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SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.

GOLDEN WEST REGION

Bylaws

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SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.
GOLDEN WEST REGION

Bylaws

Soroptimist International of the Americas, Inc.
Golden West Region
www.goldenwestregion.org

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GOLDEN WEST REGION

BYLAWS

Adopted April 1979; Last Revision June 2019

PREAMBLE:

The Golden West Region (GWR), of Soroptimist International of the Americas, Inc., is an unincorporated nonprofit association comprised of Soroptimist clubs operating within GWR's territory as defined by Soroptimist International of the Americas, Inc., and by these Bylaws.

ARTICLE I - Name and Territorial Limits

Section 1.1 Name

The name of this region shall be Soroptimist International of Golden West Region (GWR).

Section 1.2 Territorial Limits

The territorial limits of GWR are established by Soroptimist International of the Americas, Inc. (SIA) and currently include San Bernardino and Riverside Counties of California; Arizona, except Yuma County; New Mexico and El Paso County in Texas.

ARTICLE II - Purpose

GWR exists to promote the vision, value and mission of Soroptimist International of the Americas, Inc. and to provide administrative support, assistance and encouragement to GWR member clubs and their respective members.

ARTICLE III - Members

Section 3.1 Members

Soroptimist International clubs and their members residing within the territorial limits of the GWR shall be considered members of the GWR.

Section 3.2 Territory

The territory of the GWR may be divided into districts. Such districts should consist of at least six clubs or 100 members per district. The territory to be contained in each district shall be determined by the GWR board of directors.

ARTICLE IV - Board of Directors

Section 4.1 Members

The board of directors shall consist of the officers and district directors.

Section 4.2 Officers

The elected officers shall be governor, governor-elect, secretary and treasurer.

Section 4.3 Authority

The board of directors has administrative authority over the affairs, funds, and property of the GWR, except that they may not modify any action taken by the delegates at a GWR conference.

Section 4.4 Term of Office

Elected officers shall hold office for two years beginning July 1 in even-numbered years or until their successors are elected. The secretary, treasurer and district directors shall be eligible for no more than two terms in the same office.

Section 4.5 Duties

- a. Governor: The governor shall preside at all conferences and all meetings of the GWR board; coordinate with the secretary the issuance of minutes within 30 days of board meetings; coordinate with the secretary, the issuance of a call to conference at least 60 days prior to the date of the meeting;

approve expenditures in accordance with the budget; serve as an ex-officio member of all committees except nominating; and perform such other duties as may be assigned by the board or prescribed by these bylaws.

- b. Governor-elect: The governor-elect shall prepare for assuming the office of governor by becoming familiar with all aspects of the Soroptimist organization; work closely with and under the direction of the governor, assisting to the fullest extent possible; in the absence of the governor, she shall preside at meetings. In case of the temporary inability of the governor to serve, the governor-elect shall assume the duties of governor. The governor-elect shall be empowered to appoint committees to serve in the next biennium after January 1 of the year in which the new term commences.
- c. Secretary: The secretary shall attend meetings of the GWR board; record the minutes of board meetings and conference; coordinate with the governor, the issuance of minutes within 30 days after the close of the meetings; coordinate with the governor, the issuance of a call to conference at least 60 days prior to the date of the meeting.
- d. Treasurer: The treasurer shall attend meetings of the GWR board; deposit and disburse all funds belonging to the GWR under the direction of policies developed by the GWR board; provide financial reports at board meetings and GWR conferences; prepare the annual budget with the finance committee to be approved by the membership, and serve as an ex-officio member of the GWR finance committee.
- e. District Directors shall plan and preside at district meetings, coordinate the issuance of a call to district meetings and keep in close communication with all clubs in the district, reporting upon conditions or problems with the district to the GWR governor. District directors shall attempt to visit each club within the district at least once during the biennium for the purpose of providing Soroptimist education, leadership development and recruitment and retention advice.

Section 4.6 Removal from Office

Any officer or district director of the GWR may be removed, either for or without cause, by the GWR board if, in the judgment of the board, the best interests of the GWR will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed. Removal shall occur only upon a two-thirds vote of the board then in office, exclusive of the person being removed, and only after being given an opportunity to be heard by a review board, appointed by the GWR board, independent of the GWR board.

