



# **CONSTITUTION And BYLAWS**

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***Revision #3, 63<sup>rd</sup> Conclave, June, 2019***

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# **PREAMBLE**

**We, the Chapters of Continental Societies, Inc., in an effort to foster, promote and develop the welfare of underserved children and youth; improve their educational opportunities; and to sponsor a climate of security and well-being in their environment, do establish this constitution of membership of Continental Societies, Inc.**

# CONSTITUTION

## ARTICLE I NAME

The name of this organization shall be known as the Continental Societies, Inc. herein referred to as the “Organization”.

## ARTICLE II PURPOSE

- Section 1: The purpose of the Continental Societies, Inc. shall be:
- A. To promote, foster and develop the welfare of underserved children and youth, to improve their recreational facilities, advance their educational opportunities, and sponsor a climate of security and well-being in their environment;
  - B. To establish and maintain chapters throughout the United States and other countries as may be deemed necessary to further the mission of the organization.
  - C. To acquire and receive by purchase, donation or otherwise any real, personal or mixed property to hold, use and dispose to accomplish the purpose of the Organization.
- Section 2: The Continental Societies, Inc. is formed exclusively for charitable purposes in accordance with Section 501(c)(3) of the United States Internal Revenue Code of 1954.

## ARTICLE III MEMBERSHIP AND OFFICERS

- Section 1: Chapter, designated by the National Organization, shall be members.  
members.
- Section 2: The elected officers of the Societies shall be National President, National First Vice President, National Second Vice President, National Recording Secretary, National Corresponding Secretary, National Treasurer, National Financial Secretary, National Sergeant-At-Arms, National Historian, National Public Relations Officer and National Chaplin.
- Section 3: The appointed officer shall be the National Parliamentarian.

Section 4: The members of the National Executive Committee shall be the National Elected Officers, Immediate Past National President and the Regional Directors.

Section 5: The National Board of Directors shall be the National Executive Committee and the National Standing Committee Chairpersons.

## **ARTICLE IV NATIONAL SYMBOL AND COLORS**

Section 1: The national symbol of the Continental Societies Inc. shall be two children (a boy and a girl) with their backs turned holding hands. The boy is on the left and the girl is on the right, they both have dark hair and dark shoes and are wearing short pants on the boy and a short skirt on the girl. They are standing in the outreached hand of Margaret Mason looking into the future. Their images are enclosed in two single circles forming a border around them. At the top of the first single circles' circumference the CONTINENTAL SOCIETIES, INC. is inscribed. At the bottom of the single circle the date June 1956 is inscribed in the circumference. A larger circle then encompasses the wording. Member chapters may inscribe the name of their chapter and the year of chartering when they are using the symbol for chapter events. Two letter abbreviations can be used for states to minimize space.

Section 2: The official letterhead of the Organization shall consist of the national symbol at the top and a minimal listing of the current elected officers.

Section 3: The official pin of the Organization shall be an adaptation of the symbol cast in gold. Below the hand are three stones that represent the official colors of the organization.

Section 4: The official colors of the organization shall be red, white, and green.

## **ARTICLE V AMENDMENTS**

Section 1: The Constitution may be amended by a two-third (2/3) vote of the Delegates seated at the Delegate Assembly at a National Conclave.



Section 2: Notice of proposed amendment shall be published and circulated to the member chapters at least ninety (90) days prior to the Conclave.

Section 3: All recommendations at a Conclave shall be circulated to the member chapters, voted and counted at National Board Meeting to expedite Continental business and activity progression of our National organization.

# BYLAWS

## ARTICLE I MEMBERSHIP

### Section 1 Qualifications

- A. Membership of Continental Societies, Inc. shall consist of all women duly inducted into the Organization and who are financial, and serve on committees, actively support the activities of the Organization and display respectful and professional behavior.
- B. Membership in Continental Societies, Inc. shall not be denied to any woman because of race, creed, color, religion, or national origin.

### Section 2 Classification

- A. Active Member:  
An active member shall be one who has fulfilled at the local, regional, and national levels all the requirements for membership; financial and otherwise and shall possess all rights and privileges of the Organization.
- B. Inactive Member:  
An inactive member shall be an officially inducted Continental who is not associated with a Chapter and is not an Associate Member, a Member on Leave, a Member at Large or an Honorary Member. An inactive member has no rights and privileges with the Organization but can regain rights and privileges by paying all outstanding obligations, requesting activation of membership to a local Chapter, receiving recommendation from Chapter last associated and by paying all required fees.
- C. Associate Member:  
An Associate Member shall be one who in earnest wishes to continue association with the Organization but due to circumstances is unable to do so as an active member. Application for associate membership must be submitted to the National Second Vice President and certified by the local Chapter. A member shall be eligible if she is in good financial standing with her local Chapter and if inactive, she must have left the Chapter in good standing. An applicant for associate membership must have served a minimum of fifteen (15) years in the Continental Societies, Inc. She must pay

national dues and may participate in local, regional and national activities with payment of required fees. An Associate Member shall have the privilege of attending Conclaves and voting for National Officers.

D. Member on Leave:

A Member on Leave shall be a member who has separated from the Organization but has intent to return. A member on leave must pay local, regional, and national dues. A member on leave may not partake of the rights and privileges of an active member except for the voting of local, regional, and national officers and attendance at Conclave.

E. Member at Large:

A Member at Large shall be in good standing and desire to be affiliated with the Continental Societies, Inc. but has moved to a location where there is no Chapter. Such a member must make application for At-Large membership status through the National Second Vice President and pay national dues and assessments through the same. A member-at-large shall have the privileges of attending Conclave and voting for National Officers.

F. Emeritus Member:

A member in good standing who has at least 25 years of active of active and dedicated meritorious service to the chapter (20 years if in capacitated). She shall pay local, regional and national dues. Have the privilege of selective participation in Continental Society Inc. activities. She shall be ineligible to hold office at the local, regional and national levels. She may vote for Officers at the local, regional and national levels; receive information from national, regional and local levels; and attend Conclave and Regional Meetings by paying the same fees as Active Members. She shall not be held to participation in local level programs, fundraisers or other assessments but encouraged to participate. Members requesting Emeritus status must submit a written request to the Chapter President via the Chapter Membership Chairman. The request must be presented to the chapter and approved by a majority of votes cast by chapter members.

