

## **CHAPTER 8: THE INTERNATIONAL ASSEMBLY AND ITS OFFICERS**

### **65. THE PURPOSE OF THE INTERNATIONAL ASSEMBLY**

The International Assembly is the ultimate governing body of Foresters. It ensures that Foresters fulfills its mandate as a Fraternal Benefit Society. It alone has the power to amend the Constitution, except as provided in sections 78F and 78G.

### **66. THE COMPOSITION OF THE INTERNATIONAL ASSEMBLY**

The members of the International Assembly are:

- A. representatives elected by Regional Assemblies;
- B. the International Fraternal President and the 13 elected members of the Board of Directors, one of whom is designated International Fraternal Vice President;
- C. up to 20 Appointed Representatives recommended by the International Fraternal President and appointed by the Board of Directors; and
- D. the President and CEO;

all of whom must be voting members of Foresters.

### **67. MEETINGS OF THE INTERNATIONAL ASSEMBLY**

- A. The International Assembly meets once every four years. The time and place of the meeting may be set by the International Assembly itself or by the Board of Directors, and must be announced in the official publication of Foresters at least six months in advance.
- B. At regular meetings, a quorum must be present in order for business to be conducted. A quorum is two-fifths of the members of the International Assembly.
- C. The conduct of meetings will follow Rules of Order, as prescribed by the Board of Directors. For any votes other than elections and amendments to the Constitution, voting will be by simple majority; that is, 50 percent plus one of the voting members present who participate in the vote.

- D. The International Fraternal President will preside at regular or special meetings of the International Assembly. If he or she is absent, the International Fraternal Vice President will preside. If both are absent, the Board of Directors will select a chairman or chairwoman from its elected members.
- E. If the presiding officer leaves the meeting, he or she may appoint another member of the International Assembly present to preside during his or her absence.

## **68. SPECIAL MEETINGS OF THE INTERNATIONAL ASSEMBLY**

- A. The Board of Directors must call a special meeting of the International Assembly within 90 days if requested to do so in writing by a majority of the Board of Directors, or by the Regional Assemblies if a resolution to do so has been passed by a majority of the Regional Assemblies at special meetings called for that purpose, or by mail-in ballot.
- B. A Regional Council may use a mail-in ballot distributed to the representatives to the most recent Regional Assembly for a vote on a resolution to call a special meeting of the International Assembly. The resolution is carried if it receives greater than a two-thirds vote by delegates of the Regional Assembly who have returned ballots mailed to them by registered or certified mail or recorded delivery, provided that at least 75 percent of the total ballots are returned.
- C. Members of the International Assembly must be notified of the date, location, and purpose of the special meeting at least 60 days in advance, in writing.
- D. The conduct of meetings will follow Rules of Order, as prescribed by the Board of Directors. For any votes other than elections and amendments to the Constitution, voting will be by simple majority; that is, 50 percent plus one of the voting members present who participate in the vote.
- E. At special meetings, a quorum must be present in order for business to be conducted. A quorum is two-fifths of the members of the International Assembly.
- F. The special meeting will deal only with the business described in the advance notification to members.
- G. Special meetings will be held in Toronto, Canada, unless otherwise specified in the notification to members.
- H. Foresters House will pay the cost of holding any special meeting of the International Assembly.

## **69. REPRESENTATIVES TO THE INTERNATIONAL ASSEMBLY**

- A. Each Regional Assembly is entitled to send at least one representative to the International Assembly. Additional representatives will be elected according to the following formulas:
  - i. In North America, and in the United Kingdom for members who became members after June 13, 2001: one representative may be elected for every 3,000 voting members in the region. If the remaining voting membership is more than 1,500 members, an additional representative may be elected.
  - ii. In the United Kingdom for members who became members on or before June 13, 2001: one representative may be elected for every 4,800 voting members in the region. If the remaining voting membership is more than 2,400 members, an additional representative may be elected.
- B. Representatives will be elected at the Regional Assembly immediately preceding the International Assembly.
- C. Representatives must be voting members of Foresters in good standing as of 30 days before the Regional Assembly preceding the International Assembly and must continue in good standing to the start of the International Assembly to which they have been elected, and must reside within the jurisdiction of the Regional Assembly that elected them.

## **70. ABSENCES FROM AND VACANCIES IN THE INTERNATIONAL ASSEMBLY**

- A. A representative who resigns or otherwise vacates his or her position as a representative gives up any position he or she holds on the International Assembly.
- B. Any vacancies among the representatives to the International Assembly will be filled by elections conducted by the Regional Council. If the vacancy occurs within 60 days of a meeting of the International Assembly, the Regional Council may appoint a representative to fill the vacancy from among the delegates of the most recent Regional Assembly.

## **71. INTERNATIONAL ASSEMBLY OFFICERS**

- A. The officers of the International Assembly are the International Fraternal President, the 13 elected members of the Board of Directors one of whom is designated International Fraternal Vice President, and the President and CEO.

- B. The officers of the International Assembly, except the President and CEO, will be elected by secret ballot during the final sitting of each regular International Assembly. If a candidate is unopposed, he or she will be elected by acclamation.
- C. An elected officer of the International Assembly may not serve more than two terms, unless he or she is elected International Fraternal President. An officer elected International Fraternal President may serve one additional term, for a total of three terms on the International Assembly. Partial terms served by an elected officer of the International Assembly filling a mid-term vacancy will not count as a term for the purposes of this provision.
- D. Except in the case of resignation, death, or removal from office, an officer of the International Assembly will remain in office until the election and installation of a successor.
- E. No officer, representative, or Appointed Representative will place himself or herself in a position in which there is a conflict between his or her duties as a member of Foresters in any capacity and his or her personal or business interests. Every officer, representative, or Appointed Representative who is in any way directly or indirectly interested or involved in an existing or proposed contract, transaction, or arrangement with Foresters, or who otherwise has a conflict of interest, will declare that interest fully at the appropriate meeting. After declaring the conflict, the individual will not be counted in the quorum with respect to that matter, and will refrain from discussion and voting on the matter. Every disclosure of interest will be recorded in the minutes of the appropriate meeting.
- F. If a Branch, Regional Council, the International Fraternal President, or the Board of Directors has reasonable grounds to believe that an officer, representative, or Appointed Representative has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend the officer from his or her office. Such a suspension must be accompanied by action under section 8 of this Constitution.

