



SOROPTIMIST®

**Investing in Dreams**

# **Founder Region**

**Soroptimist International of the Americas, Inc.**

# **Bylaws**

**April 30, 2022**

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**Bylaws**  
**Founder Region, Soroptimist International of the Americas, Inc.**  
**(A California Nonprofit Corporation)**

**These Bylaws of Founder Region were adopted on May 1, 2021, at the  
Founder Region Conference and supersede all prior and existing  
Bylaws of Founder Region.**

**SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.**  
**FOUNDER REGION**  
**Bylaws**

**ARTICLE I**  
Name and Territorial Limits

**Section 1.1** The name of this Region shall be Founder Region, Soroptimist International of the Americas, Inc.

**Section 1.2** The territorial limits of this Region are established by Soroptimist International of the Americas, Inc. (SIA), a Federation designated by Soroptimist International (SI), and currently consists of these counties in California: Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Napa, Solano, and Sonoma; the state of Hawaii and the United States Territories of Guam, the Northern Mariana Islands and the Republic of Palau.

**ARTICLE II**  
Purpose

The purpose of this Region shall be to promote the projects and fulfill the purposes as defined in the Federation Bylaws.

**ARTICLE III**  
Members

**Section 3.1** Soroptimist International clubs within the territorial limits of the Region shall be considered members of the Region.

**Section 3.2** The territory of the Region is divided into districts. Such districts shall consist of at least ten clubs or 150 members per district. The territory to be contained in each district shall be determined by the Region Board of Directors. If the Region Board approves a change in districts, it shall submit the proposed change in district area at the next Region Conference. Only delegates affected by the proposed change may vote upon this resolution.

## **ARTICLE IV**

### **Officers**

**Section 4.1** The elected officers shall be Governor, Governor-elect, Secretary and Treasurer. These officers together with elected district directors shall constitute the Region Board of Directors.

**Section 4.2** To be eligible for election to office, candidates must be regular members in good standing who have served as club president.

- a. To be eligible for the office of Governor-elect, the member shall have served on the Region Board within six years prior to the term for which they are being nominated.
- b. To be eligible for the office of district director, the member shall be a member of a club in that district.

**Section 4.3** Elected officers shall hold office for two (2) years beginning July 1 in even-numbered years, or until their successors are elected. They shall be eligible for no more than two consecutive terms in the same office. A Board member may be eligible to hold the same office after a break in service of at least one biennium from that office. The Governor-elect upon completing her two-year term will automatically assume the office of Governor.

#### **Section 4.4 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 term to which elected. A new Governor-elect shall be elected at the next Region Conference.
- b. Vacancies occurring in other offices shall be filled by appointment of the Region Board.

#### **Section 4.5 Duties.**

- a. The Governor shall perform all duties as implied by the office; be the chief executive officer and spokesperson for the Region; coordinate with each member on the Board to ensure their respective duties are fulfilled; preside at meetings of the Region; approve expenditures in accordance with the budget; execute all contracts binding the Region; fill vacancies on the Region Board and committees; serve on the Budget Committee; serve as ex-officio member of all committees, except the Nominating Committee; appoint the Region Parliamentarian and the Nominating Committee chairperson; and be the Region voting delegate for all Federation Conventions and the Program Voting Delegate to the Board meeting held immediately prior to the Soroptimist International Conventions.
- b. The Governor-elect shall prepare for assuming the office of Governor by becoming familiar with all aspects of the Soroptimist organization; attend all meetings of the Region board; work closely with, and under the direction of, the Governor, assisting to the fullest extent possible; and, in the absence of the Governor, she/he shall preside at meetings. In addition, she/he is empowered to serve as the SIA Program Chair and serve as a member of the Budget Committee. Commencing on or after January 1 in the second year of her/ his term as Governor-elect, she/he is empowered to appoint committees to serve during her/his biennium as Governor.