G. Honorary Member:

An Honorary Member shall be a person of national prominence. An Honorary Chapter member shall be a person who has given valuable and distinguished service to the community to include local, state, and national prominence, as well as emulate the mission of the

Continental Societies, Inc.

Candidate approval is as follows:

1. Candidates are nominated by Chapters and the names are forwarded to the National Second Vice President.
2. The Membership Committee through the 2<sup>nd</sup> VP vets and gives temporary approval of nominees and forwards the names to the 1<sup>st</sup> VP, who is the Chairman of the Awards and Recognition Committee, for screening and recommendation to the National Board of Directors.
3. Candidates shall be approved by three fourths (3/4) vote of the seated National Board of Directors, with the Delegate Assembly giving final approval.
4. Approved member shall have privileges of membership except those of voting and holding office.

### Section 3 National Advisory Board

Nationally distinguished individuals whose history clearly documents support for children and children's issues will serve as advisors to the National Executive Board. The National Advisory Board will convene annually at the invitation of the National President and will meet with the National Executive Board prior to the National Board Meeting or Conclave.

### Section 4 Responsibilities of Individual Members

- A. Individual membership in a Chapter belonging to the Organization hereby formed shall be in accordance with the National Constitution and Bylaws as well as the National Standard Operating Procedures and Policies and Procedures of each Chapter.
- B. New members accepted into a Chapter of the Organization shall be inducted between July 1<sup>st</sup> and December 31<sup>st</sup>. The National Executive Committee may waive the induction period for the new member, if deemed appropriate, after review of the written request with justification from the respective Chapter.
- C. Members shall meet the financial requirements at the local, regional and national levels. Failure to do so will cause a member to be un-financial and therefore, not entitled to the rights and privileges of active membership.

- D. Each member must abide by the laws of the Continental Societies, Inc. and behave in a manner compatible with the Code of Ethics and the Protocol and Procedures and Standard Operating Procedures of the Organization. Violations will be subject to a penalty ranging from reprimand to expulsion depending upon the degree of the offense.
- E. Attendance at Regional Meetings and National Conclave: Each member is required to attend at least 1 regional meeting or 1 Conclave every 5 years with the exception of the Bermuda chapter.

## Section 5 Transfer of Membership

A sister Continental desiring to transfer her membership from one member Chapter to another shall:

- A. Be financial and in good standing with the Continental Societies, Inc. at the local, regional, and national levels.
- B. State her intention to transfer in writing to her current Chapter President and request a letter confirming that she is financial and in good standing, as verified by the Financial Secretary, to be forwarded to the Chapter with which she desires to affiliate and the National Second Vice President.
- C. Receive written acceptance from the petitioned Chapter.

## Section 6 Reinstatement of Members

A member who has not been affiliated with a Chapter of Continental Societies, Inc. for a period of a year or more is eligible to apply for reinstatement by submitting a written request to the local President of the Chapter in which she was last active.

- A. Upon acceptance, the member must pay a reinstatement fee set by the local Chapter plus National and Regional assessments.
- B. Record of such transactions shall be forwarded to the National Financial Secretary who will forward information to the National President and the National Second Vice President.

## **ARTICLE II OFFICERS**

### **Section 1 Elected Officers**

All Officers shall function in accordance with National Standard Operating Procedures (SOPs).

The Elected Officers of this organization shall be National President, National First Vice President, National Second Vice President, National Recording Secretary, National Corresponding Secretary, National Treasurer, National Financial Secretary, National Sergeant-At-Arms, National Historian, National Public Relations Officer and National Chaplain

### **Section 2 Appointed Officer**

The National Parliamentarian shall be appointed by the National President.



## ARTICLE III DUTIES OF ELECTED OFFICERS

### Section 1 National President

The National President shall:

- A. Preside at all National Executive Committee meetings, National Board of Directors Meetings, Delegate Assembly and National Conclave.
- B. Supervise the affairs of the organization and other officers.
- C. Enforce the Constitution and Bylaws.
- D. Appoint Committees
- E. Be ex-officio member of all other committees except the Nominating Committee and the Audit Committee with whom she may meet at its request.
- F. Contact Chapter Presidents requesting the submission of written recommendations of agenda items for presentation.
- G. Work with Chapter Presidents in coordinating their efforts and maintaining unity in the organization's objectives and program.
- H. Exercise all powers and duties generally pertaining to the Office of the President.
- I. Perform other duties and requirements as noted in the Manual of Standard Operating Procedures.



## Section 2 National First Vice President

The National First Vice President shall:

- A. Perform the duties of the National President in case of the absence or disability of the National President.
- B. Serve as Chairperson of the National Program Committee and the National Awards and Recognition Committee.
- C. Work with officers and chapters in strengthening and stimulating programs consistent with the objectives of the organization.

## Section 3 National Second Vice President

The National Second Vice President shall:

- A. Perform the duties of the National First Vice President in case of absence or disability of the National First Vice President.
- B. Serve as Chairperson of the National Membership Committee. The Committee shall:
  - 1. Maintain a current roster of each membership category.
  - 2. Develop and maintain a current data bank of all members. The data collected should include among other things, the date of induction, the place of induction, initiation, skills and interests.
  - 3. Establish with chapters their charter dates and receive names of all inductees.
  - 4. Promote extension and retention of membership and formation of Chapters.
  - 5. Advise the National President, the National Executive Committee, the National Board of Directors and the National Body of expansion needs, requests for new chapter(s) and assist, when necessary with such expansion and need.

Section 4 National Recording Secretary

The National Recording Secretary shall:

- A. Be responsible for accurate recording of the minutes of the meetings of the National Board of Directors, National Executive Committee, Delegate Assembly and National Conclave.
- B. Forward copies of the minutes of the National Board Meeting and Annual Conclave to the National Board Members, Delegates or Chapter Presidents within 60 days of such meeting.
- C. Record attendance of all official meetings of the Continental Societies, Inc.

Section 5 National Corresponding Secretary

The National Corresponding Secretary shall:

- A. Notify members of called meeting and other meetings when necessary.
- B. Conduct the correspondence of the Societies, except as otherwise provided.
- C. Prepare an anecdotal digest of correspondence received and mailed for presentation and National Board Meetings.

