

## **Founder Region Proposed Bylaw Amendments 2008**

**Amend:** Amend the bylaws as follows in this document. The proposed amendments are in red. The explanation for the amendment is in the text box below the proposed change. The wording in black is the current wording in the region bylaws.

**Proposed by:** Founder Region Laws & Resolutions Committee unless specifically noted.

**Advantage:** To simplify and add clarity to the bylaws.

**Disadvantage:** Items currently in the bylaws that are moved to procedures can be changed by the Region Board.

**Rationale:**

- To simplify and add clarity to the bylaws
- To have the bylaws conform to the strategic plan and the renaissance campaign
- To bring the bylaws into compliance with the bylaws of Soroptimist International of the Americas and Soroptimist International

**Fiscal Impact:** None unless specifically noted.



# **Founder Region**

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

# **Bylaws**

**May 2008**



**ADD A COVER PAGE.**

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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 \_\_\_\_\_ at  
the Founder Region Conference and supersede all prior and existing Bylaws  
of Founder Region.**

**ADD THIS PAGE TO CONFORM WITH SOROPTIIST INTERNATIONAL OF  
THE AMERICAS BYLAWS.**

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

**BYLAWS**

**Article I**

**Name, Objects, and Territorial Limits**

**Section 1.** The name of this region shall be Founder Region, Soroptimist International of the Americas, Inc.

**Section 2. Objects.** The objects of Founder Region shall be:

- a. to promote the objects and fulfill the purposes of Soroptimist as defined in the Constitution of Soroptimist International;
- b. to develop interest in community, national and international affairs; and
- c. to assist in developing the highest concept of patriotism and love of country and,
- d. to assist in improving the lives of women and girls in local communities and throughout the world.

**INSERT THE ABOVE AND RENUMBER THE FOLLOWING AS INDICATED BELOW.**

**Section 3.** The territorial limits of this region shall include the counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Napa, Solano, Sonoma, that portion of Trinity County west of the north-south line from Salmon Mountain to Lake Mountain, the state of Hawaii, the United States Territories of Guam and the Northern Marianas.

**Section 4.** District shall be groups of clubs within the boundaries of the region.

- a. District I: Alameda County and portions of Contra Costa County.
  - District II: Portions of Contra Costa County.
  - District III: Napa, Lake, and Solano counties.
  - District IV: Marin, Sonoma, and portions of Mendocino counties.
  - District V: Humboldt County, Del Norte County, portions of Mendocino County and that portion of Trinity County west of the north-south line from Salmon Mountain to Lake Mountain.
  - District VI: The state of Hawaii and the United States Territories of Guam and the Northern Marianas.
- b. District areas may be altered, additional districts may be created, or districts merged upon written request to the region board by any club or district affected by such proposed alteration, or the region board. The request shall include, but not be limited to, the following information for each district to be formed:
    - Name of clubs
    - Number of members

Geographic factors  
Economic considerations  
Territorial limits  
Distribution of district funds

There shall be at least 10 clubs or 200 members, but consideration shall be given to the request based on information supplied for district status. If the region board approves the proposed change it shall submit the proposed change in district area to the next region conference. Only delegates affected by the proposed change may vote upon this resolution.

## **Article II Members**

**Section 1.** Composition. Each club within the territorial limits of this region shall be a member of the region. Membership in a club shall be based on eligibility as provided in the Federation Bylaws and the Soroptimist International Constitution.

**Section 2.** Entitlements. Each club shall be entitled to ~~such~~ **the** number of delegates to the region conference and district meetings as provided in these bylaws.

## **Article III Officers**

**Section 1.** Elected officers. Elected officers of this region shall be a governor, a governor-elect, a secretary, and a treasurer. The elected officer of a district shall be a district director.

**Section 2.** Eligibility. Only a regular member in good standing may be elected to or retain office. A member shall be deemed in good standing if all requirements for membership as prescribed by Soroptimist laws have been met. All officers and directors shall have served a term as club president.

- a. To be eligible for the office of governor or governor-elect, the member shall have served on the region board within six years prior to the term for which being nominated.
- b. To be eligible for the office of district director, the member shall be a member of a club in that district.
- c. Only if no candidate meeting these eligibility requirements will accept nomination may another member be selected as a nominee for region or district office.

**Section 3.** Term of office. The region board shall take office July 1 following their election. They shall hold office for two years or until their successors take office. No member shall be eligible for more than two consecutive terms in the same office.

