

**SOROPTIMIST INTERNATIONAL OF NOVATO
FOUNDER REGION
SOROPTIMIST INTERNATIONAL OF THE AMERICAS
CLUB BYLAWS, POLICIES, & PROCEDURES**

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ARTICLE I: NAME and TERRITORIAL LIMIT

Section 1. Name of Club.

The name of this Club shall be Soroptimist International of Novato.

Section 2. Territorial Limits.

Of the four Federations, we are in SIA (Americas); of that federation, we are in the Founder Region, so named because the Soroptimist organization originated in Alameda County, California, on October 3, 1921.

Section 3. District.

Of the Founder Region, we are in District IV which includes Healdsburg, Marin County, Mendocino-Sonoma Coast, Novato, Santa Rosa, Sonoma Valley, Ukiah, and Windsor.

ARTICLE II: OBJECTIVES

SIA Mission: *Improving the lives of women and girls through programs leading to social and economic empowerment.*

Founder Region Mission: *Founder Region, Soroptimist International of the Americas, is dedicated, locally and globally, to improving the lives and advancing the status of women and girls through Fellowship, our identifying project of doctoral grants, programs of education, health, leadership and the promotion of equality.*

Section 1. The Objectives of this club shall be:

- a) to pursue the vision that women and girls have the resources to reach their full potential and live their dreams;
- b) to improve the lives of women and girls through programs leading to social and economic empowerment;
- c) to serve as a voice on issues of importance to women and girls; and
- d) to engage in any other lawful activities that further the exempt status of the club.

ARTICLE III: MEMBERS

Section 1: Member Types.

There shall be one type of member as defined in the Federation Bylaws -- regular member. For those members who achieved Life status on or before July 1, 2001, shall be recognized as members for the duration of their time in the Soroptimist organization.

Section 2: Admission to Membership

Any member may propose for membership an individual considered eligible. Such proposal shall be submitted on a form approved by the Club to the Membership Committee. The Membership Committee shall send copies of its report to the President, Secretary, and Treasurer and should state when membership becomes effective.

Section 3: Membership privileges and responsibilities

- a) All members whose participation meets the requirements set forth in these bylaws, may speak, make motions and vote.

b) Regular Member

1. Shall be responsible for all dues, fees, and assessments.
2. Shall participate in events and fundraising activities.
3. May hold office, speak, make motions, and vote.
4. May be elected or retain office in federation, region, or district.
5. May serve as a member of federation or region board.
6. May serve as a delegate to any convention, conference, caucus, or district meeting.

c) General Attendance

Attendance at business and annual meetings shall be limited to Soroptimist and prospective members. Most other meetings are open to the public.

All members are eligible to attend conventions, conferences, caucuses, district meetings, workshops, and other Soroptimist events.

Section 4: Attendance requirements

The Club does not have attendance requirements. Each member is asked to make every effort to attend as many meetings as possible. To be a member in good standing and vote, a member must have paid all fees and dues.

Section 5: Termination of membership

The following shall be reason for termination of membership

- a) Resignation
- b) Failure to fulfill financial obligations within 60 days
- c) Failure to maintain the requirements for membership
- d) Conduct resulting in a negative reflection upon the Soroptimist organization

No membership shall be terminated for reasons other than resignation without the opportunity for a hearing before the Board of Directors after 30 days' written notice to the member. A two thirds vote of the Board is required for termination of such members when grounds for termination have been found to exist. The decision of the Board is final.

Section 6: New Members

New members will be inducted at the meeting following their paying of all dues and fees.

The club Director (Past President) will do the induction unless the Director is not available or special arrangements for someone else to do the induction have been made.

Each sponsoring member will be asked to present the pin to the new member she is sponsoring.

The new member will be given a club packet and roster at the time of the induction or at the following meeting if one is not available for the induction ceremony.

ARTICLE IV: OFFICERS & DIRECTORS

Section 1: Elected Officers

The voting officers of this Club shall be a President, Vice President, Secretary, Treasurer, Assistant Treasurer, and three to five Directors, one being the immediate past President. In the immediate past President is not available, a Club member will be nominated to fill that Director position.

Section 2: Eligibility

Only a regular member in good standing may be elected to or retain an office, or serve as a delegate or alternate. To be elected President, the member must have served on the Board of Directors.