Section 6 National Treasurer

The National Treasurer shall:

- A. Receive and deposit all funds of the organization in a timely manner and in the name of Continental Societies, Inc.
- B. Maintain adequate records of such funds.
- C. Make a financial record to the National Board of Directors and members at the National Board Meeting, National Conclave and at other times when requested by the National President or the National Board of Directors.

- D. Serve as Chair of the National Budget and Finance Committee.
- E. Submit most recent audit report and IRS Form 990 of the Organization to members at the Annual Conclave, National Board Meeting or upon request of the National President or National Executive Committee.

Section 7 National Financial Secretary

The National Financial Secretary shall:

- A. Maintain adequate records of all dues-paying members and report on the status of same.
- B. Make provisions for collecting National dues and assessments.
- C. Send vouchers to the National Treasurer for bills to be paid.
- D. Inform chapters of financial obligations and send notification when payment is due.
- E. Serve as a member of the National Budget and Finance Committee.

Section 8 National Sergeant-At-Arms

The National Sergeant-At-Arms shall:

- A. Aid the National President in keeping order and supervise the admittance of persons to the meetings.
- B. Assist in the orderly distribution of agendas, reports and materials at business meetings of the Organization.

Section 9 National Historian

The National Historian shall:

- A. Keep pertinent information about the Continental Societies, Inc. and list important dates.

- B. Provide information necessary for publication of the history of Continental Societies, Inc.
- C. Serve as Chairperson of the National History and Archive Committee.

Section 10 National Public Relations Officer

The National Public Relations Officer shall:

- A. Stimulate social action and education of chapters on current events.
- B. Advise the National President, National Executive Committee and the National Board of Directors on matters pertaining to Public Relations.
- C. Distribute and disseminate news of Continental Societies, Inc.
- D. Keep open lines of communication with chapters through newsletters and appropriate means.
- E. Explore means of promoting Continental Societies, Inc. as a growing, viable organization worthy of recognition in the political, social and business world.
- F. Shall chair the National Publications and Public Relations Committee.

Section 11 National Chaplain

The National Chaplain shall:

- A. Conduct the National inspiration and meditation services.
- B. Prepare and forward appropriate amenities according to the protocol manual.
- C. Serve as Chairperson of the Amenities Committee.

Failure to Perform Duties: Officers who fail to satisfactorily perform duties shall be asked to show due cause for neglect to the National Executive Committee. Failure to adequately do so will result in recommendation to the Delegate Assembly by the National Executive Committee for dismissal.

## ARTICLE IV DUTIES OF APPOINTED OFFICER

### Section 1 National Parliamentarian

The National Parliamentarian shall:

- A. Advise the National Presiding Officer on questions of procedure in transacting business of the meeting. (Such advice must be in keeping with Robert's Rules of Order, newly revised edition.)
- B. Chair the Constitution and Bylaws Committee.
- C. Help draft Bylaws, Resolutions and Standard Operating Procedures.
- D. State a ruling, or give her interpretation of a ruling when requested by the Presiding Officer at national meetings.
- E. Judge all parliamentary questions in strict accordance with parliamentary procedures of the Continental Societies, Inc. and *Robert's Rules of Order Newly Revised, 11<sup>th</sup> Edition*.

## ARTICLE V NOMINATIONS AND ELECTIONS

### Section 1 Nominating Committee

- A. A National Nominating Committee shall be elected during the odd years prior to a National election. One member from each Region shall be appointed by the respective Regional Director and three (3) members, including members in chapters and member with the classification of Member at Large shall be elected by the Delegate Assembly. The committee shall serve a term of two years. The Chairman shall be elected by the Committee.
- B. The National Nominating Committee shall solicit candidates from individual members and/or chapters according to the following designated procedures:
  - 1. All members nominating or being nominated must be a financial member in good standing on the local, regional and national levels.

2. Each member who receives nominations by individual members only shall receive support signatures from at least ten (10) individual members who are in good financial standing on the national, regional and local levels.

## Section 2 Elections

- A. National Officers shall be elected during odd year for a term of two (2) years.
- B. No person shall be eligible to serve more than 2 consecutive terms in the same National office. After 2 consecutive terms, the officer is no longer eligible to run for that office a third term, with the exception of the financial officers. They can serve three (3) consecutive terms or until their successors are elected. Any National officer appointed to fulfill an unexpired term who has served more than half a term is considered to have served a full term in that office. Term of National office shall begin July 1 of the Program year.
- C. A member shall hold only one Officer position, either elected or appointed on the Regional or National level. A member that holds an elected or appointed Office may serve as a chairman or member of a Standing or Special committee at the Regional or National level, except on the Nominating committee. Should the member hold a position as an officer and committee chairman she shall have only one vote at the National or Regional level.
- D. Individual members in good standing shall be entitled to vote. Voting shall occur by secret ballot. Voting may occur by paper or electronic ballot.
- E. The National Tellers Committee shall tabulate paper ballots and/or retrieve electronic ballot tabulation onsite at Conclave. Votes will be tallied by a National Tellers Committee on-site at the Conclave of the year in which balloting and voting occurs. The Chairman of the National Tellers Committee reports the results to the Delegate Assembly. The National President receives the reports and declares the results.
- F. Where there is a proposition of three or more options or an election with three or more candidates a plurality vote shall be in effect. For all others a majority vote shall be in effect unless otherwise specified in these bylaws.

G. Officers shall be installed at the Conclave.

Section 3 Eligibility

A. To be eligible for a National office in Continental Societies, Inc. a member must:

1. Have experience and/or training related to the responsibilities of the office being sought.
2. Be present at the Conclave in which she is to be elected unless extenuating circumstances prevail.
3. Be financial and active on the national, regional and local levels.
4. Have attended two of the last three Conclaves held prior to her nomination.
5. The National Nominating Committee will receive the financial eligibility for members seeking national office for candidacy and for members voting in the national election from the local, regional and national financial secretary. In order to be eligible to vote in the national election members must be certified by January 31<sup>st</sup> pursuant to Article XI.
6. A member, to be a candidate for the office of National President or National First Vice President must, have served at least one (1) term as a member of the National Board of Directors and as president of her chapter.