**Section 4.** Vacancies.

- a. In the event of a vacancy in the office of governor, the governor-elect shall hold office for the balance of the biennium and be entitled to continue as governor for the following biennium.
- b. In the event of a vacancy in the office of governor-elect, the board shall fill the vacancy. The member so appointed may not succeed automatically to the office of governor but shall be eligible for election as governor-elect or as governor, if a vacancy in that office still exists.
- c. In the event of a vacancy in the office of district director, the board shall fill the vacancy.
- d. Other vacancies shall be filled by the region board.

**Section 5.** Duties of officers. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, procedures and in the adopted parliamentary authority.

- a. The governor shall:
  - 1) **be the chief executive officer and spokesman for the region.**
  - 2) preside at all conferences and all meetings of the board.
  - 3) execute all contracts binding the region.
  - 4) supervise the work and activities of the region.
  - 5) appoint all committees except the nominating committee.
  - 6) appoint the region parliamentarian and the nominating committee chairman.
  - 7) receive copies of all releases sent to clubs and approve all printed forms used by board members and committee chairmen.
  - 8) review and approve all district and leadership meeting plans.
  - 9) be an ex-officio member of all committees, except the nominating committee.
  - 10) be the region delegate to the meeting of the International Board held at the time of the International Convention.
  - 11) perform such other duties as pertain to the office.
- b. The governor-elect shall:
  - 1) **perform the duties of governor in the absence of the governor.**
  - 2) coordinate the **Program** committees of the region
  - 3) ~~select three judges to determine the recipient of the Violet Richardson Ward Service to Youth award~~ appoint the president of the board of Founder Region Fellowship at the conference in the second year of the biennium.
  - 4) be ex-officio member of all committees except the nominating committee.

- 5) serve as the Soroptimist International of the Americas Program Council Member
  - 6) perform such other duties as assigned by the governor, region board, region conference, or the federation.
- c. The secretary shall:
- 1) **keep a record of the proceedings of the region and the region board.**
  - 2) send notices of meetings.
  - 3) be custodian of the official records.
  - 4) send to Federation Headquarters and Federation Laws and Resolutions Committee all approved resolutions and proposed amendments **to Soroptimist International of the Americas bylaws** requiring convention action, accompanied by a financial impact statement by certified mail to be received by September 1 in the year preceding the convention.
  - 5) perform such other duties as assigned by the governor, region board, region conference, or the federation.
- d. The treasurer shall:
- 1) receive the fees and dues of the region and deposit them in financial institutions as authorized by the region board.
  - 2) pay authorized bills.
  - 3) submit financial reports and comparative budget reports monthly or as requested by the governor.
  - 4) receive all fellowship dues and disburse them to Founder Region Fellowship Treasurer.
  - 5) mail region dues and fees statement to all clubs by June 1 of each year.
  - 6) serve as an ex-officio member of the ~~region~~ Finance Committee.
  - 7) perform such other duties as assigned by the governor, region board, region conference, or the federation.
- e. The district director shall:
- 1) **be the spokesman for the district.**
  - 2) plan and preside at meetings of the district.
  - 3) visit each club within the district at least twice during the biennium.
  - 4) provide a report at each region board meeting on the status of the clubs in the district.
  - 5) serve as liaison between the governor and the clubs.
  - 6) perform such other duties as assigned by the governor, region board, region conference, or the federation.

**CHANGE TO READ AS ABOVE AND RENUMBER AS INDICATED.**

#### Article IV

## Nominations and Elections

### Section 1. Nominating Committee

- a. Composition. The nominating committee shall be composed of the chairman, appointed by the governor, and one regular member from each district to be elected at ~~each district meeting~~ **the region conference** in the ~~first~~ **second** year of the biennium.

