17 members.
- B. All Directors but the President may occupy more than one role on the Board, but preferably not more than two roles.
- C. The Board and each Director thereof work cooperatively to fulfill their responsibilities.
- D. Powers and Duties of the Board
 - 1. The Board of Directors sets policies for the Association. The Board shall create, amend, edit, and maintain the PPM. Nomination and election policy and procedure changes approved by the Board shall not take effect until the next nomination and election cycle begins. Provision shall be made to make the PPM available to Association Members.
 - 2. The Board shall be responsible for all operations of the Association.
 - 3. The Board may contract various services to perform Association functions.

4. The Board may borrow to support its operations. Such loans under ten percent (10%) of the annual budget require approval by two thirds (2/3) of the voting members serving on the Board. Loans exceeding ten percent (10%) of the annual budget also require approval by majority vote of its Association Members in good standing.
5. The Board from its treasury may offer grants or loans to Association Members when deemed prudent and necessary.
6. The Board shall interpret the Association Constitution and Bylaws whenever there is any question as to their meaning.

E. Board Meetings

1. The President shall call a meeting of the Board whenever that officer deems it necessary or upon written request to the President by any four Directors.
2. The newly elected Board shall meet after the close of the Convention (or annual Association Business Meeting if a Convention is not held).
3. Written notice of all other Board meetings shall go to all Directors at least 20 days before the meeting, excluding the meeting held at the close of the annual Association Business Meeting. An emergency Board meeting may be called with written notice to all Directors on less than 20 days' notice if two-thirds (2/3) of the Directors attend.

F. Executive Session of the Board

1. The Board by majority vote may move into an Executive Session at any time during a board meeting for the purpose of discussing confidential matters, including but not limited to legal, business, personnel, and/or every disciplinary matter.
2. Only Directors are permitted to attend, except that the President or a majority of the Board present may invite non-board members to attend.
3. No one attending all or any portion of an Executive Session shall violate the secrecy of the proceeding or divulge information and discussion conducted during the Executive Session. The presiding officer shall advise everyone attending of this requirement and it shall be recorded in the minutes of the Executive Session.
4. All matters presented or discussed, whether oral, written, photos, videos, or any other format are confidential, except as agreed upon by a majority vote of the Directors during the Executive Session. The minutes of the meeting shall be confidential and shall be approved only in Executive Session. However, the final decision (approved motion) of the Board of Directors in Executive Session shall not be confidential.

G. Board Vacancies

1. The Board shall fill vacancies in elected positions by appointment, except for the Presidency. The appointee shall serve until the next election. That election shall be for the unexpired term or for a new term, whichever applies.
 2. Vacancy in the Presidency follows Bylaw V. B. Officers 2.b instead.
 3. The Board shall fill a vacancy in the Immediate Past President position by appointment. The appointee shall serve for the remaining term of office.
 4. A replacement for the Foundation President shall be provided by the Torch Foundation.
 5. Resignation may be made in writing to the President or made orally at a Board meeting.
- H. Board Quorum and Voting
1. A quorum must be present to do Board business and is comprised of a majority of the Directors, unless otherwise specified in these Bylaws.
 2. Special care is needed to assure a quorum is present during non-visual electronic Board meetings such as telephone, text, and email conferences. Motions at such meetings must be seconded and discussed before voting and minutes taken by the Secretary or a Director so designated.
 3. A majority of those voting is needed to pass motions, unless otherwise specified in these Bylaws. Proxy votes are not permitted, and abstentions are not counted as a vote.
 4. A person occupying multiple positions on the Board has only one vote.
- I. Nomination of Vice President and other Directors
1. The nomination process shall be conducted per the nominations section of the PPM.
 2. At least two Association Members are required to nominate a candidate for the office of Vice President. Any Association Member in a region may nominate a candidate from its region for Regional Director. The Board shall nominate candidates for Director-at-Large.
 3. Nominations by Association Members close on the last day of November, and all nominations close on the last day of January.
 4. See also Bylaw VI.D. Standing Committees 2.
- J. Election of Officers and other Directors
1. The election for Vice President will be held at the annual Association Business Meeting at the Convention.