- c. The Secretary shall attend meetings of the Region Board; record and issue the minutes of Board meetings and conference; be custodian of the official records; document and submit all approved resolutions and bylaw amendments to SIA requiring convention action; and issue the call to all meetings.
- d. The Treasurer shall attend meetings of the Region Board; deposit and disburse all funds belonging to the Region; send Region dues and fees statements to all clubs; provide financial reports at Board meetings and Region Conferences; and serve as a member of the Budget Committee.
- e. The District Directors shall plan and preside at District Meetings and Presidents' Roundtables; attend all meetings of the Region Board; and keep in close communication with all clubs in the district and liaison with the Region Board.
- f. Each Board member shall perform such other duties as may be assigned by the Governor, Region Board or Region Conference body

## **ARTICLE V**

### **Nominations**

#### **Section 5.1 Nominations.**

- a. At the annual Region Conference in odd-numbered years, conference delegates shall elect a Nominating Committee consisting of one member from each district to serve for two consecutive years. The Governor shall appoint the chair.
- b. No member shall be eligible to serve for more than two (2) consecutive terms.
- c. The Nominating Committee shall develop a slate of officers for consideration according to the procedures established by the Region Board.
- d. A vacancy on the Nominating Committee shall be filled by the Region Board from the district where the vacancy occurred.

#### **Section 5.2 Elections.**

- a. Voting shall be by ballot unless there is only one candidate for office; in such event voting shall be by voice vote. The Region Governor shall appoint tellers to oversee the election and count the ballots. Election of district officers shall be by delegates from that district only.
- b. 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.
- c. The new officers will assume office on July 1 of even-numbered years.
- d. If due to an emergency requiring the cancellation of in-person meetings, the board of directors determines that the region cannot undertake regular methods of voting, including but not limited to the election of region leaders and voting to amend region governing documents, the region may

use mail ballots or electronic balloting methods of voting for so long as the board determines that the emergency situation persists. Results of mail ballots or electronic balloting shall be communicated to all members in the region by the region officer or committee chair responsible for the vote upon the conclusion of the vote. The results should be noted in the minutes of the meeting where the voting took place and/or reported publicly to all members of the region.

## **ARTICLE VI**

### **Meetings**

**Section 6.1** The Region shall hold an annual conference the first weekend in May that does not include Mother's Day for the purpose of conducting the business of the Region, promoting Soroptimist projects and programs and in order to provide opportunities for leadership and personal development of members.

a. Final venue will be approved by the Region Board.

b. Every sixth year, conference shall be held at a site located within the boundaries of District V.

**Section 6.2** The Region shall hold district meetings annually in September or October for the purpose of providing Soroptimist education.

**Section 6.3** The Region shall provide leadership training for club officers and members annually at a time and location selected by the Governor and approved by the Region Board.

**Section 6.4** Delegates representing a majority of the clubs in the Region shall constitute a quorum of the conference.

**Section 6.5** Each club shall be entitled to three (3) voting delegates at any Region meeting. Members of the Region Board are entitled to one (1) vote at the Region Conference.

**Section 6.6** If due to an emergency requiring the cancellation of in-person meetings, the board of directors determines that the region cannot hold regular meetings, including but not limited to the annual conference, district meetings, and leadership training, the region may hold such meetings electronically (preferably by audiovisual means) provided the means of communication allows all persons participating in the meeting the ability to hear and speak to each other.

## **ARTICLE VII**

### **Board of Directors**

**Section 7.1** The Board of Directors shall consist of the officers and district directors.

**Section 7.2** The Board of Directors has administrative authority over the affairs, funds, and property of the Region, except that they may not modify any action taken by the delegates at a Region Conference.

**Section 7.3** The Board of Directors shall meet immediately before and after the conference to complete business and to consider any questions or recommendations referred to it by the conference.

**Section 7.4** 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 or telephone) shall be given. The business transacted at any special meeting shall be limited to the purpose stated in the call.