**AMEND: AMEND AS ABOVE**

**PROPOSED BY: FOUNDER REGION BOARD**

**ADVANTAGES: SAVES TIME AT DISTRICT MEETINGS AND SAVES COSTS**

**DISADVANTAGES: UNKNOWN**

**RATIONALE: TOO TIME CONSUMING AT DISTRICT MEETING; ADDITIONAL COSTS OF PRINTING BALLOTS**

**FISCAL IMPACT: COST OF PRINTING BALLOTS IN SECOND YEAR OF THE BIENNIUM.**

- b. Term of office. Members of the nominating committee shall serve for two years ~~commencing on December 1 after their election~~ or until their successors are appointed or elected. No member shall be eligible to serve for more than two consecutive terms.
- c. Vacancies. A vacancy on the nominating committee shall be filled by the region board from the district where the vacancy occurred.
- d. ~~Procedures for Nominating Committee~~
- ~~1) On or before April 1 of the year preceding the district meeting, the chairman of the nominating committee shall invite clubs to suggest names of regular members for consideration by the nominating committee. Clubs shall reply by June 1.~~
  - ~~2) A transmittal letter explaining the eligibility requirements for the offices to be filled shall be sent to the candidate(s) by July 1. The committee shall determine if the candidate will allow their name to stand, confirm their classification, and obtain a resume of qualifications and Soroptimist experience. The committee may contact other Soroptimist as to their willingness to serve, and obtain the above information from them.~~
  - ~~3) Members replying in the affirmative must submit a resume of qualifications as requested by the committee, by mail for which there is proof of delivery to be received by August 1, and their signature shall attest to understanding the duties of the office.~~
  - ~~4) The committee shall review the candidates that were submitted, selecting one or more qualified nominees for each office. By August 15, the chairman shall~~

submit to the region secretary the official list of nominations, complete with resumes, to be included in the call to district meeting.

- ~~5) Nominations may be made from the floor not later than one hour before the time set for opening the polls, provided the consent of the nominee has been obtained, the qualifications set forth in these bylaws are met, and a resume is provided to the voting body before the polling begins. Resume forms shall be obtained from the nominating committee.~~

~~e) Procedures for Region Officers~~

- ~~1) On or before October 1 of the year preceding the conference, the chairman of the nominating committee shall invite clubs to suggest names of regular members for consideration by the nominating committee. Clubs shall reply by December 1.~~
- ~~2) A transmittal letter explaining the eligibility requirements for the offices to be filled shall be sent to the candidate(s) by December 15. The committee shall determine if the candidate(s) will allow their name to stand, confirm their classification, and obtain a resume of qualifications and Soroptimist experience. The committee may contact other Soroptimist as to their willingness to serve, and obtain the above information from them.~~
- ~~3) Members replying in the affirmative must submit a resume of qualifications as requested by the committee, by mail for which there is proof of delivery to be received by January 15, and their signature shall attest to understanding the duties of the office.~~
- ~~4) The committee shall review the candidates that were submitted, selecting one or more qualified nominees for each office. By February 5, the chairman shall submit to the region secretary the official list of nominations, complete with resumes, to be included in the call to conference.~~
- ~~5) Nominations may be made from the floor not later than one hour before the time set for opening the polls, provided the consent of the nominee has been obtained, the qualifications set forth in these bylaws are met, and a resume is provided to the voting body before the polling begins. Resume forms shall be obtained from the nominating committee.~~

**AMEND TO READ AS ABOVE AND MOVE THE REST TO PROCEDURES.**

**Section 2. Elections.**

- a. Officers and nominating committee members shall be elected by printed ballot. A majority shall elect. If no one receives a majority of the votes cast for any office, the elections committee shall arrange for further balloting. Where there are more than two (2) nominees for an office, balloting shall continue on all nominees for two (2) ballots. If no nominee receives a majority of the votes, balloting shall continue automatically eliminating the nominee receiving the lowest number of votes.
- b. In the event there is only one candidate for any office, election shall be by voice vote.
- c. Only delegates and region and district officers from clubs within each district may vote for the district director and/or nominating committee member of their respective districts.

- d. The official program shall indicate the day and hour of nominations and the time for opening and closing the polls. An election committee appointed by the governor shall conduct the elections.
- e. The election committee shall verify voting results and the chairman shall present the committee's signed report to the voting body. At the conclusion of the conference/~~district meeting~~ the ballots shall be destroyed.

**Article V**  
**Conferences and Meetings**

**Section 1.** Founder Region shall hold one region conference annually the first weekend in May **that does not include Mother's Day.**

**PROPOSED BY: FOUNDER REGION BOARD**

**ADVANTAGES: CONFERENCE WILL NOT BE HELD ON A WEEKEND IN WHICH MOTHER'S DAY OCCURS.**

**DISADVANTAGES: NONE**

**RATIONALE: TO AVOID CONFUSION AS TO WHEN THE FOUNDER REGION CONFERENCE IS TO BE HELD**

**FISCAL IMPACT: NONE**

- a. Location.
  - 1) ~~Any club or group of clubs may tender invitations to hostess a conference at a location selected by the governor from a list of sites identified by the region board as suitable for accommodation of a conference.~~ **The conference location shall be selected by the governor from a list of sites identified by the region board three (3) years prior to the conference, if feasible. Any club or group of clubs may tender invitations to hostess a conference.**
  - 2) ~~The region secretary shall invite clubs to submit invitations to the region board by February 1 of each year preceding the conference. The hostess club shall~~
  - 3) ~~be determined by vote of the delegates at the region conference 3 years in advance beginning 2002.~~

**AMEND AS ABOVE AND MOVE THE REST TO PROCEDURES THEN REMEMBER AS INDICATED BELOW**

- 2) Every sixth year conference shall be held at a site located within the boundaries of District VI (~~State of Hawaii, Territory of Guam or the Northern Mariana Islands~~), **if feasible.**
- b. Call to conference. A call to conference shall be issued at least 45 days before the conference. The call shall include:
  - 1) a tentative agenda.
  - 2) all proposed amendments and resolutions.