- a. Each Association Member in good standing may cast one vote.
 - b. Ballots shall be sent to eligible Association Member Presidents and Secretaries.
 - i. An Association Member may choose to vote early by emailing its vote to the Election Committee by May 31.
 - ii. Those Association Members may also choose to allow their Delegates to vote at the annual Association Business Meeting at the Convention even if an email ballot has previously been sent.
 - iii. In order to discard the emailed ballot and record the Delegate(s) vote at the annual Association Business Meeting, the Delegate must present written authorization from their Association Member President to the meeting's presiding officer.
 - iv. An emailed authorization from the Association Member President's email on record will be considered as valid as an original.
2. Other elections should be completed by the last day of April.
 3. Positions for which there is a single candidate
After nominations close, nominated candidates assume their position immediately if there is no appointed or elected incumbent. Otherwise, they assume their positions immediately after the close of the annual Convention (or close of the annual Association Business Meeting if a convention is not held).
 4. Positions for which there are multiple candidates
 - a. The election of contested positions shall be conducted per the Election section of the PPM.
 - b. If there is no appointed or elected incumbent, elected Directors assume their position immediately. Otherwise, they assume their position immediately after the next annual Convention (or close of the annual Association Business Meeting if an annual Convention is not held).
 5. The term of office is about two years and ends immediately following the close of the annual Convention (or close of the annual Association Business Meeting if a Convention is not held).

V. Qualifications and Duties of Association Officers and other Directors

A. General

All Directors must be Club Members.

B. Officers

1. President

- a. Serves for a two-year term and shall not serve consecutively for more than one term except as noted in Bylaw V.B. Vice President 2.b.
- b. Shall preside over all Board, Convention, and Business meetings, act as the Association's CEO, appoint all committee members except as noted elsewhere in these bylaws, and create or terminate Special Committees as that officer deems necessary.

2. Vice-President

- a. Shall meet the following qualifications:
 - i. Shall have demonstrated leadership in one or more complex organizations for a total of at least 5 years.
 - ii. Shall have demonstrated a genuine interest in nurturing and expanding Torch and its Association by having:
 - 1) Served at least 2 years on a local Association Member board, and
 - 2) Served or is serving on the Association Board
 - iii. Shall be comfortable using a wide range of modern communication tools
 - iv. Shall have indicated a willingness to serve on the Board through the Presidency and Past Presidency.
 - v. The Board may waive one or more of these requirements.
- b. Shall be elected at the same time as the President takes office, serves concurrently with the President, and assumes the office of Presidency when that office becomes vacant. If the President's office is vacated before the term is over, the new President shall serve the balance of the old term plus two additional years.
- c. The Vice President shall be vested with the same powers and authority as the President if the latter is unable to perform the duties of the office.

3. Board Treasurer

- a. The office of Treasurer shall be filled by a member of the Board with experience in financial planning and managing operational expenses and be appointed by the President with the advice and consent of the Board.
- b. The term of this office shall be no longer than the President's incumbency on the Board.
- c. Shall fulfill the legal and corporate responsibilities of the office, including but not limited to:
 - i. In consultation with the President, present the annual budget to the Board at least one week before the annual Convention.

- ii. Assure that an annual review of all Association accounts has been completed and presented to the Board.
 - iii. Chair the Finance Committee.
- 4. Board Secretary
 - a. The office of Secretary shall be filled by a member of the Board and be appointed by the President with the advice and consent of the Board.
 - b. The term of office shall be no longer than the President's incumbency on the Board.
 - c. Shall timely write and distribute for approval the minutes of all Board meetings.
- C. Immediate Past President and Foundation President.
 - 1. The most recent and able past Association President shall serve as the Immediate Past President, shall be a voting member of the Board, and serve until the President's term of office has expired.
 - 2. The Torch Foundation President shall be a voting member of the Board.
- D. Regional Directors
 - 1. Regional Directors are voting members of the Board and serve for a term of two years. They may not be elected for more than three consecutive terms but may be re-elected one year after their third term ends.
 - 2. Terms of Regional Directors of even-numbers regions shall start and end on even-numbered years. Terms of odd-numbered regions shall start and end on odd-numbered years.
 - 3. As a transition rule, the term of office of any Regional Director of an even-numbered region elected in 2019 or of an odd-numbered Region elected in 2020 shall be three years.
 - 4. Regional Directors cannot represent more than two regions.
 - 5. Each Regional Director shall be chosen by the Association Members they represent. The qualifications for Regional Director are that the candidate has held at least one office in an Association Member for at least one year, and that the candidate has been a Club Member for at least five years.
 - 6. A Regional Director has duties aligned to the Association and to the Region, representing the interests of each entity to the other. Duties aligned to the Region are listed in Bylaw III. Regions. The primary duties of the Regional Director to the Association and its Board are to keep it well informed on the viewpoints and problems of the Region's Association Members and to keep those Association Members well informed on Association policies and activities affecting them.