Section 3: Term of Office

Elected officers shall hold office for one (1) year beginning July 1 or until their successors are elected. Directors shall hold a two-year office; half should be elected in odd-numbered years and half in even-numbered years. They shall be eligible for no more than two consecutive terms. If the immediate past President is not available to serve as a Director, a club member will be nominated to fill this one-year position.

Section 4: Vacancy in Office

The Vice President shall become President if elected president is unavailable. In the event of other officer vacancies, the Board of Directors shall act as a Nominating committee, with election to occur at the following business meeting. In the vacancy of a delegate or alternate, the Board of Directors shall appoint.

Section 5: Removal from office

If an officer or director misses more than three unexcused consecutive board and/or business meetings, she may be asked to resign her office. Should an officer fail to maintain eligibility, to meet financial obligations of the Club, or to perform the duties of the office, the officer shall be removed from the office by Board action.

Section 6: Duties

Officers shall perform the duties provided in these bylaws and such other duties as prescribed for the offices in the adopted parliamentary authority.

a. The President shall:

- Direct and conduct the business of the Club
- Preside at all meetings of the Club and Board of Directors
- Appoint all committees
- Be an ex-officio member of committees except nominating committee

b. The Vice-President shall:

- Preside at meetings of the Club and Board of Directors in the absence of the President
- Co-chair the membership committee
- Secure speakers for designated speaker meetings
- Serve as a delegate

c. The Secretary shall:

- Keep the minutes of the Club and Board per guidelines of Founder Region Leadership Handbook
 - Keep minutes for Board meetings and Business meetings
 - Record name of maker of any motion (not the person who seconds)
 - Record name of persons providing reports
 - Record number of votes in any counted vote
 - Write the minutes as promptly as possible after a meeting
 - Distribute minutes to appropriate members as soon as possible
 - Indicate full name of president opening meeting at the beginning
 - Indicate full name of secretary at the end
 - Record only facts, not opinions or discussion
- Be custodian of the permanent records of the Club or assign to Historian
- Submit to the Club minutes of the business meeting
- Submit to the Board minutes of the Board meeting
- Handle correspondence and communications of the Club that do not properly belong to other offices
- Prepare membership roster

d. The Treasurer shall:

- Receive all money and make bank deposits
- Maintain bank account records and signature cards
- Make remittances as required by bylaws and procedures
- Pay all bills authorized in budget or by Club action
- Serve as the chair of the finance committee
- Prepare financial statements monthly, on Club designated computer software
- Collect new member dues
- Coordinate committee members to handle lunch check in
- Collect and balance fundraising money
- Serve on the membership committee

e. The Assistant Treasurer shall:

- Serve on the membership committee
- Become familiar with the office of Treasurer and shall assist in all related duties

f. The Directors shall:

- Sit on the Board of Directors as voting members
- Conduct exit interviews on members leaving the Club
- Keep members who are on leaves of absence aware of Club activities
- Include the immediate Past President

g. Parliamentarian

The President may appoint a member to be the Parliamentarian. This member is a non-voting member of the Board. The Parliamentarian is expected to be versed in appropriate parliamentary procedures and assist the Board members and general membership in understanding protocol.

f. Removal from Office

Should an officer fail to maintain eligibility, to meet financial obligations of the Club, or to perform the duties of the office, the officer shall be removed from the office by Board action.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee

The Nominating Committee shall be formed in January of each year and consist of four members, one selected by the President, one selected by the Board, and one selected by the Club, and the immediate past President, who shall serve as the Chair. The committee shall invite each member to suggest names for consideration. The committee shall nominate one or more candidates for each Board position. The Consent of the nominee shall be obtained before the name is placed in nomination.

Section 2: Election

The Nominating Committee report shall be presented to the Club at the March business meeting with additional nominations from the floor. The election shall be held at the business meeting in April. Election shall be by written or email ballot or online voting whenever more than one person is running for an office.

ARTICLE VI: MEETINGS

Section 1: Regular meetings

Unless otherwise ordered, regular meetings of the Club shall be held the first and third Wednesday of each month. The first meeting of the month shall be designated as a speaker or program meeting and include additional business only if necessary. The second meeting of the month is the business meeting which will include committee reports. The Board will decide if the club will “go dark” in July and/or August.