- ~~3) a deceased member form for the memorial service.~~
- 3) a findings committee letter.
- 4) ~~in the second year of the biennium, the report of the nominating committee and resumes of the candidates for region and district offices, and Founder Region Fellowship directors.~~
- 5) such additional ~~region and/or federation~~ information deemed necessary.

**DELETE ABOVE AND MOVE TO PROCEDURES THEN RENUMBER AS INDICATED.**

- c. Voting body. The voting body of the conference shall be the region board members and **three (3)** accredited delegates of each club in good standing. A club shall be deemed in good standing if all requirements of these bylaws and those established by the region conference, region board, and federation bylaws and procedures have been met at the time its delegates register. A delegate shall represent only the club in which the delegate's membership is held. The delegates of each club to the region conference shall be members in good standing **as defined in Soroptimist International of the Americas bylaws Article 5; Section 5.02; sub-section b & c** regardless of the membership type.

**AMEND AS ABOVE TO CLARIFY.**

- ~~d. Credentials Committee. The credentials committee 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 the number of voting members, both for Founder Region and Founder Region Fellowship.~~

**DELETE AND MOVE TO PROCEDURES. THIS IS A SUBCOMMITTEE OF THE CONFERENCE COMMITTEE. RELETTER AS INDICATED BELOW.**

- d. Quorum. Delegates representing a majority of the clubs in the region shall constitute a quorum of the conference.
- e. Mail ballot. If an emergency requires a vote between conferences, the region board and the delegates of each club shall vote by mail. ~~The ballots, prepared and mailed by the region secretary upon request of the governor, shall include advantages, disadvantages, and an estimated financial impact of the proposal. Response to any ballot shall be made within a time limit set by the governor. The region secretary shall report the results promptly to the governor with a written report to the region board as to the results and notification to the clubs.~~

**DELETE ABOVE AND MOVE TO PROCEDURES.**

**Section 2.** Club officers and members training retreat. ~~The Governor shall set the dates for the club officers and members training retreat(s).~~

- a. ~~The region board, by the second board meeting of each year, shall approve the date for the club officers and members training retreat(s).~~ **A training retreat for club officers and members shall be held annually at a time and location selected by the governor and approved by the region board.**

**AMEND TO READ AS INDICATED ABOVE TO CLARIFY.**

- Section 3. District meetings.** ~~Each district shall hold an annual meeting in September or October at a place approved by the district director.~~ **Each district shall hold an annual meeting in September or October at a place approved by the District Director. The Governor shall set the dates of the district meetings. The region officers may attend all district meetings as feasible.**
- a. ~~the region governor shall set the dates for all district meetings.~~  
**a. Voting members. The voting members of a district meeting shall be delegates of each club within the district, the district director and region officers from clubs within the district.**
- b. ~~the district director shall appoint a credentials chairman prior to the district meeting. The chairman shall verify the credentials of the voting members and report the number of voting members to the director as requested.~~
- b. ~~The district director shall appoint a secretary pro-tem to record the minutes of the meeting.~~  
**b. Quorum. Delegates representing a majority of the clubs in the district shall constitute a quorum.**
- d. ~~The voting members of a district meeting shall be the delegates of each club within the district, the district director and region officers from clubs within the district.~~
- e. ~~The region board shall assign at least one officer to each district meeting with others to attend as feasible within the limits of time and financial commitments of the officer and budget.~~

**AMEND AND CHANGE TO READ AS INDICATED ABOVE TO CLARIFY.**

- Section 4. Presidents' Round Tables.** Each district shall hold Presidents' Round Tables as scheduled by the district director. ~~Attendees may be limited to current presidents and/or president elects and vice presidents as directed by the district director. Site to be determined by the district director.~~

**DELETE WHERE INDICATED ABOVE AND MOVE TO PROCEDURES.**

## Article VI Board of Directors

- Section 1. Composition.** The board of directors shall be composed of the officers and district  
Founder Region Bylaws Proposed amendments for May 2008

directors of the region. ~~The parliamentarian may attend board meetings in an advisory capacity.~~

**DELETE WHERE INDICATED ABOVE AND MOVE TO PROCEDURES.**

**Section 2.** Duties. The board of directors shall:

- a. have control and authority over the affairs of the region except that of modifying any action taken by the region conference or the federation.
- b. have responsibility for the implementation of federation programs within its territorial limits.
- c. select an alternate delegate from its membership before the International Board meeting.
- d. perform such other duties as these bylaws, the region conference, or the federation may prescribe.