Section 4.7 Vacancies

- a. Should a vacancy occur in the office of governor, the governor-elect shall automatically succeed to that office and complete the unexpired term in addition to the following biennium. The GWR board shall fill the office of governor-elect thus vacated; the member so appointed may not succeed automatically to the office of governor but shall be eligible for election as governor-elect or governor, if a vacancy still occurs. A new governor-elect shall be elected at the next GWR conference.
- b. Other vacancies in office shall be filled by delegate vote at the GWR conference. If, however, a GWR conference shall not be held within 60 days after the vacancy occurs, the GWR board shall fill it. During the period of an unfilled vacancy in any GWR office, the governor shall make provision for carrying on the necessary business of the GWR.

Section 4.8 Regular Meetings

The board of directors shall meet immediately before and after the conference in the city where the conference is held; at such times during the conference as the governor or the board deem necessary to complete business and to consider any questions or recommendations referred to it by the conference.

Such other meetings as a majority of the Board consider necessary and possible within the budget may be held only with at least 15 days notice.

Section 4.9 Special Meetings

Special meetings of the board may be called by the governor and shall be called upon the written request of at least three (3) members of the board. At least seven (7) days notice (personal, written, e-mail or telephone) shall be given. The business transacted at any special meeting shall be limited to the purpose stated in the call.

Section 4.10 Quorum

The quorum for board meetings shall be a majority of the board.

Section 4.11 Mail Ballots

- a. The GWR board may vote by mail, fax or electronic transmission, except when a meeting will be held within 20 days. The subject matter of the mail ballot may be initiated by the governor, any two members of the GWR board, by GWR committees, by not less than three clubs of the GWR or by the SIA president. The ballots shall contain background information concerning the subject matter and the question shall be clearly stated. If the action proposed requires use of GWR funds, the ballot shall state from which account it is proposed to draw.
- b. Board members shall return their response to any mail ballot to the GWR secretary within 15 days of the date of ballot.
- c. The GWR secretary shall report the results promptly to the governor, with a written report to the board members on the results of the vote.
- d. If a GWR vote is required between conferences, the GWR officers, district directors, past governors of the GWR, and club delegates shall vote by mail. The clubs in the GWR will be advised of the results of the mail ballot in the next GWR mailing, but this should be no later than 45 days after the result of the mail ballot.

ARTICLE V - Nominations and Elections

Section 5.1 Nominations

- a. The nominating committee shall be composed of a coordinator appointed by the governor and a member elected from each district, each district member having been elected at a GWR conference not later than November 1 of the year preceding the SIA convention. The committee shall nominate one or more candidates for each officer and district director position to be filled. Only regular members shall be eligible to serve on the committee. Only club delegates, GWR officers, district directors, and past governors of the GWR from clubs within each district may vote for the nominating committee member representing their respective district.
- b. The GWR board shall fill a vacancy on the nominating committee. Members of the nominating committee shall serve for a term of two years or until successors are appointed or elected. The coordinator may be replaced from any district; a committee replacement shall be from the district where the vacancy occurred.
- c. By November 1 of the applicable year, the coordinator of the nominating committee shall invite clubs to suggest members for consideration by the committee as candidates for the following positions and shall submit such suggestions by the specified dates