Section 2: Special meetings

Special meetings may be called by the president. At least 24 hours’ notice shall be given personally, in writing, by telephone, email, or fax to each voting member. The business to transact at any special meeting shall be limited to that noticed in the call.

Section 3: Annual Meetings

Include the regular business meeting which has been designated as the annual meeting for receiving reports of officers, board of directors, and committees and for any other business that may arise.

Section 3: Quorum

A majority (one over 50 percent) of the voting members in good standing shall constitute a quorum at any regular or special meeting of the Club. If no quorum is present for voting, absent members will be polled by email or telephone.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: Composition

The Board shall be composed of the President, Vice President, Treasurers, Secretary, and three to five Directors. The Parliamentarian may be on the Board as a non-voting member.

Section 2: Duties

The Board has administrative control over the funds and property of the Club. It shall authorize payments from Club funds within the budget; act upon resignations, terminations, and disciplinary matters; receive reports of committees as may be necessary; submit policy recommendations to the Club; perform such other duties as the Club, region, federation, or bylaws require. The Board may not modify any action taken by the club.

Section 3: Regular Board Meetings

Regular Board meetings are held once a month at a time and place determined by the Board.

Section 4: Special Board Meetings

Special meetings of the Board may be called by the President or upon the request of at least two Board members. 24 hours' notice must be given, personally, in writing, or by telephone, email, or fax. The business transacted at any special meeting shall be limited to that noticed in the call.

Section 5: Quorum

A majority of the Board shall constitute a quorum being necessary to conduct business. A quorum for this Club is defined as one more than 50 percent.

ARTICLE VIII: COMMITTEES

Section 1: Programs of Service

Programs of service; Finance; Membership; Public Relations; Meeting Planning; Ways & Means & Special Events; Installation; Hospitality

Section 2: Responsibility

Committees shall perform the duties set forth in these bylaws and such other duties as directed by the president, the board, or as prescribed in the parliamentary authority.

Section 3: Finance Committee

See ARTICLE VIII, Fiscal Matters.

Section 4. Membership Committee

Shall be in charge of:

- a. Growth and Development: new member drives, inductions, and speakers.
- b. New member packet
- c. Soroptimist Orientation and Leadership Training, membership education, and new member orientation

Section 5: Laws & Resolution Committee

Shall be responsible for recommending updates to the club bylaws and procedures, processing resolutions to region or federation proposed by the club and interpreting to the club proposals for consideration at conference and convention.

Section 6: SIA Program Fundraising Committee

Shall be responsible for the promotion and support of the Soroptimist Foundation and Founder Region Fellowship and all of the Soroptimist's projects and awards sponsored by each, including, but not limited to, Live Your Dream Award, the Violet Richardson Award, and the Founder's Region Fellowship Award.

Section 7: Public Relations Committee

Shall promote and enhance the public image of Soroptimist as well as the in-club knowledge of activities. A Public Relations Chair will request a committee as needed. The Public Relations Committee will be in charge of

- a. Press releases
- b. Soroptimist eNewsletter
- c. Club historian
- d. Club website
- e. Social Media

Section 8: Ways & Means and Special Events Committees

Shall be in charge of fundraising projects approved by the club. The committee include the following responsibilities:

- a. Administrative fundraising
- b. Special events and holiday parties
- c. Major fundraising coordination for specific events
- d. Fun and Frolic

Section 9: Installation Committee

Shall be the outgoing President and at least one additional club member who shall plan the date, place, and program for the installation of officers.

Section 10: Hospitality Committee

Shall be responsible for the caring, conscious welfare, and celebration of the club members by reaching out and attending to individual and personal needs. This committee will also be responsible for greeting guests and obtaining contact information.

ARTICLE VIII: DUES, FEES AND ASSESSMENTS

Section 1: Fiscal Year

The fiscal and Club year shall be July 1 through June 30.

Section 2: Annual Dues and Fees

Annual dues are determined and agreed upon by the Board and are currently \$185. All amounts include Federation, Regional, Club dues and liability insurance. Any voluntary donations made with dues are designated for administrative expenses.

New member joining after December 31 shall pay pro-rated dues for half the year, plus the new member fees. Reinstatement of a former member whose membership was terminated for non-payment of dues or fees shall be made only upon payment of all obligations owing at the time.