**Section 3.** Meetings. Meetings of the region board shall be held immediately before and after the conference in the city where the conference is held, and at such times during the conference as the governor or the board deems necessary to complete business and to consider any questions or recommendations referred to it by the conference. The governor or a majority of the board shall call meetings of the board when deemed necessary and possible within the budget.

**Section 4.** Quorum. A majority of the board shall constitute a quorum.

**Section 5.** Expenses. The region shall pay for the meals and lodging during the conference for region board members and the parliamentarian. A per diem for meals and lodging may be adopted for each board meeting and shall be charged to the region board meeting budget.

**Section 6.** Mail ballot. The region board may vote by mail except when a meeting will be held within 15 days. The subject matter of the mail ballot may be initiated by any member of the board, by region committees, by a club or district, or by the federation. **A mail ballot shall be ordered by the governor and prepared and mailed by the region secretary. The time limit for responding shall be set by the governor.**

~~The ballots, prepared and mailed by the region secretary upon the request of the governor, shall contain background information concerning the subject matter. The question shall be clearly stated and capable of an affirmative or negative response. If the action proposed requires use of region funds the ballot shall state from which account it is proposed to draw. Response to any ballot shall be made to the region secretary within a time limit set by the governor. The region secretary shall report the results promptly to the governor and provide a written report to the board members on the results of the vote.~~

**AMEND WHERE INDICATED ABOVE THEN DELETE THE REST AND MOVE TO PROCEDURES.**

## Article VII

### Limitation of Personal Liability of Region Board of Directors; Indemnification of Region Board Members and Other Authorized Representatives

#### Section 1. Limitation of Liability of Board Member.

A region board member 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 their duties.

#### Section 2. Indemnification.

The region board members, agents, and servants of the region 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.

**AMEND: INSERT THE ABOVE ARTICLE AND RENUMBER THE FOLLOWING ARTICLES**

**PROPOSED BY: LAWS & RESOLUTIONS COMMITTEE**

**ADVANTAGES: PROTECTS THE REGION BOARD AND THE REGION**

**DISADVANTAGES: NONE**

**RATIONALE: THIS ARTICLE SHOULD BE INCLUDED TO PROTECT THE REGION. (THE WORDING IS FROM A SOROPTIMST MEMBER WHO IS ALSO A FORMER NEVADA SUPREME COURT JUSTICE.)**

**FISCAL IMPACT: UNKNOWN**

## Article VIII Committees

**Section 1. Service Committees shall include but not be limited to Finance, Fundraising, Laws and Resolutions, Membership, Program, and Public Awareness. The**

**governor shall have the option of combining committees and appointing sub committees as needed.**

- ~~a. Federation Programs of Service and identifying projects.~~
- ~~b. Soroptimist sponsored organizations~~
- ~~c. Sub-committees may be appointed by the governor.~~

**Section 2.** ~~Technical Committees.~~ Technical committees shall include, but not limited to: Finance and Laws and Resolutions.

**Section 3.** ~~Committees are appointed entities and therefore, the elected officers of Founder Region board maintains a fiduciary responsibility to the membership for all committee expenditure of funds.~~ **The Founder Region Board maintains a fiduciary responsibility to the membership for all committee expenditures.**

**Section 4.** Duties. The committees shall carry out their responsibilities as defined in these bylaws, region procedures, region committee manual, federation bylaws, or federation procedures. Committees will submit proposals to the region board for their consideration. Committees shall work in cooperation with federation, region, and clubs to implement the objects of the federation and region, by promoting the activities, programs and projects adopted by the federation and region.

**Section 5.** Term of appointment. **All** committee chairmen shall serve for no more than two consecutive bienniums or until their successors are appointed.

**Section 6.** Vacancies. The governor shall fill any vacancy in the position of chairman or member of a committee, **except the nominating committee members.**

**Section 7.** Resignations. If a region committee chairman or a member of a region committee must take a leave of absence for more than ninety (90) days from their club, they shall resign from said committee. The member must notify the governor within ten (10) days after the club's approval of said leave.

**Section 8.** Ex-officio members.

- a. The governor and governor-elect shall be ex-officio members of all committees, **except the nominating committee.**
- b. The treasurer shall be an ex-officio member of the finance committee.