**Section 7.6** Region 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.

**Section 7.7** The Region Board members shall be indemnified for any costs, expenses or liabilities incurred as a result of the good faith performance of their duties as provided in these bylaws. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Region in advance of the final disposition of such action, suit or proceeding if authorized by the Region Board in a specific case and only upon receipt of an undertaking or on behalf of the representative to repay such amount, if it shall ultimately be determined that the representative is not entitled to indemnification by the Region under the provisions of this section and applicable law. Each such indemnity may continue to a person who has ceased to be a representative of the Region and may inure to benefit of the heirs, executors and administrators of such person. Each person who shall act as an authorized representative of the Region shall be deemed to be doing so in reliance upon the rights of indemnification provided by this section and applicable law.

**Section 7.8** The Board may remove any Officer, Director or Elected Committee Member for cause by two-thirds (2/3) vote of all Founder Region Board Officers and Directors 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, Director or Elected Committee Member 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, Director or Elected Committee Member in question shall be given the opportunity to address the Board. The issue of removal shall be decided by the Board members, exclusive of the Officer, Director or Elected Committee Member in question, 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, Director or Elected Committee Member in question to fulfill the obligations and duties of that person’s office (see Article IV, Section 4.5 and Article VIII, Section 8.1a of these Bylaws) in a competent, timely or professional manner.

**Section 7.9** In the event of an emergency requiring the cancellation of in-person board meetings, the board of directors may undertake any regular business of the region at meetings held electronically (preferably by audiovisual means) provided the means of communication allows all persons participating in the meeting the ability to hear and speak to each other.

In a non-emergency situation, any individual board member may seek approval from the Region Governor to attend a region business meeting electronically (preferably by audiovisual means) upon presentation of an acceptable reason for inability or great hardship to attend in person.

## **ARTICLE VIII**

### **Committees**

#### **Section 8.1 Standing Committees.**

- a. Nominating Committee.** A Nominating Committee is elected as set forth in Article V above.
- b. Laws and Resolutions Committee.** A committee consisting of at least three (3) persons from at least three (3) different districts shall be appointed by the Region Governor to serve on this committee for the biennium. The committee shall review all proposed resolutions and amendments to the Region bylaws and insure their inclusion in the Call to Conference each year. Proposals from clubs must be submitted to the committee chair by November 15 prior to the conference each year.
- c. Program Committee.** A committee of at least one (1) member from each district shall be appointed by the Region Governor to promote and administer Soroptimist programs in concert with the Region and Federation.
- d. Membership Committee.** A committee of at least one (1) member from each district shall be appointed by the Region Governor. The committee shall serve as a resource for clubs needing assistance with recruitment and retention; shall work under the direction of the Region Board in cooperation with Federation for extension, formation, orientation and nurturing of new clubs in the Region.
- e. Fundraising Committee.** A committee of at least one (1) member from each district shall be appointed by the Region Governor in order to promote fund-raising activities in the Region. The committee chair shall work closely with Federation to support the fundraising programs of the Federation in the Region.
- f. Public Awareness Committee.** A committee of at least three (3) members shall be appointed by the Region Governor to assist clubs to increase the visibility of the organization and to promote the awareness of Soroptimist within the Region. The chair shall work closely with Federation to



develop and implement the necessary resources and strategies to meet public awareness goals.

**g. Region Conference.** The Governor shall appoint a Conference Coordinator. Additional committee members may be added to the Conference Committee upon recommendation from the Coordinator and with the approval of the Governor.

**h. Financial Review Committee.** A committee appointed by the Governor and consisting of three Founder Region Soroptimist members who have at least two years of experience as an accountant or bookkeeper and have served at least two years as a club or region treasurer. The committee shall be responsible for conducting the financial review of the Treasurer's Books at the end of the biennium.