The Club will maintain one bank account. Within that account, administrative and services funds will be tracked separately and will be reported to the Club monthly. The only exception is the fund designated for the Pauline Stuber STEM Memorial Scholarship which should be kept in a separate category within the service funds.

Administrative costs include:

- Member dues, pins, lunches, name plates and general expense of operation
- Meeting and convention expenses

Money may be transferred from the administrative account to the service account, but money may not be transferred from the service account to the administrative account.

All invoices or requests for payment must have prior approval from the appropriate club officer or committee chairperson before delivery to the Treasurer. A "Payment Request Form" may be secured from the Treasurer, and must accompany any requests for personal reimbursement along with applicable receipts.

Requests for payment must be within approved club budget limits. Board approval is required for non-budgeted expenses of \$500 or less, and club membership approval is required for non-budgeted expenses of over \$500.

Authorized signers on the Club accounts shall be the President, Vice President, Treasurer, Assistant Treasurer, and Secretary. Two signatures shall be required on checks of \$500 or more.

Section 3: Club Budget, Financial Statements, and Audit

A Finance Committee composed of the President, Vice President, and Treasurer shall meet to create a budget for the next fiscal year. The Finance Committee, chaired by the Treasurer, shall submit proposed operating and service budgets for the succeeding year to the Board of Directors at the Board meeting in May and to the club at the business meeting in May. These budgets, subject to such revisions as may be found necessary, shall be presented for approval at the June business meeting.

Before May 1, committee chairs shall submit to the Finance Committee a proposed committee budget for the upcoming year. These committee budgets shall be incorporated into the Club budget for membership approval.

Section 4: Travel and Registration Expenses

To the extent possible, the club shall pay registration fees, meal packages, lodging, and long-distance travel (air fare) expenses of three delegates to Regional conferences and one delegate to

Federation conventions. The Club may pay partial expenses for other members attending District, Regional, or Federation conferences as authorized and approved by the Board.

Budgeted money available for conferences shall be disbursed in the following priority (1) President and two voting delegates are funded for hotel room and registration, meal package and long distance travel, (2) provided that additional budgeted funds are available all other club members attending shall have their registration paid by the club; and (3) provided that additional budgeted funds are available the lodging and long distance travel expenses will be applied to other club members attending.

Additional fundraising for the purpose of meeting mandatory attendance requirements by designated delegates can only be done by Board approval. The Board reserves the right to approve fundraising for non-mandatory registration costs. Otherwise, members wishing to attend must pay their own way.

Section 5: Review

The Treasurer's books shall be reviewed within 45 days of the close of the fiscal year by one to three club members appointed by the President.

ARTICLE IX: ELECTIONS FOR DELEGATES

The President, or designee, is the delegate for SIA convention. At the beginning of each fiscal year, the three delegates for Region Conference should be designated. Generally, they include the President and Vice President (or designees) and one member in good standing nominated and approved by the Club.

ARTICLE X: FOUNDER REGION FELLOWSHIP

Founder Region Fellowship, Inc., is the permanent identifying project of our Founder Region. Soroptimist International of Novato will financially support the project.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all matters not specifically covered in these Bylaws, Founders Regional Bylaws and standing rules, or SIA Bylaws and procedures.

ARTICLE XIII: RESOLUTIONS

Recognition & Appreciation

Resolutions within the framework of Soroptimist objectives and purpose may be submitted for conference action by a club, a region committee, the region board or any of its members. This is to be done by November 1. Resolutions regarding recognition or appreciation may be filed at any time with the region board. A resolution of an emergency or timely nature may be submitted to or by the region board at any time, and it shall be at the discretion of the region board whether it is of such nature that it would be submitted for conference consideration even though not included in the Call to Conference.

ARTICLE XIV: AMENDMENTS TO CLUB BYLAWS

These Bylaws may be amended by a two-thirds vote at any business meeting of the Club provided notice has been given at the preceding business meeting. If an amendment of the international

bylaws makes a corresponding amendment to these procedures necessary or causes them to be in conflict with any of said bylaws, these bylaws and procedures shall be considered to have been amended to conform to international bylaws.

ARTICLE XV: DISSOLUTION

Upon dissolution of the club, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the club, dispose of all the assets of the club exclusively for the exempt purposes of the club in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under 501 (c)(3) of the code, as the club's governing body shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the Club's principal office is then located exclusively for the Club's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.