Section 4      Succession

- A.      If the Office of National President becomes vacant, the National First Vice President shall succeed to that position for the remainder of the term.
- B.      The National President shall fill any vacant office by appointment or a special election for the unexpired term of that office shall be held.

**ARTICLE VI MEETINGS**

Section 1      National Executive Committee, National Board of Directors, and Delegate Assembly

- A.      The National Executive Committee, the National Board of Directors, and Delegate Assembly shall meet the last full week end in June as required by Article VII of the Bylaws of the Continental Societies, Inc.
- B.      The National Executive Committee and the National Board of Directors shall meet the second Saturday in November of each year.
- C.      Failure of a chapter to have representation at the Delegate Assembly will result in a letter of reprimand and a fine imposed by the National Executive Committee. Chapter representation cannot be fulfilled by a member of the National Executive Committee.





## Section 2 Conclave

- A. There shall be a Conclave held “annually” during the last full week end in June, to convene Thursday, with exception that:
1. The Delegate Assembly may change the time period for convening at the Conclave, if deemed appropriate after review of the written request, with justification from the affected Co-Host Chapter.
  2. The approved time change of the Conclave shall be circulated by the National President or her designee to all chapters at least one (1) year in advance of the affected Conclave.
  3. The National Executive Committee shall be empowered to act on a request from a Co-Host Chapter for a change of Conclave convening, if such a request must be made on an emergency basis after the Delegate Assembly has convened, and it is for the immediate succeeding Conclave. Notice of an approved change shall be circulated in writing by the National President or her designee, to all member chapters within ten (10) days of such approval.
- B. Co-Host Chapters shall be determined through the bidding system and approved by the Delegate Assembly. Co-Host Chapters should be scheduled at least three (3) years in advance. No member chapter shall serve as Co-Host more than once within a five (5) year period. The Co-Host Chapter must have been represented at three (3) previous Conclaves.
- C. The site of the Conclave shall be determined by National in conjunction with the Co-Host Chapter. Notice of the Conclave shall be sent to all member chapters at least ninety (90) days in advance of the Conclave; such notice shall contain a calendar of activities.
- D. Conclaves should only be held where there are active chapters.
- E. The Conclave shall be open to all financial members upon payment of the registration fee. Members are urged to stay on Conclave site to participate in activities.

- F. The National President shall preside over all official meetings of the Conclave.
- G. Any member in good standing in the Continental Societies, Inc. and the national body may speak at any session of the Plenary Council.
- H. A majority of member chapters present shall constitute a quorum.
- I. Chapters requesting agenda time and wanting to make recommendations must submit a written request including the purpose of such to the National President at least sixty (60) days prior to the convening of the Conclave.
- J. Motions shall be carried upon a majority of Voice Votes, with questionable results subject to hand count.
- K. Plenary sessions of the Conclave will be conducted in accordance with the approved rules (*Standing Rules*) proposed by the Constitution and Bylaws Committee.

### Section 3 Conclave Guests

- A. Members of Continental Societies, Inc. in good standing shall be entitled to invite guests to non-business sessions.
- B. Guests are not permitted to attend rituals.
- C. An active chapter member or associate member shall not attend a Conclave activity as a guest of another member.

### Section 4 Electronic Meetings

The National Board of Directors, Standing Committees and Special Committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

### Section 5 Honorary Conclave Chairman

- A. An Honorary Conclave Chairman shall be a person(s) who possesses one or more of the following qualities/attributes:
  1. Is a demonstrated child advocate

2. Actively supports one or more of the HEER plus Arts and Humanities programs
  3. Contributes monetarily to the mission of the Continental Societies, Inc.
  4. Whose high profile would enhance the image and visibility of the Organization.
- B. Any member may submit the name(s) of a recommended Honorary Conclave Chairman or Chairmen to the Conclave Committee chairman or chairmen for consideration, along with a rationale statement.

## **ARTICLE VII CORPORATE STRUCTURE**

### Section 1      Member Chapters

- A. All Chapters known as “Continental Societies” which were in existence at the time the organization was founded (1956) shall be considered Charter Chapters of the Societies.
- B. Individual Chapters shall be known by “Continental Societies, Inc.” followed by the Chapter name.

### Section 2      Delegate Assembly

- A. The Continental Societies Inc. shall be governed by a working body of Delegates consisting of one delegate from each chapter elected by the chapter for a two-year term and members of the National Board of Directors.
- B. The Delegate Assembly shall convene for a minimum of two sessions at the site of the Conclave in June.
- C. It shall be the duty of the Delegate Assembly to receive the reports of the National Board of Directors, to vote on previously circulated proposals, and to make recommendations for the future programs and proposals that will benefit the Organization.
- D. Each delegate shall be entitled to one vote.
- E. A simple majority of the seated delegates at the Delegate Assembly present shall constitute a quorum.

### Section 3 Executive Committee

- A. There shall be a National Executive Committee consisting of the National Elected Officers, the Immediate Past National President and the Regional Directors. Past National Presidents shall serve as advisors and not in a voting capacity.
- B. The National Executive Committee shall be charged with guiding and overseeing the programs, policies, and business of The Continental Societies, Inc. The National Executive Committee shall have the power to act on behalf of this organization when and if an emergency arises which needs immediate action. The National Executive Committee shall notify the National Board of Directors of the emergent business decision(s). The National President shall notify the Chapters of all business decisions.
- C. The National Executive Committee shall meet on site prior to the convening of the Conclave in June and prior to the board meeting in November. The National President is also empowered to convene the National Executive Committee for an emergency or for essential program continuity. A Chapter may petition the National Executive Committee to convene to address an emergency.
- D. A simple majority of the members of the National Executive Committee present shall constitute a quorum.

### Section 4 National Board of Directors

- A. Members of the National Board of Directors shall be the National Executive Committee and the Chairpersons of the National Standing Committees.
- B. The National Board of Directors shall receive the programs and activities of the Organization and make recommendations to assure the continuous progress of the Organization toward positive goals.
- C. The National Board of Directors shall meet on-site in Pre and Post sessions in June at the time of the Conclave and in November.

- D. A majority of Board members present shall constitute a quorum.