1. For officers and district directors of the GWR, on or before December 1 of the year preceding the SIA convention.
 2. For GWR nominating committee members, on or before December 1 of the first year of the biennium.
- d. The coordinator shall contact all persons whose names are submitted to ascertain their willingness to serve if elected. Those willing to serve shall submit a resume of their qualifications to the coordinator on a form prepared by the committee. The committee may contact other Soroptimists as to their willingness to have their names placed in nomination.
 - e. No later than January 20 of each election year, the nominating committee shall arrive at an agreed upon slate of one or more candidates for each office to be filled.
 1. At least 90 days before the conference in even numbered years, the coordinator shall mail to the GWR secretary a slate of officers and district directors together with their resumes for inclusion in the call to conference.
 2. At least 90 days before the conference in odd numbered years, the coordinator shall mail to the GWR secretary all candidate data for GWR nominating committee members for inclusion in the call to conference.
 - f. The nominating committee coordinator shall read the report, as printed in the call to conference, at least two hours before opening of the polls. Nominations may be made from the floor not later than one hour before the time set for opening the polls, providing the consent of the nominee has been obtained. For those candidates nominated from the floor, a printed resume must be distributed to delegates before the polling begins.
 - g. The official program shall indicate the day and hour of nominations and elections. A credentials and elections committee, appointed by the governor, shall conduct the elections. If there are two or more nominees for any office or position, election shall be by voting machine or printed ballot.
 - h. The credentials and elections committee shall verify voting results and the coordinator shall present the committee's signed report to the conference, announcing the results including the number of votes cast for each candidate. The governor shall declare the election of officers. At the close of conference, the ballots shall be destroyed.
 - i. In order to vote, delegates shall present the proper credentials and record their signatures in order to receive a ballot.
 - j. Nominations may be made from the floor at the time that the nominating committee gives its report. Additional eligible nominees for office must provide a completed standard resume form for distribution to all delegates at the time the nomination is made.
 - k. To be eligible for nomination, members must be regular members in good standing with their clubs and must have served as club president. To be eligible for the office of governor-elect or governor in the absence of an elected governor-elect, the nominee shall have served on a GWR board within six years prior to the term for which being nominated and shall have served a term as club president. If no candidate meeting the eligibility requirements will accept nomination, another member may be selected.

Section 5.2 Elections

- a. The clubs in each district shall elect a director and such other officers as may be provided for under rules adopted by the GWR. Only club delegates, GWR officers, and past governors of the GWR who are members of a club located within a district shall be eligible to vote for a district director to

represent their respective district. Such election is to be held at the time of election of officers for the GWR.

- b. Voting shall be by ballot. The GWR governor shall appoint tellers, who are not delegates, to oversee the election and count the ballots. The credentials and elections committee shall insure that each delegate has been properly designated as a delegate by her club, and that her name badge identifies her as being entitled to vote. (Election of district officers shall be by delegates from that district only.)
- c. The official program shall indicate the day and hour of nominations and elections.
- d. A majority shall elect. If a majority is not received on the first ballot, a re-ballot shall occur between the two candidates receiving the most votes.
- e. The new Board of Directors shall be installed at the GWR conference and will assume office on July 1 of even-numbered years.

ARTICLE VI - Meetings

Section 6.1 Annual Conference

- a. The GWR shall hold an annual conference for the purpose of conducting the business of the GWR, promoting Soroptimist projects and programs and in order to provide opportunities for leadership and personal development of members. The GWR board will approve final venue and dates. The call to conference shall include: a tentative agenda, all proposed amendments and resolutions, the report of the nominating committee together with candidates' qualifications, the proposed region budget, and such additional GWR and/or SIA information as may be deemed necessary.
- b. Delegates representing a majority of the clubs in the GWR shall constitute a quorum of the conference.
- c. The voting members of the conference shall be the GWR board of directors, past governors of the GWR who are members of a club within the GWR and the three accredited delegates of each club in good standing with SIA.

Section 6.2 District and Other Meetings

The GWR may sponsor district meetings or hold an additional GWR-wide meeting annually for the purpose of providing Soroptimist orientation and leadership training.

Section 6.3 Special Meetings

Special meetings of the GWR shall be called upon the written request of at least five (5) clubs. At least seven (7) days notice (personal, email, written, or telephone) shall be given each club. The business to be transacted at any special meeting shall be limited to the purpose stated in the call to the meeting.

Section 6.4 Quorum

Delegates representing a majority of the clubs in the GWR shall constitute a quorum of the conference.

Section 6.5 Voting Members

The voting members of the conference shall be the GWR officers, district directors, past governors of the GWR who are members of a club within the GWR and the three accredited delegates of each club in good standing with SIA.