**DELETE AND INSERT WHERE INDICATED ABOVE TO CLARIFY.**

## Article IX Fiscal Matters

**Section 1.** The fiscal year of the region shall be July 1 through June 30.

**Section 2. Dues and Fees.**

- a. The **annual** dues of this region shall be \$20.00 for regular members, retired/unemployed, and embarking members. Dues shall be prorated at \$10.00 for those members joining January 1 through June 30.
- b. Each member, regardless of type of membership, shall pay \$2.00 annually to Founder Region Fellowship.
- c. Each member, regardless of type of membership, shall pay \$2.00 annually to the Founder Region ~~Recruitment/Retention/Extension/Soroptimist Orientation and Leadership Fund.~~ **Membership Fund.**
- d. ~~Region fees shall be \$60.00 annually per club. This fee shall provide for the registration of the three club delegates at the district meetings and 2 copies of the region roster.~~ **A region fee of \$60 shall be charged each club per year. This fee will be applied to the registration of the club delegates to the district meetings.**

**AMEND: TO READ AS ABOVE.**

**PROPOSED BY: FOUNDER REGION BOARD**

**ADVANTAGES: THE REGION WILL SAVE MONEY**

**DISADVANTAGES: NONE**

**RATIONALE: COPIES OF THE ROSTER ARE NOW E-MAILED TO ALL CLUBS**

**FISCAL IMPACT: SAVE COST OF PRINTING AND MAILING THE REGION ROSTER.**

- e. ~~Two (2) copies of the region bylaws and procedures will be given to each club. A copy of the region bylaws and procedures will be given to each committee chairman, past governors, region board members and the parliamentarian.~~

**DELETE AND MOVE TO PROCEDURES. RELETTER BELOW AS INDICATED BELOW**

- e. A region conference fee shall be established by the region board based on the conference budget, ~~but shall not exceed \$60 per Soroptimist registrant.~~ The amount shall be published in the call to conference and is payable at the time of registration.

**AMEND TO READ AS ABOVE.**

**PROPOSED BY: FOUNDER REGION BOARD**

**ADVANTAGES: REGION CONFERENCE FEE WILL COVER ACTUAL COSTS**

**DISADVANTAGES: COSTS MAY BE HIGHER**

- f. Each club shall send \$10.00 for each newly chartered Soroptimist club 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 charter of the new club shall be assessed a \$5.00 late fee to be paid to Founder Region ~~for use in the administrative fund.~~
- g. All clubs in Founder Region who have not paid region dues and fees by August 1 for the ensuing club year shall be assessed ~~an additional \$25.00 a~~ late fee ~~to be paid with their dues.~~ **as determined by the region board.**

**AMEND TO READ AS ABOVE.**

**PROPOSED BY: FOUNDER REGION BOARD**

**ADVANTAGES: WILL GIVE THE REGION BOARD FLEXIBILITY**

**DISADVANTAGES: LATE FEE MAY BE HIGHER**

**RATIONALE: IF THE FEE IS MORE SUBSTANTIAL IT MAY ENCOURAGE CLUBS TO PAY THE REGION DUES IN A TIMELY FASHION.**

**FISCAL IMPACT: COSTS MAY BE HIGHER FOR CLUBS THAT ARE LATE PAYING REGION DUES**

- h. All financial obligations to the region shall be waived for clubs chartered from May 1 through June 30.

**Section 3. Region Delegate fees.**

**AMEND TO CLARIFY**

Within the budget limitations the region may pay all or a portion of the expenses with substantiating receipts of the region delegate attending the International Board Meeting and the International Convention.

**Section 4. Special Accounts.**

- a. An account in the name of Barbara Stevenson “S” Club Award to be used for “S” club awards presented annually.
- b. A restricted fund for the Memorial Grove, interest to accrue from which the principal and interest may be used for future potential capital outlay.
- c. An account in the name of Soroptimist Sponsored Organization Fund to be used in providing grants for the establishment of Soroptimist sponsored organization such as “S” clubs, Sigma Societies, and Venture Clubs; grants for special projects not to exceed \$500. Criteria for such grants are established by the region board. The account shall not be reduced to less than \$3,000.
- d. ~~The **Recruitment/Retention/Extension/Soroptimist Orientation and Leadership Training Membership Fund** shall be used for: Extension grants to sponsoring clubs in amounts(s) as established by the Founder Region Board; other extension funds as approved by the Founder Region Board; Founder Region gifts to clubs of club banner, pole set and traveling president’s pin for newly chartered clubs in the region; development and production costs for recruitment and retention/extension and Soroptimist Orientation and Leadership training. materials as approved by the Founder Region Governor; workshops and seminars as approved by the Founder Region Board.~~

**Section 5. Administrative Account.** The administrative reserve shall be maintained at a minimum of \$12,000.

**Section 6. Financial Review**

A financial review of the treasurer’s books shall be ~~done~~ **performed** by a certified public accountant by October 31 following the close of the biennium with copies to governor, immediate past governor, and finance committee chairman.