Section 5 Plenary Council

- A. Every member in good standing on the national, regional and local level shall be a member of the Plenary Council which convenes at the Conclave.
- B. It will be the duty of the Plenary Council to receive reports of national progress, chapter programs, and the Organization outreach activities. The Plenary Council shall receive reports of National Officers and National Standing Committees as determined by the National Board of Directors.
- C. Chapters requesting that delegates present new recommendations, or that a previously circulated proposal be discussed, must request agenda time. The request shall be submitted in writing stating the purpose of such request at least thirty (30) days prior to any National meeting.

Section 6 Past National Presidents Advisory Council

All Past National Presidents, whose membership status with the National Organization is in good standing may:

- A. Serve on the National Executive Committee in a non-voting capacity.
- B. Serve as advisors to the National Executive Committee at the request of the National President.
- C. Assume duties and responsibilities as assigned by the National President and approved by the National Executive Committee.

Section 7 Regions

- A. The Continental Societies, Inc. shall be divided into geographical subdivisions hereafter recognized as “Regions”.

- B. The Regions of the organization shall be the Eastern Region, The Mid-Atlantic Region, the Midwest-Western Region and the Southeastern Region. Each Region shall elect a Regional Director at their Regional meeting who will be officially installed at the Conclave. Term of office begins July 1 of the program year.

## **ARTICLE VIII NATIONAL STANDING COMMITTEES**

### Section 1 National Standing Committees

The following Committees shall be chaired by elected officers:

- A. Program
- B. Membership
- C. Awards and Recognition
- D. Publications and Public Relations
- E. Amenities
- F. History and Archives
- G. Budget and Finance

### Section 2 The following Committees shall be chaired by National President Appointees:

- A. Ethics
- B. Credentials
- C. Auditing
- D. Economic Development
- E. National Meetings
- F. Artistic Development
- G. Scholarship

- H. Constitution and Bylaws
- I. Insurance
- J. Resolutions
- K. Protocol
- L. Tellers
- M. 501 (c) (3)

Section 3 National Nominating Committee

This committee shall be chaired by a member appointed or elected to the National Nominating Committee. The chairman of the National Nominating committee shall be elected by the National Nominating Committee members during the odd year prior to a National election. The chairman shall serve a two year term.

Section 4 Special (Ad Hoc) Committees

- A. A special (Ad Hoc) committee shall be a committee appointed by the National President or elected as the need arises to carry out a specific task, and upon completion and presentation of its final report to the Delegate Assembly, the committee is disbanded or automatically cease to exist.

The National President with the approval of the National Executive Committee may appoint a Special and/or Ad Hoc committee on an as-needed basis to carry out a specific task. A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee.

- B. A special (Ad Hoc) committee shall be appointed by the National President, with the exception of the Nominating Committee which shall be elected by the Delegate Assembly during odd years at the Conclave.



## ARTICLE IX DUTIES OF NATIONAL STANDING COMMITTEES

- Section 1      Committee Structure:
- A. Geographic Representation. All Standing Committees shall be composed of at least one representative from each region.
  - B. Limit on Committee Assignment. A single member shall be limited to simultaneous service to two Standing Committees.
  - C. Technical Qualifications. To the extent possible, members assigned to a standing committee shall demonstrate the technical skills, knowledge and experience required to achieve the committee's responsibilities.
  - D. Ad Hoc Committees will adhere to the Committee structure established for Standing Committees.

Section 2      Committees Chaired By National Elected Officers. Chairmen shall carry out duties established by the Manual of Operating Procedures.

- A.      Program Committee
  - 1. The National Program Committee chaired by the National First Vice President, in conjunction with the National President, coordinates those national and local projects and activities which when combined formulate national programming.
  - 2. Such projects include the various phases of the HEER plus Arts and Humanities program, Awards and Recognition as well as the initiation and development of new programs.

B. Membership Committee

The Membership Committee, chaired by the National Second Vice President, shall:

1. Maintain a current roster of each membership category.
2. Develop and maintain a current data bank on all members. The data collected should include among other things, the date of induction, the place of induction, initiation, skills and interests.
3. Establish with chapters their induction dates and receive names of all inductees.
4. Promote extension and retention of membership and formation of chapters.
5. Select and order all formal jewelry. Inspect all jewelry received to insure quality of jewelry.
6. Keep National President and the local chapters informed of current prices and rules & regulations regarding the ordering of jewelry.

C. Awards and Recognition Committee

The Awards and Recognition Committee, chaired by the National First Vice President shall:

1. From time-to-time establish awards which further enhance the goals and objectives of the organization.
2. Special awards and details shall be determined by the National President, the National First Vice President and the National Second Vice President and approved by the National Executive Committee before submission to the National Board of Directors.

D. Publications and Public Relations Committee

The Publications and Public Relations Committee, chaired by the National Public Relations Officer shall:



1. Survey the publications and public relations needs of the organization and develop a plan of action.
2. Edit all publications published under the auspices of the Continental Societies, Inc.
3. Establish lines of communication with various forms of mass media for the purpose of projecting and publicizing Continental's programs, projects, and achievements.

E. Amenities Committee

The Amenities Committee, chaired by the National Chaplin, shall:

1. Establish and keep current guidelines in reference to courtesies and pleasantries which members of the Continental Societies, Inc. are entitled.
2. Keep the organization membership and the National Officers informed of those circumstances and events which affect individual members.
3. Carry out duties established under the guidelines.

F. History and Archives Committee

The History and Archives Committee, chaired by the National Historian shall:

1. Maintain the history of the Continental Societies, Inc.
2. Collect, receive, archive and place in storage the historical documents of the Organization.

G. Budget and Finance Committee

The Budget and Finance Committee, chaired by the National Treasurer shall:

1. Be responsible for financial resources of the organization

2. Draft proposed budget with recommendations for the National Executive Committee approval. Present budget at the Annual Conclave to be voted on by the Delegate Assembly.

## Section 2 Committees Chaired by Presidential Appointees

### A. Ethics Committee

It shall be the duties of the Ethics Committee to:

1. Develop and maintain an acceptable Code of Ethics. Finding of unacceptable behavior shall be reported to the National Executive Committee.
2. Receive and review issues related to the established Code of Ethics following the Standard Operating Procedures and to render its findings to the National Executive Committee for action/response deemed appropriate.

