



Bylaws

Founder Region Fellowship, Inc.

April 30, 2022

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FOUNDER REGION FELLOWSHIP BYLAWS April 30, 2022

Article I Name

- Section 1.** The name of this corporation is Founder Region Fellowship, Inc. hereinafter referred to as “FRF” in these Bylaws.
- Section 2.** The name of this region is Founder Region, Soroptimist International of the Americas, Inc., hereinafter referred to as “Founder Region” in these Bylaws.
- Section 3.** The name of this federation is Soroptimist International of the Americas, Inc., hereinafter referred to as “SIA” in these Bylaws.

Article II Object

- Section 1.** This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Law for public purposes.
- Section 2.** This corporation is organized exclusively for social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- Section 3.** The specific purpose of this corporation is to provide financial grants to deserving women candidates completing doctoral programs with a recognized learning institution within the Founder Region boundaries who have entered into the final phase of their doctoral program and who demonstrate financial need and scholarly potential.
- Section 4.** Notwithstanding the aforementioned statement of purpose, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

Article III

Policy

- Section 1.** The FRF shall not discriminate on the basis of race, creed or ethnic origin.
- Section 2.** There shall be no circulation of written information or campaign materials for candidates running for the FRF Board of Directors other than a resume circulated with the *Call to Conference*.

Article IV

Membership

- Section 1.** Every club in good standing shall have three (3) voting delegates of FRF and shall have voting status as provided through SIA and Founder Region Bylaws.
- Section 2.** Three regular members shall be the voting delegates of each club.

Article V

Directors and Officers

- Section 1.** The president of the board shall be elected by the delegates at the annual conference in the second year of the biennium, commencing with the 2022 conference, and shall serve for a biennium or, in the case of a vacancy, until a successor is appointed.
- Section 2.** There shall be five (5) elected directors who are representatives of the five (5) districts of Founder Region, Inc. They shall serve for a biennium or until their successors take office.
- Section 3.** A secretary shall be elected from the incoming FRF Board of Directors at their first meeting held after the election.
- Section 4.** A treasurer shall be elected at the annual conference beginning in 2022. The treasurer shall be a voting member of the Board of Directors.
- Section 5.** No officer or director shall serve more than two (2) consecutive terms.
- Section 6. Nominations.**
- a. Each club may submit the names of regular members to the Founder Region Nominating Committee for president, treasurer, and director. Each District in Founder Region shall thereafter elect one (1)

member from that district to be a director. The Founder Region Fellowship delegates, beginning in biennium 2022-2024, shall thereafter elect one (1) member of Founder Region to be president, and one (1) member to be treasurer. Nominations and elections shall be in accordance with Founder Region Bylaws.

- b. To be eligible for election to office, candidates must be:
 - 1. Regular members in good standing who have served as club president.
 - 2. For the office of President, the member shall have served on the Region Board as governor, or on the FRF board within six (6) years prior to the term for which she/he is being nominated.
 - 3. For the office of district director, the member shall be a member of a club in that district.

Section 7. No officer or director shall hold more than one elected office within the Soroptimist organization in accordance with SIA Bylaws.

Section 8. All officers and directors shall assume duties on the first day of July in even-numbered years.

Section 9. The Founder Region governor shall be the liaison of the FRF, but shall not vote or hold office.

Section 10. Vacancies.

- a. If a vacancy occurs in the office of president, the FRF Board of Directors shall appoint a president from the membership of Founder Region to serve until the annual meeting where an election to fill such a vacancy is held, providing the nominee meets the requirements as set forth in these Bylaws. A vacancy or vacancies in the office of president shall be deemed to exist in the event of a death, resignation, or absence/removal of the president.
- b. If a vacancy occurs in the office of director, the FRF Board of Directors shall appoint a director from the membership of the designated district vacated to serve until the annual meeting where an election to fill such a vacancy is held, providing the nominee meets the requirements as set forth in these bylaws. A vacancy or vacancies on the board shall be deemed to exist in the event of a death, resignation, or removal of any director, or if the authorized number of directors is increased.

- c. The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all FRF Board members then in office at a regular or special meeting of the Board, provided that Notice of the reason(s) shall be served on the Officer or Director in question at least thirty (30) days before final action is taken by the Board. The Notice shall include the date and time when, and the place where, the Board is to take evidence on the issue of removal. At that meeting, the Officer or Director in question shall be given the opportunity to address the Board. The Board members, exclusive of the Officer or Director in question, shall decide the issue of removal within seven (7) days of the conclusion of the meeting. The Board's decision shall be in writing and shall be effective immediately.

"Cause" includes the failure of the Officer or Director in question to fulfill the obligations and duties of that person's office (see Article VI and Article VII, Section 2 of these Bylaws) in a competent, timely or professional manner.

Section 11. Personal Liability

Fellowship Board members shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in the performance of their duties, unless the Board member has engaged in willful misconduct or recklessness in the performance of her/his duties.

Article VI **Duties of Officers**

Section 1. The president shall:

- a. preside at all meetings of the Board of Directors;
- b. supervise and coordinate the work of FRF;
- c. appoint the standing committees;
- d. grant an additional person(s) as may be suggested by the Founder Region governor to be a silent observer(s) at the candidate interview sessions;
- e. be ex-officio member of all committees;
- f. perform such other duties as may pertain to the office; and
- g. be bonded.