ARTICLE VII - Committees

Section 7.1 Standing Committees

- a. **Credentials & Elections:** a committee consisting of at least four members, one representative of each district to serve as tellers, shall be appointed by the governor prior to each conference. The committee shall verify the credentials of the voting members of the conference and report each day the number of voting members and others registered. No member standing for office shall serve on this committee.
- b. **Nominating:** a committee consisting of at least four members, one representative of each district, shall be elected in odd-numbered years for the purpose of soliciting nominations from the clubs and proposing candidates for election to GWR Board of Directors.
- c. **Laws and Resolutions:** a committee consisting of at least four members, one representative of each district, shall be appointed by the GWR governor to serve on this committee for the biennium. The committee shall review all proposed resolutions and amendments to the GWR bylaws and insure their inclusion in the call to conference each year. Proposals from clubs must be submitted to the committee chair by January 1 prior to the conference each year.
- d. **Program:** a committee consisting of at least four members, one representative of each district, shall be appointed by the governor to promote and administer Soroptimist programs in concert with the SIA.
- e. **Membership:** a committee consisting of at least four members, one representative of each district, shall be appointed each biennium by the GWR governor to serve as a resource for clubs needing assistance with recruitment and retention of members. This committee shall also work in cooperation with the SIA and under the direction of the GWR board in extension activities for the formation, orientation and nurturing of new clubs in the GWR.
- f. **Fundraising:** a committee of at least four members, one representative of each district, shall be appointed by the GWR governor in order to promote fund-raising activities to support the programs of the SIA.
- g. **Finance:** a committee of at least four members, one representative of each district, shall be appointed by the GWR governor to prepare the annual budget and review the financial affairs of the GWR. The GWR treasurer shall be an ex-officio member of this committee.
- h. **GWR Conference:** The GWR board shall appoint a conference coordinator and an assistant conference coordinator from among members of the region. Additional committee members may be added to the conference committee upon recommendation from the conference coordinator and with the approval of the GWR governor.
- i. **Public Awareness:** a committee of at least four members, one representative of each district, shall be appointed by the Region Governor to assist clubs with increasing the visibility of the organization locally and to promote awareness of Soroptimist in the region as a volunteer organization of business and professional women whose mission is to improve the lives of women and girls. The chair shall work closely with federation headquarters to develop and implement the necessary resources and strategies to meet public awareness goals.

Section 7.2 Special Committees

- a. **Other Special Committees:** The governor, with the approval of the board, may appoint other special committees to undertake special tasks or projects as needed.

Section 7.3 Region Committee Chairs

a. The governor will appoint Region Committee Chairs with duties and responsibilities required by SIA.

ARTICLE XIII - Finance

Section 8.1 Fiscal Year

The fiscal year shall be July 1 through June 30.

Section 8.2 Dues and Fees

a. Member Dues

1. For clubs in existence as of July 1, the dues of the GWR shall be \$20.00 per member, per year. Exception: Life members. Dues are computed on membership as of July 1 and are due and payable to the GWR treasurer within (ten) 10 days. Club dues are delinquent July 10. Delinquent clubs are subject to the provisions in Article IX, Dues and Fees, Section 9.2-e.
2. New members joining a club on or after January 1 through June 30 shall be assessed prorated dues of \$10.00

b. Charter Member Dues: Charter member dues shall be paid to the GWR as follows:

1. Clubs chartered July 1 through December 31: \$20.00 per member
2. Clubs chartered January 1 through June 30: \$10.00 per member

c. Member Fees

1. To support GWR awards and services projects, all members shall pay a mandatory service fund fee of \$1.00 per year. Members inducted after January 1 shall pay .50 cents. This fee is in addition to a. and b. above.
2. Each club in the GWR shall pay an annual registration fee for GWR conference of \$100.00 plus \$10.00 multiplied by the number of all members in the club [effective on July 1, 2011]. No meal overrides will be charged. The registration fee shall be waived for the fiscal year in which a club is chartered.

d. Payment of Dues and Fees

- a. All dues, fees and assessments are payable on July 1 and delinquent on July 10. Dues and fees for new members and newly chartered clubs will be paid within 30 days after admission to membership.
- b. The member dues and fees listed above shall not apply to a member who transfers from another Soroptimist club within the GWR or one who has been reinstated within one year after termination of membership.

e. Delinquent Dues and Fees

1. When any financial obligation of a club is not paid by the July 10 delinquent date, the GWR treasurer shall send a written notice of the delinquency to the club's president and treasurer, with a copy to the GWR governor and district director. Payment of dues received on or after August 1 shall result in the assessment of a late fee of \$50. Payment of dues received on or after September 1 shall result in the assessment of a late fee of \$100.
2. When any financial obligation remains unpaid sixty (60) days following such notice, the GWR governor may request, in writing, that SIA declare the club "not in good standing." At its discretion, the GWR board may grant a reasonable extension of time for payment of such financial obligations.