E. Directors-at-Large

1. These Directors are voting members of the Board and serve for a term of two years. They may not be elected for more than three consecutive terms but may be re-elected after a one-year lapse after their third term ends.
2. Director-at-Large positions are created by a motion of the Board that also defines their realm of responsibility. The Board may appoint an interim Director-at-Large with Board voting privileges who serves at the discretion of the Board, but to continue in that role the appointee must be elected to that position at the next election.
3. The Board may delete such a position at the end of a Director's term of service as a Director-at-Large.
4. The general qualifications for a Director-at-Large are that the candidate has held an office at an Association Member for at least one year and been a Club Member for at least five years—See PPM for preferred experience.
5. Duties of Directors-at-Large shall be specified by the Board at the time they are appointed or elected.

VI. Committees

- A. The President, at the first meeting of the Board following election, and as often as necessary thereafter, shall appoint to the Standing and Special Committees the chairs and other members of each one, except as stated in other sections of this Bylaw. The President is a voting member of all committees of the Association. Committee membership shall not be limited to members of the Board but may include any Club Members or Members-at-Large.
- B. In designation of committees and subcommittees and appointments thereto, special consideration shall be given to the following continuing concerns of this Association:
 1. Expansion of Torch into new areas and localities.
 2. Assistance to the regions and the Association Members on approved and successful methods of operation.
 3. Communications among the local Association Members and between them and the Association.
 4. Sound financing of the local Association Members and the Association.

5. Conventions on an international or regional basis and their role in fostering intellectual stimulation, relaxation, mutual friendships, and cooperative relationships.
- C. Each committee shall have a budget and necessary authority vested to it by the Board to accomplish the tasks assigned. Budgeted and approved expenses shall be reimbursed out of funds of the Association.
 - D. Standing Committees
 1. Executive Committee
 - a. The Officers of this Association plus the Immediate Past President shall constitute the Executive Committee of the Board of Directors.
 - b. This committee shall have full authority to act for the Board between meetings of the Board, except in matters of spending beyond the approved budget, or in borrowing monies.
 - c. The minutes of the Executive Committee shall be distributed to all members of the Board of Directors. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to approval by the Board.
 2. Nominating Committee
 - a. The President shall appoint the members of the Nominating Committee. It shall be comprised of at least three members and include a current Board member and, if possible, a past Association President. No two members shall come from the same Region.
 - b. The Nominating Committee is charged with ensuring that at least one qualified candidate is available for each Vice President, Regional Director, and Director-at-Large position that requires an election. The positions of President and Immediate Past President are determined by previous Association elections or appointments. The President of the Torch Foundation is determined by the Foundation. All Association Member nominations must be submitted to the Nominating Committee.
 - c. If no nomination occurs for any of these positions, the committee is charged to recruit candidates as needed through January 31.
 - d. The Nominating Committee shall maintain a Nomination Form available to any member upon request to the committee or the Main Office.
 3. Election Committee

- a. The President shall appoint the members of the Election Committee. This committee shall be comprised of at least three members, including one Board member. No two members shall come from the same Region. Election Committee members cannot also serve on the Nominating Committee of the same fiscal year.
 - b. The Election Committee is charged with conducting the elections of all contested positions on the Board.
4. Finance Committee
- a. The committee shall be chaired by the Treasurer and also consist of the Vice President, and at least one other Club Member or Member-at-Large chosen by the President.
 - b. This committee provides financial analysis, advice, and oversight of the Association's budget and expenditures.
 - c. See also duties in Bylaw VII.B. Budget 1. and Bylaw VII.G. Annual Accounts Review.
5. Convention Committees
- a. The Convention Director-at-Large shall solicit Association Members to serve as convention hosts for at least two (2) years into the future and submit them to the Board for approval. That Director shall consult with and advise the Association Member's convention chair. Convention chairs may appoint additional members for their committees.
 - b. The Convention Committee will develop the convention budget and agenda with the support of the Convention Director-at-Large, who will submit both to the Board for approval. Once the budget and agenda are approved, the host Association Member may sign contracts and pay required deposits under the guidance of the Convention Director.
 - c. Communication requirements for the convention committee are covered in Bylaw VIII.A. General 3.
 - d. Each convention committee's duties shall not end until it has presented a final financial report to the Board or its designee which includes receipts for all payments.
6. Awards Committee
- a. The chair for this committee must be a Board Member and is appointed by the President. Additional committee members may be recruited to assist the chair if needed.