**AMEND TO CLARIFY.**

**Section 7. Bonding.** The treasurer, and at the discretion of the region board, any other member responsible for funds, shall be bonded in such amount as the region board shall determine.

**Section 8.** Budget. The region board shall adopt the biennial budget and review and adjust as necessary.

## **Article X**

### **Election of Federation Director from Electoral Area 10**

**Section 1.** ~~Electoral area.~~ Founder Region is assigned to Electoral Area 10 with Sierra Nevada Region and Sierra Pacific Regions. **Soroptimist International of the Americas is responsible for the nominations and election procedures.**

**Section 2.** ~~Election basis option.~~ Option selected for Electoral Area 10 is the At Large Basis. ~~Nominees may be proposed by any club in the Electoral Area and elected by clubs in good standing in the Electoral Area.~~

**Section 3.** ~~Nominating Committee.~~

- ~~a. Within the electoral area, a nominating committee of at least 3 regular members shall be selected from the electoral area by the region governors. At least one member shall come from each of the internal divisions.~~
- ~~b. The nominating committee shall select a chair from among its members. After appropriate requests for nominations from voting clubs, with prior notice and time deadlines, they shall screen nominees for eligibility for election to the federation board.~~
- ~~c. The nominating committee shall cause to be sent to each club in good standing a mail ballot and standardized curriculum vitae on each candidate. Each voting club may cast one vote for one candidate, and the ballot must be received by the nominating committee by the Federation deadline of the year the person is to become a board member. The candidate with the majority of votes shall be elected to the federation board from that electoral area.~~
- ~~d. Term of office. In odd numbered years, a director shall be elected from Electoral Area 10. The director shall be elected for a full 2 year term, unless the Federation board reduces the term to 1 year, as necessary, to more nearly equalize the number of directors to be elected if more than 60% or less than 40% of the total number of directors otherwise would be elected in any 1 year.~~
- ~~e. Vacancies. The vacancy of a director from Electoral Area 10 shall be filled by special election in accordance with procedures approved by the Federation board. The person elected shall serve for the balance of the unexpired term.~~

**AMEND BY DELETING WHERE INDICATED ABOVE**

**PROPOSED BY: FOUNDER REGION BOARD**

**ADVANTAGES: COMPLY WITH SOROPTIMIST INTERNATIONAL OF THE AMERICAS**

**DISADVANTAGES: NONE**

**RATIONALE: TO COMPLY WITH SOROPTIMIST INTERNATIONAL OF THE AMERICAS**

**FISCAL IMPACT: NONE**

## **Article XI Founder Region Fellowship**

**Section 1.** A non-profit corporation for the purpose of maintaining an endowment fund shall be established in Founder Region and be named Founder Region Fellowship. All clubs of the region shall be voting members of the corporation with three votes per club. The voting body shall consist of three regular members from each club. A board of directors shall consist of a president appointed by the governor-elect in the second year of the biennium and directors from each district.

**Section 2.** ~~There shall be a \$2.00 individual member contribution collected annually by Founder Region.~~

**DELETE AS ALREADY UNDER FISCAL MATTERS AND DOES NOT NEED TO BE REPEATED.**

~~This and All other income designated for Founder Region Fellowship shall be transferred to Founder Region Fellowship and used for annual awards. There shall be \$200,000 in principal to ensure funding of awards. A program of recognition shall be established to encourage donations to increase the principal of the fund.~~

**DELETE AS THIS SHOULD BE IN FOUNDER REGION FELLOWSHIP BYLAWS.**

## **Article XII Discipline**

**The Founder Region Board shall have authority to remove from office any elected officer or board member of the region for failure to perform the duties of the office or for conduct which adversely reflects upon the Soroptimist organization. Before action is taken the Region Board shall notify the officer or**

**director to appear and answer. A two thirds (2/3) vote of the Region Board shall be required for removal.**

**AMEND TO INCLUDE THE ABOVE**

**PROPOSED BY: LAWS & RESOLUTIONS COMMITTEE**

**ADVANTAGES: GIVES THE FOUNDER REGION BOARD THE AUTHORITY TO PROTECT THE REGION**

**DISADVANTAGES: NONE**

**RATIONALE : FAILURE OF AN OFFICER OR DIRECTOR TO DO THEIR DUTIES OR IF AN OFFICER OR DIRECTOR COMMITS AN UNLAWFUL ACT , THIS GIVES THE FOUNDER REGION BOARD THE LEGAL AUTHORITY TO TAKE ACTION.**

**FISCAL IMPACT: NONE**

### **Article XIII 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 Founder Region Bylaws, Procedures, or higher Soroptimist law.