### B. Credentials Committee

1. The Credentials Committee shall certify and seat all National Board members and Conclave Delegates, as well as visiting Continentals attending Board meeting(s) and Conclave.
2. Present credentials report at the beginning and end of Conclave and the National Board Meeting(s).

## Auditing Committee

The Auditing Committee shall:

1. Audit the financial records biannually and annually.
2. A written report of each audit shall be reported to the Delegate Assembly.

D. National Meetings Committee

The National Meetings Committee, in conjunction with the National Executive Committee and the Co-Host Chapter shall:

1. Have full responsibility for the planning and implementation of all National Meetings; i.e. Conclave and National Board Meetings.

E. Economic Development

The Economic Development Committee shall:

1. Be composed of one (1) active member from each region and a chairperson appointed by the National President.
2. Broaden the financial base of the organization in order to promote and enhance the HEER and Arts and Humanities programs and other initiatives by means of creative fundraising.

F. Artistic Development Committee

The Artistic Development Committee shall:

1. Conduct all choral and music of the organization performed during the Conclave when requested.

G. Scholarship Committee

The Scholarship Committee shall:

1. Include the Scholarship Committee chairman from each region.
2. Carry out all duties established and outlined under the existing National Scholarship Guidelines.

H. Constitution and Bylaws Committee

The Constitution and Bylaws Committee chaired by the National Parliamentarian shall:

1. Solicit recommendations from the membership for changes to the National Constitution and Bylaws.

2. Review the Bylaws and Standard Operating Procedures and recommend changes as the need occurs.

I. Insurance Committee

The Insurance Committee shall:

1. Research and negotiate competitive insurance rates and appropriate insurance coverage for the organization.
2. Coordinate insurance certification for CSI events between the insurance companies, the National Organization, Regions and all Chapters.

J. Resolutions Committee

The Resolutions Committee shall:

1. Be responsible for researching current issues relating to and supportive of the mission, goals and objectives of the organization.
2. Based upon research findings, the committee will present resolutions at Conclave to inform the body of the organization's actions and involvement with other organizations and federal, state and local governments.

K. Protocol Committee

It shall be the duty of the Protocol Committee to:

1. Develop and maintain Protocol Procedures that facilitate the smooth operation and functioning of the Continental Societies, Inc.
2. Receive and review issues related to the established set of Protocols and render its findings to the National Executive Committee for action/response deemed appropriate.

L. Tellers

The Tellers Committee, appointed by the National President, shall conduct the balloting process as stipulated in Roberts Rules of Order, Newly Revised, (11<sup>th</sup> ed.).

M. 501 (c) (3)

The 501 (c) (3) Committee shall:

1. Respond to the Annual Report along with the IRS Notice CP259A annually
2. Assist a chapter who receives a “letter of revocation” with the process to resolve this issue.
3. Reply to IRS requests to update Subsidiary/Chapter Presidents’ name and the chapter’s legal address.

N. Nominating Committee

The Nominating Committee shall consist of seven (7) members. Seven members shall be appointed/elected during the odd year prior to a National election. One member from each Region shall be appointed by the respective Regional Director and three (3) members shall be elected by the Delegate Assembly at the Conclave. The chairman shall be elected during the odd year prior to the National election.

The Nominating Committee shall:

1. Verify credentials of nominees.
2. Present to the membership a slate of eligible candidates for National officer positions.
3. Prepare and provide written guidelines regarding the nominations process with each election cycle.
4. Assist Regional Nomination Committees.

## ARTICLE X CHAPTERS AND REGIONS

Section 1 Establishment of Chapters

- A. Local chapters may be established in any locality where fifteen (15) or more women reside expressed the desire to become affiliated with the Continental Societies, Inc.
- B. In proposing a new chapter for membership in Continental Societies, Inc. the sponsoring chapter shall contact the National President and National Second Vice President showing the need for such a chapter.
- C. Upon consent from the National President and the National Second Vice President, the sponsoring chapter shall obtain applications and profiles of proposed new chapter membership and forward them by registered mail to the National Second Vice President for distribution to the



Regional Director and National Board of Directors for decision.

1. A prospective chapter may also be sponsored by the National Membership Committee following determination of the need of such a new chapter.
  2. Upon approval of the National Membership Committee's sponsorship of the prospective new chapter, profiles of the candidates shall be distributed by the National Second Vice President to the Regional Director and the National Board of Directors for decision.
- D. Prospective Chapters which have been approved for membership in the organization shall be chartered after proper orientation of perspective members by the Membership Committee regarding purpose and conduct of Continental Societies, Inc. and payment of required installation fees.
- E. Conduct the formal installation. There shall be an installation team composed of the National President or her designee, and the National Second Vice President or her designee.
- F. Continental Societies, Inc. shall defray the travel costs, food costs, and two nights lodging for the National President when she travels for the purpose of installing a new chapter.

## Section 2. Governance of Chapters

- A. Each chapter of Continental Societies, Inc shall have Policies and Procedures to govern the conduct of its business consistent with the Constitution, Bylaws and Standard Operating Procedures of the Organization. Said Policies and Procedures shall be filed with the National office through the Region.
- B. Elections of officers of all local chapters shall be held during odd number years, or in accordance with Chapter Policies and Procedures.
- C. Induction of new members into local chapters shall:
  1. Occur between July 1 and December 31. This timeframe may be changed due to extenuating circumstances.

2. Chapters shall submit national assessments to the National Financial Secretary prior to induction of any new member.
  3. Chapters shall inform the National Second Vice President, in advance, of plans to induct new members and indicate the specific date of induction ceremony.
  4. Upon receipt of paid dues and assessments, rosters will be forwarded to all National Officers by the National Financial Secretary.
- D. Each chapter shall elect one member to the Delegate Assembly and assure her attendance at Conclave. The name of the delegate and an alternate, if desired, must be on file with the National Recording Secretary and Credentials chairman prior to the convening of the Conclave.
- E. Each chapter shall confirm to the Internal Revenue Service guidelines for Charitable Organizations (Internal Revenue Service Form 990) and submit copies of this form to the National Treasurer by August 1 of each year. Chapters not in compliance will be fined monthly (in accordance with the approved amount) until copies of the form are submitted.

