

# **ASSOCIATES OF THE AMERICAN FOREIGN SERVICE WORLDWIDE**

## **BYLAWS –**

Revised August 2021

### **Article I - Title**

The name of this corporation shall be the *ASSOCIATES OF THE AMERICAN FOREIGN SERVICE WORLDWIDE*

### **Article II - Principal Office**

The location and principal office of this corporation shall be in the greater Washington, DC area.

### **Article III - Purposes**

The business and objectives of the organization are the following and were approved by the membership in May 2000:

1. To encourage fund-raising efforts to provide scholarships, funding of community projects, recognition of volunteers overseas and for all other purposes deemed appropriate by the Board;
2. To facilitate the exchange of information pertaining to education, employment, and community conditions, including housing;
3. To advance and safeguard the interests of its members;
4. To provide emergency assistance to members of the foreign affairs community;
5. To encourage educational and practical training programs;
6. To develop and maintain archives relating to AAFSW and to the history of Foreign Service spouses and family members.

Through advocacy and activities, the organization seeks to promote a better quality of life and foster an esprit de corps in the foreign affairs community. AAFSW's consultations with Department of State management officials shall include the participation of, and/or input by, one or more AAFSW members who are direct-hire employees or Personal Services Contractors of the Department of State.

### **Article IV - Membership**

1. Membership in this organization shall be open to all who, or whose immediate relatives, living or deceased, are serving or shall have served in the Foreign

Service or the other Foreign Affairs agencies or who have otherwise been employed abroad by the Government of the United States under the jurisdiction of an Ambassador, Consul General or other Chief of Mission. Membership is also open to Civil Service employees of the Foreign Affairs agencies.

2. Friends of AAFSW members who do not have an affiliation with foreign affairs agencies may be allowed subject to appropriate limitation determined by the Board of Directors. This includes, but is not limited to:
  - Sponsorship is required by a current full status AAFSW member;
  - Membership is on an annual basis, renewal subject to review by Board;
  - Affiliation with international affairs, international business or international humanitarian organization;
  - There will be a cap of 15% of total membership of Friends of AAFSW members;
  - Friends of AAFSW members cannot hold positions on the Board or be Committee Chairs; and
  - Friends of AAFSW members cannot vote in elections.
3. The Board of Directors reserves the right to exercise final authority with regard to eligibility for membership.

### **Article V - Officers**

1. Honorary Officers of the Organization may be invited by the Board to serve as:
  - a. Honorary President
  - b. Honorary Vice-President
2. The elected officers of the Association shall be:
  - a. President
  - b. First Vice-President
  - c. Second Vice-President
  - d. Secretary to the Board
  - e. Treasurer
  - f. Assistant Treasurer
3. At the time of the election, the candidates for office shall be members of the organization.
- 4a. The President shall serve no more than two terms, or four consecutive years. At the end of her term, the President becomes President Emerita in an advisory capacity for one year, as needed.

4b. The elected officers shall serve for two years; they may be re-elected.

## **Article VI - Committees**

1. The Association shall have the following standing committees:

- a. Membership
- b. Programs
- c. Public Relations
- d. Secretary of State Awards (SOSA)
- e. AAFSW Housing Office
- f. Art & BookFair
- g. FORUM
- h. FUN FOR FUNDS
- i. Scholarships
- j. Foreign Born Spouses
- k. Spouses in Transition

2. The Association may have the following ad hoc committees as needed. At present these may be:

- a. Finance
- b. Legislative Liaison
- c. Crisis support (evacuations, unaccompanied tours)
- d. CLO Alumni Association
- e. Children's Playgroup
- f. Nominating
- g. Fundraising
- h. Liaisons to Senior Living, AFSA, FSYF, DACOR, and State Liaison
- i. French Conversation Group
- j. Spouse Oral History
- k. EFM Employment

2. The President may appoint such other committees as may be required.

3. There shall be an Executive Committee consisting of the President, First and Second Vice-Presidents, Secretary to the Board, Treasurer and Assistant Treasurer.

## **Article VII – Board of Directors**

1. The AAFSW Board of Directors shall consist of all the elected officers and the chairs of the eleven standing committees, responsible for the management of the organization: Membership, Programs, Public Relations, SOSA, Art & BookFair,

Housing, FORUM, FUN FOR FUNDS, Scholarships, Foreign-Born Spouses, and Spouses in Transition.