Section 2. The secretary shall:

- a. record the minutes of the Board of Director meetings and the annual meeting;

- b. provide sufficient copies of the minutes of the annual meeting to the Founder Region secretary by June 1 for distribution with the Founder Region conference proceedings;
- c. be custodian of the corporate records;
- d. perform such other duties as may pertain to the office or as assigned by the president; and
- e. be bonded.

Section 3. The treasurer shall:

- a. maintain a full and accurate accounting of all financial transactions;
- b. deposit all monies in the FRF name in financial institutions as shall be designated by the Board of Directors;
- c. disburse the funds as ordered by the Board of Directors;
- d. keep records of donations, wills and legacies;
- e. present a financial report at the regular meetings of the board and as requested by the board;
- f. be bonded;
- g. serve as ex-officio member of the Budget/Finance Committee; and
- h. perform such other duties as pertain to the office or as assigned by the president.

Article VII

Board of Directors

Section 1. The Board. The Board of Directors shall consist of a president, a treasurer and five (5) directors who represent the five (5) districts of Founder Region.

Section 2. Duties. The Board of Directors shall:

- a. have responsibility for the affairs within the adopted policies and programs of FRF;
 - b. establish program emphasis and strategies for the implementation of the programs;
 - c. be voting delegates at the annual meeting;
 - d. select the awardees;
 - e. protect the emblem;
 - f. make an impartial study of all applicants and invite, by letter and/or electronic mail, qualified applicants to be interviewed.
- The Founder Region governor and any additional persons

- selected by the FRF president may be silent observers at the final interviews. The FRF president or board member shall notify all applicants as to the final selection of awardees and announce the awardees at the annual Founder Region conference; and
- g. be bonded.

Section 3. Meetings. The meetings of the Board of Directors shall:

- a. be held before and after each Founder Region conference;
- b. be held during the Founder Region conference as necessary to complete the business of the annual meeting and consider matters that may be referred by the conference delegates; and
- c. be held other times as deemed necessary.
- d. be held in person or, if deemed necessary for any reason by the Board President, electronically via a videoconferencing platform.

Section 4. Annual Meeting. The annual meeting shall be held during the annual Founder Region conference and notice shall be in the Founder Region *Call to Conference* in accordance with the Founder Region Bylaws.

Section 5. Special Meetings. Special meetings may be called by the president or by the request of two (2) directors whether in person or by electronic means. The call of a special meeting shall include the date, place, hour and exact purpose of the meeting.

Section 6. Quorum. The quorum shall be a majority of the Board of Directors.

Section 7. Compensation. The Board of Directors shall serve without compensation but shall be reimbursed for reasonable expenses incurred in the performance of their duties with approval of the board.

Article VIII

Finance

Section 1. Income. The primary sources of income include:

- a. the mandatory annual assessments of seven dollars (\$7.00) to every member of each club within Founder Region;
- b. the individual club fundraising events;

- c. personal contributions which may be in memory of, in appreciation of, or in honor of;
- d. the donation of one thousand dollars (\$1,000.00) or more to become a Fellow. The terms of a member's pledge agreement shall be honored by subsequent FRF Boards until paid in full;
- e. earnings, including interest, dividends and total return from FRF investment accounts.

Section 2. Non-Soroptimists. An invitation may be extended to a non-Soroptimist to become a "Fellow" of the FRF by a donation made in the amount of \$1,000.00.

Section 3. Solicitation of Funds. Funds may be solicited within Founder Region from members or clubs only with prior approval of the Founder Region Board.

Section 4. Distribution of Funds.

- a. All proceeds collected by FRF, whether in the form of mandatory dues or contributions, shall be placed in interest-bearing accounts in a federally insured financial institution;
- b. an amount not less than twenty thousand dollars (\$20,000) shall be distributed annually to qualified applicants in the form of fellowships and grants-in-aid provided there is sufficient income;
- c. the FRF Board shall adopt the annual budget and review and adjust as necessary. The administration budget shall comply with all laws governing 501(c)3 corporations; and
- d. a separate administrative reserve account shall be set aside at the beginning of each year for the following year fellowships. All other income shall be placed in the Endowment Fund after expenses for the current year are met.

Article IX Committees

Section 1. The standing committees shall be a Finance Review Committee and a Budget Committee.

Section 2. The Finance Review Committee shall be a committee of up to three (3) members appointed by the president, not to include an FRF board member. The committee shall review the treasurer's books at the close of the fiscal year and report to the FRF board.

Section 3. The Budget Committee shall be a committee of three (3) FRF board members appointed by the president. The treasurer shall serve as ex-officio member. This committee shall review the financial affairs of FRF as directed by the president, make recommendations, and prepare the budget.

Article X

Dissolution

Upon dissolution of FRF, its assets remaining after payment or provision shall be distributed to a non-profit fund, foundation or corporation which is organized and operated for women's education programs and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XI

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the FRF in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or higher Soroptimist law and any special rules of order that the FRF may adopt.

Article XII

Amendment

These Bylaws may be amended by a two-thirds (2/3) vote at the annual meeting of FRF provided such amendment has been submitted by a club, a region committee, the Founder Region Board, the FRF Board or any of the FRF board members and shall be sent by November 15, by mail, for which there is evidence of delivery, as follows: one (1) copy to the president, one (1) copy to the FRF secretary, one(1) copy to the Founder Region governor, one (1) copy to the Founder Region secretary, and one (1) copy to the Founder Region Laws and Resolutions Committee chair. All proposed amendments properly filed shall be included with the Founder Region *Call to Conference*.

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