Section 8.3 Dues Deadline

Annual GWR dues shall be collected and remitted by each club to the GWR treasurer by July 1 each year.

Section 8.4 Solicitation of Funds

Funds shall not be solicited by GWR from members of clubs, except when action authorizing such solicitation has been specifically approved by the GWR conference after notice to the clubs through the call to conference or, if the GWR conference will not be held within three months, by the GWR board by a two-thirds vote at a meeting or a three-fourths vote by mail ballot.

Section 8.5 Control of Funds

The GWR treasurer shall maintain a reserve account funded in the following manner: at the end of the fiscal year, 100% of the surplus revenue in the general fund shall go into the reserve account until a total amount of \$20,000 or one year’s operating budget is reached, whichever is greater. Thereafter, additional surplus funds shall be allocated as follows:

- a. 60% to the service fund
- b. 40% to the general fund to be used in addition to the current operating expense budget.

The net income from GWR service project shall go to the service fund.

ARTICLE IX - 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, SIA bylaws and procedures, or the Soroptimist International constitution.

ARTICLE X - Resolutions

Section 10.1 Submittal

To be considered at the conference, copies of the proposed resolutions must be delivered to the coordinator of the Laws and Resolutions Committee, the governor and the secretary, by mail or email, for which there is evidence of receipt, not less than 120 days before the conference. All proposed resolutions property and timely delivered, together with the report of the GWR laws and resolutions committee, must be included with the call to conference.

Section 10.2 Resolutions Not in Call

Resolutions other than those involving funding decisions that are not included in the “call to conference” may be presented for action at the conference by the Laws and Resolutions Committee upon recommendation of the board. Action may not be taken on such resolutions unless three-fourths of the voting at the conference vote to consider the resolution.

Section 10.3 Administrative or Appreciative Resolutions

Resolutions regarding GWR administrative operations or for recognition or appreciation may be filed at any time with the GWR board. A resolution of an emergency or timely nature may be submitted to or by the GWR board at any time, and it shall be at the discretion of the GWR board whether it is of such nature that it should be submitted for conference consideration even though not included in the call to conference.

Section 10.4 SIA Action

Resolutions receiving GWR conference approval and requiring SIA convention action shall be filed in accordance with the bylaws and procedures established by the SIA board.

Section 10.5 Call to Conference

All proposed resolutions properly filed, together with the report of the GWR laws and resolutions committee, shall be included with the call to conference.

Article XI - Emergency Procedures

Section 11.1 Waiver of Obligations

In the event of an emergency or disaster, the GWR board may, by a two-thirds vote, waive, postpone or reduce the GWR obligations of the club or clubs affected.

Section 11.2 Emergency Mail Ballot

If emergency prevents the holding of a conference, the GWR board and the nominating committee shall determine the procedure for election of officers by mail, conforming as nearly as possible to requirements of the bylaws of the GWR.

ARTICLE XII - Amendments

Section 12.1 Proposed Amendments

These bylaws may be amended at any GWR conference by a two-thirds vote of the delegates, provided notice of the amendment has been given in the call to conference. Proposed amendments, which are to be considered at the GWR conference, may be submitted by a club, a GWR committee, the GWR board or any of its members. Any such proposed amendment must have been submitted at least 120 days before the conference by mail for which there is evidence of delivery as follows: four copies to the coordinator of the GWR laws and resolutions committee, one copy to the GWR governor, and one copy to the GWR secretary.

Section 12.1.1 Technical Amendments

With the concurrence of the Laws & Resolution Committee and the GWR BOD, the GWR Secretary is authorized to make non-substantive alphanumeric, or grammatical changes to the component provisions of these bylaws. A change may be deemed non-substantive if it involves reorganization or renumbering of provisions, corrects spelling or grammar, and does not alter voting rights, rights of participation or financial matters. Notice of technical amendments will be given in the call to conference but such amendments will not be subject to a vote of the delegates. Technical amendments will become effective at the close of the conference.

Section 12.2 Notice of Amendments

All proposed amendments properly filed, together with the report of the GWR laws and resolutions committee shall be included with the call to conference.