- b. This committee guides the process of selecting Club Members or Members-at-Large for Gold, Club Members for Silver Awards, and of selecting outstanding Association Members for Outstanding Club Awards. These awards may be announced at the annual Convention.
- c. Silver Awards recognize truly outstanding service by Club Members at the Association Member level. A local Association Member may award such an honor to one Club Member per year for each 25 (or portion thereof) of its members. The Award Committee of the Association shall be promptly notified so that the Award can be further recognized.
- d. Gold Awards recognize truly outstanding service by Club Members or Members-at-Large at the Regional and Association levels. Nominations are made by a Director and must be supported by at least two Association Members. The Board must approve any awards.
- e. Outstanding Club Awards recognize Association Members for outstanding contributions to the prime mission of all Torch Clubs, to nourish and grow the Torch experience. Nominations are made by a Regional Director and at least two other Association Members. The Board must approve any awards.

E. Special Committees

See Bylaw V.B. Officers 1.b. for appointments to Special Committees.

VII. Financial Operations and Assets

A. Fiscal Year

The fiscal year shall begin on July 1 and end on June 30 of following calendar year.

B. Budget

- 1. The budget shall be proposed by the Finance Committee and reviewed, modified as needed, and approved by the Board. That budget shall be presented for review, possible further modification, and approval by delegates at an Association Business Meeting, usually held at the annual Convention.
- 2. Support for Regional activities shall be included during the budget-setting process.
- 3. The new Budget takes effect at the beginning of the next fiscal year.

C. Revenues

- 1. Revenue includes but is not limited to dues, fees, asset revenues, and grants.
 - a. Dues arise from Association Members and Members-at-Large.

- b. Fees include but are not limited to Association Member, Club Member, Member-at-Large, or external entity purchases of Torch memorabilia or of extra copies of *The Torch* magazine.
 - c. Asset revenues include but are not limited to interest, dividends, and the sale of assets of the Association.
 - d. Grants arise from contributions from other organizations.
 - 2. Each Association Member shall be assessed an annual fee (“dues”) for each of its Club Members in such amount as ratified at an Association Business meeting by a majority of the official Delegates and Directors present and voting. It shall be billed and due from each Association Member at such time(s) as specified in the PPM.
 - a. Dues may be reduced by the Board for an Association Member suffering from extreme financial stress.
 - b. Annual dues for Honorary Lifetime Members shall be the same as regular membership and shall be payable by the honoree’s local Association Member.
 - c. Special membership categories established by the Board may pay lesser dues as set by the Board.
 - d. Annual Association dues for Torch Clubs (Association Members) outside the United States shall be paid in U.S. dollars.
- D. Disbursements
 - 1. The funds of this Association may be used as authorized by the Board for the payment of the necessary and reasonable operational and program expenses, including but not limited to persons and firms performing authorized services for the Association.
 - 2. All payments made on behalf of the Association must be made by the Treasurer or another agent authorized by the Board. Such payments must be approved by the Board or included in its approved budget, including payments from its treasury or from any other source.
- E. Club membership list

The Association shall establish a membership database and the Association Members shall update this periodically per the PPM.
- F. Financial reporting

The Board may at any time require reports on the financial affairs, including assets, liabilities, receipts, and disbursements of the Association in the hands of its Treasurer or of any other entity.
- G. Annual Accounts Review

The Finance Committee shall ensure that an audit or internal review of the accounts of the IATC is conducted on an annual basis. Results of the review shall be reported to the Board.

H. Indemnification

1. No Association Member, Club Member, or Member-at-Large of the Association shall be personally liable for any obligations of the Association.
2. Each Director and committee member of the Association, and 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 a Director, committee member, 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.

3. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled as a matter of law.

I. Insurance

The Association shall maintain insurance coverage as the Board deems necessary to protect the assets of the Association and of its Directors and committee members in the course of their authorized work for it.

J. Association Properties

The following Association properties are in the custody of the Board and shall only be used by its authorization.

1. Financial Assets

Including but not limited to bank deposits and investment funds.