### Section 3 Responsibilities of Chapters

- A. Maintain a membership of no less than ten (10) members.
- B. No chapter shall be allowed to operate and pay national and regional financial obligations for more than two years in succession for less than ten (10) members. Beginning the third year, such chapter shall be required to pay national and regional financial obligations for at least ten (10) members as required by Article X Section 3A.
- C. Submit roster of all paid officers and members to the National Financial Secretary by October 15 of each program year.
- D. Maintain records of all income and disbursements.
- E. Dues and assessments shall be paid to the organization as provided in Article XI.
- F. File all records and reports as required by the national body.

- G. Seated representation is required at Conclave by a duly elected and registered chapter delegate or registered alternate for all meeting of the Delegate Assembly.
- H. Meet all financial obligations to the National Organization by the designated deadlines as prescribed under Article XI, which include:
  - 1. Chapter payment of penalties levied by Federal and/or state governments.
  - 2. Payment of a reinstatement fee to the National Financial Secretary by January 31<sup>st</sup> or risk suspension.

Section 4 Chapter Failure to Fulfill Responsibilities

- A. Failure to fulfill any other chapter responsibilities as required by the national body will result in review of the chapter programs and activities and be subject to reprimand, fines, suspensions, and/or expulsion, and may
  - 1. be deemed ineligible to be represented by a delegate at a Conclave, and/or participate in other official convening of the organization.
  - 2. receive a fine of a designated amount.
  - 3. be suspended for a designated period of time and granted permission to correct violations.
- B. The National Executive Committee shall be empowered to impose fines and reprimands, as stipulated in the Standard Operating Procedures, upon chapters that fail to seat a delegate or have representation at Conclave.
- C. The Delegate Assembly shall act on recommendations of the National Executive Committee relative to suspension and/or expulsion of a chapter, and on reinstatement of a chapter which has been inactive for one (1) year or more, prior to such action being in effect.
- D. A chapter that has received notice of fines, reprimand, suspension and/or expulsion shall be given the opportunity to request and meet with the National Executive Committee-Delegate Assembly. However, such request shall not delay the effective date(s) of action issued in the notice.

1. The results issued from this meeting are deemed final, and shall be reported to the existing member chapters.

## Section 5 Dissolution of Chapters

30 days notice and two thirds vote of the active membership is required to recommend dissolution of a chapter. The chapter will present its recommendation to the Regional Director who will present it to the National Executive Committee for review and approval. Once dissolution has been approve by the National Executive Committee, all outstanding bills must be paid and the remaining money will, by vote of the dissolving chapter members, be given to a charity of the chapters' choice.

## Section 6 Establishment of Regions

- A. Regions are geographical subdivisions of member chapters of the Continental Societies, Inc. and are established for the purpose of recognizing and expanding growth of the organization, and enhancing program implementation.
- B. Upon recommendation from a Chapter or Region to establish a new Region or change the composition of the existing Regions, a special (Ad Hoc) committee shall be established for research, evaluation, and preparation of said recommendation to be presented at the Conclave for approval.
- C. The establishment of a new Region, or change in the composition of existing Region(s) shall be conducted in conformance with Article X of the Bylaws of Continental Societies, Inc.

## Section 7 Governance of Regions

- A. Each Region of the Organization shall be governed in accordance with the National Constitution and Bylaws and Standard Operating Policies and Procedures of the Continental Societies, Inc.
- B. Election of Officers shall be biennially during odd number years. Officers shall include a Regional Director and all other officers deemed appropriate by respective Region and ??in accordance with the Continental Societies, Inc., Constitution and Bylaws.
- C. Each Region shall conform to and file all reports that are required by the National President and by the Constitution and Bylaws of the Continental Societies, Inc.

- D. Each Region shall be represented by the Regional Director or her designee at the Conclave and National Board of Directors meetings.
- E. Each Region shall host a regional meeting at least once biennially for the purpose of conducting business necessary for planning and implementation of the programs and objective of the respective Region.
- F. Each Region that fails to fulfill any of the responsibilities as required by the Continental Societies, Inc. will be subject to reprimand and/or fines.

## ARTICLE XI DUES, FEES AND ASSESSMENTS

### Section 1 Per Capita Tax

- A. Each member shall be assessed a per capita tax yearly, payable on or before October 15<sup>th</sup> of each year. These funds shall be deposited in the corporate treasury and dispensed to

defray the operational costs of the National Board of Directors, the National Executive Committee, the Delegate Assembly, including but not limited to the expense of communications, meetings, news releases, and operations of the Continental Societies, Inc. and the accomplishments of its objectives.

- B. A late fee of 6% per month, per member, shall be assessed if not postmarked by October 15<sup>th</sup>.
- C. Adjustments in per capita tax because of the induction of new members into the local chapter must be received by the National Financial Secretary no later than January 15<sup>th</sup>. If the induction has been authorized for a different time, the adjustment in per capita tax must be received by the 15<sup>th</sup> of the month that immediately succeeds induction of the new members.

### Section 2 Conclave Assessment Fee

Co-Host Chapters/Individual Members/Committees receiving Conclave funds are to submit by September 1<sup>st</sup> an accounting of the distribution of Conclave Assessment Funds received from the National Treasurer. The report shall be submitted in triplicate, one each for the National President, National Financial Secretary and National Treasurer.

### Section 3 Chapter Tax

Each member Chapter of the Continental Societies, Inc. shall be assessed a membership fee annually, payable by October 15<sup>th</sup> each year. These funds shall be deposited in the treasury of Continental Societies, Inc.

Section 4 Annual Charity Assessment

- A. Each member Chapter of the Continental Societies, Inc. shall be assessed a charitable contribution fee annually payable by October 15<sup>th</sup> of each year. These funds shall be deposited in the treasury for distribution as part of the Organization's annual contribution to a nationally or internationally recognized charity agency or organization.
- B. A late fee of 6% per month shall be assessed after October 15<sup>th</sup>.
- C. The Co-Host Chapter for the Conclave has the privilege of selecting the charity to receive the combined Continental donation provided the chosen group is:
  - 1. Concerned specifically with work for underserved children and youth.
  - 2. Legally constituted, recognized and documented.
  - 3. A National or International entity.
- D. New Chapters shall not be required to pay Charity Assessment for the first fiscal year following its installation.