## **72. THE INTERNATIONAL FRATERNAL PRESIDENT**

The International Fraternal President is elected by the International Assembly from among those who have already served or are serving as elected members of the Board of Directors. The International Fraternal President:

- A. presides at all meetings of the International Assembly;

- B. provides leadership for members regarding the fraternal affairs, activities, and programs of Foresters;
- C. acts as liaison among the Regional Councils, Foresters House, and the Board of Directors;
- D. acts as a representative of Foresters in public communications related to the fraternal affairs, activities, and programs of Foresters;
- E. acts as Foresters ombudsman to protect members from any abuse of authority by any Foresters officer or employee or his or her representative;
- F. may mediate in any dispute between Foresters members and may intervene in any internal process to resolve such a dispute;
- G. installs elected Regional Council officers or designates another member of the International Assembly to do so on his or her behalf;
- H. is a voting member of Foresters Board of Directors and its Executive Committee, if any;
- I. may authorize any member to carry out a specific task that is within the International Fraternal President's authority under the Constitution;
- J. may appoint inspectors to examine the financial records and audit the financial condition of any Branch or Regional Council;
- K. may grant special permission to an individual to hold office or a position within Foresters if the individual would normally be ineligible for such office or position according to the provisions of this Constitution;
- L. may call special meetings of a Branch, Regional Council, or Regional Assembly, according to the provisions of this Constitution.

### **73. THE INTERNATIONAL FRATERNAL VICE PRESIDENT**

The International Fraternal Vice President is elected by the International Assembly from among those who have been elected to serve on the incoming Board of Directors. The International Fraternal Vice President:

- A. shall be appointed by the Board of Directors to hold office as International Fraternal President under the provisions of section 74;

- B. undertakes other duties as assigned by the Board of Directors.

#### **74. REPLACEMENT OF INTERNATIONAL FRATERNAL PRESIDENT**

- A. If the International Fraternal President becomes temporarily unable to carry out his or her duties due to illness or any other cause, the Board of Directors will appoint the International Fraternal Vice President to hold this office until the International Fraternal President is able to return or, if the International Fraternal Vice President is unable or unwilling to accept the appointment, the Board of Directors may appoint a current or former elected member of the Board to hold this office until the International Fraternal President is able to return.
- B. If the International Fraternal President dies or resigns from office in mid-term, the Board of Directors will appoint the International Fraternal Vice President or, if the International Fraternal Vice President is unable to accept this appointment, elect from among its elected members a replacement to carry out these duties for the rest of the term.

#### **75. REPLACEMENT OF THE INTERNATIONAL FRATERNAL VICE PRESIDENT**

- A. Should the International Fraternal Vice President be appointed International Fraternal President under section 74, the Board of Directors will elect a replacement International Fraternal Vice President from among its elected members.
- B. Should the International Fraternal Vice President die or resign from office mid-term, the Board of Directors will elect, from among its elected members, a replacement to hold this office for the rest of the term.

#### **76. APPOINTED REPRESENTATIVES TO THE INTERNATIONAL ASSEMBLY**

The duties of the Appointed Representatives will be determined by the International Fraternal President or the Board of Directors.

#### **77. INTERNATIONAL ASSEMBLY COMMITTEES**

- A. The standing (permanent) committees of the International Assembly are:
  - i. Appeals;
  - ii. Constitution;

- iii. Credentials;
  - iv. Finance;
  - v. State of Foresters.
- B. The International Assembly may form ad hoc (temporary) committees to carry out specific tasks.
- C. These committees will be created by the International Assembly, which has the authority to delegate matters such as mandate, terms of reference, membership, and designation of the chairman or chairwoman to the International Fraternal President.

## **78. AMENDING THE CONSTITUTION**

- A. The Constitution can be amended only by the International Assembly, except as provided in sections 78F and 78G below.
- B. No amendment will be accepted that is inconsistent with Foresters incorporating documents or with any law that applies to Foresters.
- C. Any proposed amendments to the Constitution require the written support of a Regional Council or at least 12 members of the International Assembly that would consider the amendments. Amendments must be submitted in writing to the Standing Committee on the Constitution and to the Executive Secretary of Foresters at least 60 days before the first day of an International Assembly meeting. The Standing Committee on the Constitution must consider all amendments and must include their comments or recommendations for disposition on all amendments received in their report to the International Assembly.
- D. The report of the Standing Committee on the Constitution must be circulated to the members of the International Assembly at least 30 days in advance of the meeting at which the amendments will be considered.
- E. Any proposed amendment to the Constitution will be carried if it receives a two-thirds majority vote of the International Assembly members present at the meeting who participate in the vote.
- F. Between meetings of the International Assembly, the Board of Directors may alter the Constitution by:
- i. renumbering sections;
  - ii. rephrasing or harmonizing sections with amendments adopted by the International Assembly;

provided that the true intent and meaning of the Constitution is not changed.

- G. The Board of Directors may amend the Constitution at any time to ensure that it conforms to the laws that apply to Foresters.
- H. All changes made to the Constitution will be published in the issue of Foresters official publication immediately following the change.