2. Intellectual Properties

Including but not limited to language of contracts, meeting minutes and proceedings, organizational mailing lists, logos, including the acronym IATC and any emblem or symbol of the Association, Service Marks, and various publications.

3. Physical Properties

These may include but are not limited to audiovisual and office equipment.

VIII. Conventions and Business Meetings

A. General

1. The Association shall hold a convention each year for the pleasure and benefit of all Club Members, Members-at-Large, and their families who care to attend.
2. The Board shall determine the time and place of the annual convention at least one year in advance of the date set, whenever that is possible. Whenever possible, the annual Association Business Meeting shall be held during the annual convention.
3. The Board shall notify each Association Member of the time and place at least nine months prior to an annual convention and annual Association Business meeting if at all possible, and at least thirty days prior to a special business meeting.
4. The Convention Director-at-Large shall prepare and announce an official program and order of business for the upcoming convention. Such announcement shall be made at least three months prior to the convention date either through publication in *The Torch* or sent to all Association Members and Members-at-Large.

B. Annual Convention

Silver, Gold, and Outstanding Club Awards may be bestowed at the convention. See Bylaw VI.D.6. Awards Committee for award details.

C. Association Business Meetings

1. Special Association Business meetings may be authorized by a majority vote of the Board or by a written request to the Board from a majority of the Association Members in good standing.
2. The venue of the annual Association Business meeting or any Special Association Business meeting shall be determined by the Board and may include in-person, virtual, or a mixed in-person and virtual (“hybrid”) meeting.
3. The President of the Association, the Vice-President in the President’s absence, or their designee shall preside over such meetings.
4. Every Association Member in good standing may send two delegates and two alternates to each Business Meeting. Such delegates and alternates shall be paid-up Club Members with their Association Member.
5. The Association Member President or Secretary shall certify to the Association President the names and contact information of its club’s delegates and alternates two weeks prior to each Association Business meeting. The Association President may accept Delegate Credentials that are presented with appropriate documentation within the two weeks prior to each Association Business meeting.

6. Only duly certified delegates or, if absent, their alternates, and the Directors of the Association have voting rights at any Business Meeting.
7. A quorum consists of ten (10%) of the Association Members in good standing being represented by at least one attending delegate.
8. Each Director and each delegate (or in their absence, the alternate delegate) shall have one vote on each question in each session of an Association Business meeting or special meeting at which they are present. The chair, in possession of the credentials of the delegates and their alternates, shall be the sole judge of who is eligible to vote. Proxy voting is not allowed, with the exception that an Association Member sending only one delegate and no alternates is assumed to empower its delegate to cast both votes of that Association Member.
9. A majority of those voting is needed to pass motions.
10. In descending order of priority, applicable statutes, the Association Constitution, Bylaws, the PPM, and Democratic Rules of Order shall govern Association Business meetings.

IX. Official Publication

- A. The Board shall cause to be published a periodical known as *The Torch*, the official publication of this Association, under its sole discretion and control.
- B. Subscriptions
 1. The subscription price for those who are neither a Club Member nor a Member-at-Large shall be fixed by the Board taking into consideration the costs of publication and distribution and the fact that the Association is a non-profit organization.
 2. The Board shall cause *The Torch* to be distributed to every Club Member and at-Large Member in good standing, except those claiming Household Membership status.
 3. The Board may elect at its sole discretion to provide free subscriptions to others for a specific time period.

X. Disciplinary Matters

- A. An Affiliated Individual is anyone appointed or elected to an Association position or committee.
- B. Every Affiliated Individual who engages in conduct deleterious to the Association, or to another Affiliated Individual, is subject to discipline. Such conduct includes, but is not limited to, the following:

1. Tends to bring into disrepute or is a detrimental to the purposes of the Association or exhibits conduct injurious to its good name, disturbs its well-being, or hampers it in its work; or
 2. Exhibits heedless conduct that is injurious, derogatory, or demeaning to any Affiliated Individual, employee, or contractor; or
 3. Discriminates against any Affiliated Individual, employee, or contractor on the basis of race, color, sex, national origin, age, disability, religion, or sexual orientation; or
 4. Engages in sexual or gender-based misconduct, including sexual assault, sexual exploitation, sexual harassment, gender-based harassment, gender-based stalking against Affiliated Individuals, employees, or contractors; or
 5. Intimidates, coerces, harasses, or stalks an Affiliated Individual, employee, or contractor; or
 6. Misuses, or uses without authorization by the President or President's designee, any Association data or internal information; or
 7. Substantially and willfully violates the Constitution, bylaws, or policies and procedures of the Association; or
 8. Retaliates when conduct listed in this bylaw is reported.
- C. The Board may initiate an investigation of an Affiliated Individual alleged to have violated the above standards. The investigation and any subsequent disciplinary proceedings that may result shall be held confidential, but the decision of the Board of Directors is not confidential. Appropriate due process shall be afforded the alleged offender during the investigation and during any subsequent disciplinary proceeding, per the PPM.
- D. Any Affiliated Individual alleged to have violated the above standards and who subsequently resigns from an elected or appointed Association position or committee prior to a final determination of disciplinary proceedings remains subject to the enforcement of disciplinary standards. The Board may waive completion of the disciplinary process herein, or may choose an alternate method of resolution, such as mediation.
- E. The Board during Executive Session by a majority vote of those voting aye or nay, with no proxy voting permitted, is determinative of a violation of the standards established herein. There is no appeal process.

- F. The Board during Executive Session shall have the authority to levy consequences against those determined by following the above section E to have violated Association standards. Consequences of censure or temporary suspension (for a period of less than 4 years from some or all Association-sponsored activities) shall require a majority vote of those voting aye or nay, with no proxy voting permitted. Longer suspensions or permanent expulsion from Association-sponsored activities shall require a two thirds (2/3) vote of those voting aye or nay, with no proxy voting permitted.

XI. Hierarchy of Authority

- A. The Association bylaws and policies shall comply with all applicable laws.
- B. For authority on all matters not covered by laws, the following documents shall apply, in the following order of priority:
 1. Association Constitution
 2. Association Bylaws
 3. Association Policies and Procedures
 4. Democratic Rules of Order

XII. Dissolution of the Association

- A. Dissolution of the Association may only be initiated with the authorization of the Board given at a special meeting called for that express purpose and with the subsequent approval of a supermajority (two thirds) vote of the Association Members in good standing of the International Association of Torch Clubs, Incorporated.
- B. Given approval of such a motion to dissolve, based on the laws of the State of Delaware, a complete procedure shall be prepared containing the requirements and approvals to effect dissolution. The procedure shall address:
 1. Filing of the required Certificate of Dissolution with the State of Delaware and complying with its related requirements,
 2. Paying or making provision for the payment of all liabilities of the Association,
 3. Distributing funds and other assets in accordance with applicable law to entities engaged in activities substantially similar to those of the Association.

XIII. Amendments

- A. A committee duly appointed by the Board or by an Association Member in good standing may propose amendments to these bylaws to the Board.
- B. In order to be considered, the amendments must be sent to the Directors at least 15 days prior to a Board meeting.
- C. The Board shall vote on the proposal as written or amend it before voting.
- D. An Association Member may pursue ratification of any proposed amendment, if not approved by the Board, if the boards of at least ten Association Members in good standing endorse it and timely notify the Board at least 8 weeks before voting on ratification.
- E. The text of any proposed amendment approved by the Board or timely endorsed as provided in section D must be sent by the Board to Association Member presidents or their designees at least six weeks before voting on ratification.
- F. Voting on ratification of any proposed amendment shall occur at either the annual Association Business meeting, or at any Special Business Meeting of the Association called for that purpose. The proposal may not be amended during discussion of the motion and must pass by majority vote of the authorized delegates attending at any business session thereof. An amendment shall become effective at the time stated in the amendment.

XIV. Immediate Effect

These Bylaws with the transition exception noted below take effect immediately upon ratification by a majority of the delegates voting at the Special Convention on Month DATE, 2022.

Transition exception: the nomination deadlines in IV.1.3 Nomination of Vice President and other Directors for the 2023 election will be extended to December 31, 2022 for nominations by Association Members and February 28, 2023 for nominations by the Nomination Committee.

ATTEST:

Date

Susan L. Breen-Held, President, International Association of Torch Clubs, Inc.

CERTIFICATION

I, Gerald P. Stulc, Secretary of The International Association of Torch Clubs, Incorporated, hereby certify that the foregoing Bylaws for said Association were duly adopted by the delegates at a meeting duly called for that purpose at a special convention of the Association held virtually on Month DAY, YEAR.

Date

Gerald P. Stulc, Secretary, International Association of Torch Clubs, Inc.