Section 5 New Chapter and New Member Assessment

- A. New Chapters being installed into the Continental Societies, Inc. shall pay all the expenses of installation as described in Article X, Section 1 of this document.
- B. Each new member inducted into the Continental Societies Inc. in a new or previously established chapter must pay an induction fee as required by the chapter and purchase the prescribed membership pin. Each new member shall pay a joining fee and per capita tax.

Section 6 Non-Financial Chapters

- A. A member chapter shall be considered non-financial if its per capita tax is not paid by January 15<sup>th</sup>, or the Chapter Tax and Annual

Charity Assessment are not paid by October 15<sup>th</sup> of each year.

- B. A non-financial chapter shall be ineligible for any and all financial underwriting of programs sponsored by the National Organization. A non-financial chapter may be suspended from participating in Continental Societies, Inc. until reinstated, and a notification of same shall be forwarded to all chapters.
- C. Reinstatement may be accomplished by payments of the arrearages described in Section 1 above, together with established reinstatement fee.

Section 7 Levying Fees and Assessments

- A. No **special** assessment may be levied or charged except upon notification of Chapters of proposed assessment for at least sixty (60) days prior to voting at Conclave.
- B. All proposed changes must be approved by two-thirds (2/3) vote of the seated members of the Delegate Assembly at Conclave.

Section 8 Expenses

- A. Transportation and expenses of the National President, National First Vice President and National Recording Secretary shall be paid by the Continental Societies Inc. according to the procedures established by the National Board of Directors and the Delegate Assembly.
- B. Expenses for other officers shall be paid by the Continental Societies, Inc. according to procedures established by the National Board of Directors and the Delegate Assembly.

Section 9 Fiscal Year

The fiscal year of the Continental Societies, Inc. shall begin July 1<sup>st</sup> and end June 30<sup>th</sup>.

Section 10 Determination of Financial Status

- A. Certification of an Individual Member's Financial Status



1. Based on adequate financial records of all dues, fees, and assessments, the Chapter Financial Secretary, Regional Financial Secretary, and National Financial Secretary, will certify in writing that an individual member is financial at the local, regional and national level, respectively.
2. Certification of a member's financial status at the local, regional and national level may be requested to meet nomination or appointment requirements, to transfer from one chapter another, for reinstatement purposes, to vote, and to fulfill requirements as a 501(c) (3) organization.

#### B. Certification of Chapters' Financial Status

1. Based on adequate financial records, the Regional Financial Secretary will certify in writing that a chapter within the region is financial when all regional dues, fees, assessments and late fees are received in full by the Regional Financial Secretary and accredited by the Regional Treasurer.
2. The National Financial Secretary will certify in writing that a chapter is financial at the national level when all national dues fees, assessments and late fees are received in full by the National Financial Secretary and accredited by the National Treasurer.
3. Certification of a chapter's financial status at the local, regional and national level may be requested to meet nomination or appointment requirements, to transfer from one chapter to another, for reinstatement purposes, to vote, and to fulfill requirements as a 501 ( c) (3) organization.

#### C. Verification of Financial Status

1. An officer or committee chairman may submit a written request to obtain a certification for an individual member's financial status in order to fulfill the officer's or committee's assigned responsibilities to verify a member's financial status.
2. An officer or committee chairman may submit a written request to obtain a certification for a chapter's financial status in order to fulfill the officer's or committee's assigned responsibilities to verify a

chapter's financial status.

D. Annual Certification

1. All chapter, regional, and national Financial Secretaries will report annually, as of Dec. 31<sup>st</sup>, the financial standing of all members and chapters. Annual Certification Reports will be submitted by Jan. 31<sup>st</sup>. These reports should be reconciled at the chapter, regional and national to assure accuracy at the local, regional and national levels. Pending reconciliation, the financial records of the National Financial Secretary will govern.
2. Special requests for verification purposes should be requested a minimum of 30 days in advance of the requirement in order to assure adequate time for reconciliation.

## **ARTICLE XII AUTHORIZATION**

- Section 1      The National President is authorized to speak on behalf of the National Continental Societies, Inc. Others speaking on behalf of or representing the National Organization, in person or in writing, must do so only with the Authorization of the National President.
- Section 2      The Regional Director is authorized to speak on behalf of the Region. Others speaking on behalf of or representing the Region, in person or in writing, must do so only with the Authorization of the Regional Director.
- Section 3      The Chapter President is authorized to speak on behalf of the Chapter. Others speaking on behalf of or representing the Chapter, in person or in writing, must do so only with the authorization of the Chapter President.

## **ARTICLE XIII LICENSING**

Use of the Continental Societies, Inc. logo on merchandise for sale shall be approved in writing by the National Executive Committee before such merchandise can be sold.

The amendment will become effective upon granting of a trademark license to the

Continental Societies, Inc. by the United States Patent and Trademark Office.

## ARTICLE XIV AMENDMENTS

- A. These Bylaws may be amended by a two-third (2/3) vote of the seated members of the Delegate Assembly at Conclave.
- B. Proposed amendments shall be published and circulated to all chapters at least ninety (90) days prior to convening of the National Conclave in which voting is to take place.
- C. All proposed amendments at a Conclave shall be circulated to the member chapters, voted and counted at National Board of Directors meeting.
- D. Amendments to the Bylaws shall take effect immediately following the adjournment of the Conclave at which they were adopted, unless otherwise stated in the respective amendment.

## ARTICLE XV DISSOLUTION

- A. A ninety (90) day notice and a two-thirds (2/3) vote of the National membership can dissolve the Organization.
- B. All outstanding bills **must** be paid.
- C. File form 990 with the Internal Revenue Service for official tax purposes.
- D. All remaining money must be transferred to another non-profit.

The rules contained in the current edition of *Robert's Rules of Order, Newly*

## ARTICLE XVI PARLIAMENTARY AUTHORITY

*Revised, 11th Edition* shall govern the Continental Societies, Inc. in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Continental Societies Inc. or any special rules or procedures that the Organization may adopt.