**i. Budget Committee.** A Committee consisting of the Governor, Governor-Elect and Region Treasurer will prepare a proposed budget for the succeeding biennium for proposal to the Region Board. During the biennium, the committee shall periodically review and present suggested changes to the Region Board.

**Section 8.2 Special Committees:** Special committees may be appointed by the Governor, with the approval of the Board, to undertake special tasks or projects.

**Section 8.3 Meetings:** Any Standing Committee or Special Committee appointed by the Region Governor may meet electronically, by telephone conference call, audiovisual means, or other means of communication by which all persons participating in the meeting are able to hear and speak to each other.

## **ARTICLE IX**

### **Finance**

**Section 9.1.** The fiscal year shall be July 1 through June 30.

**Section 9.2 Dues and Fees.**

- a. Annual Region dues shall be collected and remitted by each club to the Region Treasurer by July 1 each year. A late fee of \$50 will be assessed if dues are not received by July 31<sup>st</sup>.
- b. The annual dues shall be \$35.00 for regular members. Dues shall be prorated at \$17.50 for those members joining January 1 through June 30.
- c. Each member, including Life members, shall pay \$7.00 annually to the Founder Region Fellowship Treasurer by July 1 each year.
- d. Each member, including Life members, shall pay \$2.00 annually to the Founder Region Membership Fund.
- e. A Region fee of \$90.00 shall be charged each club annually. This fee will be applied to the registration of the club delegates to the district meeting.
- f. Each club shall send \$10.00 for each newly chartered Soroptimist club within the region to the Region Treasurer for recording and forwarding to the new club. All clubs, who have not paid the \$10.00 within sixty (60) days of the notice of the charter of the new club shall be assessed a \$5.00 late fee to be paid to Founder Region.
- g. Each club shall pay Founder Region a fee of \$10.00 annually to support “S” Club, Sigma Society or Dream It, Be It: Career Support for Girls programs within the Region.

**Section 9.3 Administrative Account.** An administrative reserve shall be maintained in a separate dedicated account. The administrative reserve will be built to a level sufficient to sustain operation expenses and obligations for a period of seven (7) months. Use of any portion of the administrative reserve requires approval by the Region Board and must be reported at the annual Founder Region Conference.

**Section 9.4 Financial Review.** A financial review of the Treasurer’s books shall be performed by the Financial Review Committee by October 31 following the close of the biennium with copies to the Region board.

**Section 9.5 Bonding.** The Treasurer, and at the discretion of the Region Board, any other member responsible for funds, shall be bonded in such an amount as the Region Board shall determine.

## **ARTICLE X**

### **Founder Region Fellowship, Inc.**

**Section 10.1** Founder Region Fellowship, Inc. is a non-profit corporation for the purpose of maintaining an endowment fund to provide scholarships to women in the final phase of their doctoral programs. All clubs of the Region shall be voting members of the corporation with three (3) votes per club. The voting body shall consist of three (3) delegates from each club. A Board of Directors shall consist of an elected president, treasurer, and directors from each district.

**Section 10.2** Founder Region Fellowship shall be responsible for collection of Fellowship dues, assessments and donations.

## **ARTICLE XI**

### **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, Region standing rules and policies, or Soroptimist International of the Americas (SIA) Bylaws and Procedures

## **ARTICLE XII**

### **Amendments**

**Section 12.1** These bylaws may be amended by a two-thirds vote of delegates present and voting at any annual meeting of the Region. Notice of proposed amendments must be included in the call to the meeting.

**Section 12.2** A club, a Region committee, the Region Board or any of its members or Founder Region Fellowship Board may propose amendments to these bylaws. Proposed amendments shall be submitted to the chair of the Laws and Resolutions committee, the Region Governor and the Region Secretary by November 15 prior to the conference.

## **ARTICLE XIII**

### **Dissolution**

Upon the dissolution or winding up of the organization, all assets remaining after payment or provision for payment of all debts and liabilities of this organization, shall be distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for social welfare purposes to benefit women and girls and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.