2. Each member of the Board of Directors shall have the right to vote at Board meetings. The vote is with the committee, not with the chair. Therefore, each person may only vote once per issue put forth for a vote. If a person is chair of two committees, someone else on the second committee will vote. Attendance at Board Meetings is desirable, not mandatory: proxies are permitted.

3. Honorary Officers, members, Associate members, committee chairs and others may attend Board meetings without the right to vote.

### **Article VIII - Meetings**

#### 1. Membership meetings:

a. A meeting of the entire membership of the organization MAY be called at a time and place to be determined by the Board of Directors. This meeting shall be known as the AAFSW Membership Meeting;

b. Special meetings of the membership may be called by the President with the concurrence of the Board of Directors, or at the request of ten percent of the membership;

c. Timely notice of membership meetings, whether Regular or Special, shall be given to all members of the organization not less than five days in advance.

d. A quorum for any meeting of the membership shall consist of either ten percent of the duly qualified members entitled to vote or twenty-five persons, whichever shall be less.

#### 2. Board of Directors meetings:

a. Meetings of the Board shall be held regularly throughout the year, at a time and place to be fixed by the President;

b. Notice of Board meetings, whether Regular or Special, shall be given in a timely fashion not less than forty-eight hours in advance;

c. The quorum for the meetings of the Board of Directors shall be seven persons, or 51% of the filled Board positions at the time of the meeting;

d. Special meetings of the Board of Directors may be called by the President.

## **Article IX - Procedure**

Unless otherwise determined by a majority vote at any meeting, procedure shall be in accordance with Robert's Rules of Order.

## **Article X - Elections**

1. A Nominating Committee shall be appointed by the President with the concurrence of the Board of Directors to prepare a slate of nominees for each office.

a. At least one of the elected office positions must be held by a spouse of an active duty employee of the Foreign Affairs agencies.

b. The President must reside in the greater Washington, DC area.

2. The ballot shall be provided to all members at least thirty days in advance of the close of voting through the AAFSW newsletter. The Chair of the Nominating Committee shall receive the ballots and count them. Results shall be announced in the next regularly published newsletter (The Global Link)

3. With respect to each office, the person receiving the greatest number of votes shall be declared elected. In the event of a tie, decision will be by lot, drawn by the Chair of the Nominating Committee.

4. The elected Officers will serve for two years: They may be re-elected.

5. The Nominating Committee shall remain in existence until the next Nominating Committee is appointed.

## **Article XI - Vacancies**

1. In the event that the office of President shall become vacant, the First Vice-President shall succeed to that office.

2. Should other vacancies occur on the Board of Directors, the positions shall be appointed by the Board of Directors, from recommendations of the Nominating Committee.

## **Article XII - Finances**

The Board of Directors shall exercise fiduciary responsibility over the finances of the Association ensuring that all dues payments, grants, bequests, or other funds donated or otherwise given to AAFSW are utilized for the purposes of the Association. An annual budget shall be prepared projecting income and authorizing expenditures.

The budget shall be available for inspection by the membership. All funds of AAFSW not otherwise employed shall be deposited from time to time to the credit of AAFSW in such bank or credit union as the Board may select. All checks or other orders for the payment of money shall be signed or authorized by such Officer, Officers, or other person as the Board may designate. All required federal and District of Columbia tax reporting forms shall be filed in a timely manner.

### **Article XIII - Bylaws**

1. A Bylaws Committee shall be appointed by the President to make recommendations to the Board of Directors.

2. These Bylaws may be amended, repealed, or altered in whole or in part, at any meeting of the Board of Directors, provided notice of such meetings is given in advance (by email and/or US Mail) to all members of the organization.

3. A review of the Bylaws shall take place at least every four years. The next review shall take place in 2024.

### **Article XIV - Seal**

The organization shall have a corporate seal with the name of the Association, the year of its incorporation, and the words, "Corporate Seal, District of Columbia". This seal may be affixed or reproduced.

### **Article XV - Dissolution**

In the event that the organization (AAFWSW) dissolves or closes, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation to one or more organizations which have been recognized as a 501(C)3 organization by the Internal Revenue Service and are dedicated to charitable and/or educational purposes for past and present members of the U.S. Foreign Affairs agencies and their families who serve or have served overseas.