### **Article XIV Resolutions**

- Section 1.** Resolutions within the framework of Soroptimist objects and purpose may be submitted for conference action by a club, a region committee, the region board or any of its members, or the Founder Region Fellowship board or any of its members and shall state the name of the club(s), committee, corporate entity, or title of board members.
- Section 2.** Resolutions which are to be considered at the region conference shall be sent by ~~December 15~~ **November 1**, by mail for which there is evidence of delivery, as follows: 1 copy to the chairman of the Laws and Resolutions Committee, 1 copy to the region governor, and 1 copy to the region secretary.

**AMEND AS ABOVE**

**PROPOSED BY: LAWS AND RESOLUTIONS COMMITTEE**

**ADVANTAGES: WILL GIVE THE LAWS AND RESOLUTIONS COMMITTEE MORE TIME TO REVIEW AND COMPLETE THEIR DUTIES**

**DISADVANTAGES: CLUBS WILL NEED TO GET RESOLUTIONS AND/OR AMENDMENTS SUBMITTED EARLIER**

**RATIONALE: THE CURRENT DEADLINE DOES NOT GIVE THE LAWS AND RESOLUTIONS COMMITTEE TIME TO DRAFT THE PROPOSED AMENDMENTS IN THE APPROPRIATE FORMAT, DETERMINE WHETHER THE BOARD APPROVES, DISAGREES WITH, OR IS NEUTRAL ON THE PROPOSED AMENDMENT, DRAFT THE REPORT OF THE LAWS AND RESOLUTIONS COMMITTEE FOR THE CALL AS WELL AS DRAFTING THE RATIONALE AND LANGUAGE OF THE CALL. GIVEN THE VOLUNTEER NATURE OF THE ORGANIZATION, THIS IS NOT A REALISTIC SCHEDULE. THE DECEMBER 15<sup>TH</sup> TIMELINE NEEDS TO BE MAINTAINED FOR SOROPTIMIST INTERNATIONAL OR SOROPTIMIST INTERNATIONAL OF THE AMERICAS DIRECTIVES DUE TO THE TIMING OF THEIR BOARD MEETINGS, HOWEVER, AMENDMENTS REQUIRED AS A RESULT OF SOROPTIMIST INTERNATIONAL OR SOROPTIMIST INTERNATIONAL OF THE AMERICAS BOARD ACTION ARE USUALLY DRAFTED BY THOSE ORGANIZATIONS AND WE HAVE ADVANCE NOTICE OF THE PROPOSED CHANGES AND CAN PREPARE ACCORDINGLY.**

**FISCAL IMPACT: UNKNOWN**

- Section 3.** Upon recommendation of the region board, the Laws and Resolutions Committee shall present to the conference any resolution (other than those involving funds) not sent with the call, but only upon approval by three-fourths of that body to consider such resolution.
- Section 4.** 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.
- Section 5.** All resolutions properly filed shall be included in the Call to Conference.

**Article XV  
Amendments**

**Section 1.** These bylaws may be amended by a two-thirds vote at conference provided such amendment has been submitted by a club, a region committee, the region board or any of its members, or Founder Region Fellowship board or any of its members and shall state the name of the club(s), committee, corporate entity, or title of board member.

~~**Section 2.** Proposed amendments shall include advantages, disadvantages, and an estimate of the financial impact of the proposal.~~

**DELETE AND MOVE TO PROCEDURES. RENUMBER SECTIONS AS INDICATED BELOW.**

**Section 2.** Proposed amendments shall be sent by ~~December 15~~ **November 1**, by mail for which there is evidence of delivery as follows: one copy to the chairman of the Laws and Resolutions Committee, one copy to the region governor, and one copy to the region secretary.

**AMEND TO COMFORM TO ARTICLE XIV, RESOLUTIONS.**

**Section 3.** All proposed amendments properly filed, together with the report of the Laws and Resolutions Committee shall be included in the call to conference.

**Section 4.** Any amendment, the subject of which has been considered and lost at two conferences, shall not be considered during the succeeding biennium.

**Section 5.** Amendments shall become effective July 1 unless otherwise stated.

- ~~— Revised Conference 1998~~
- ~~— Amended Conference 1999~~
- ~~— Amended Conference 2000~~
- ~~— Amended Conference 2001~~
- ~~— Amended Conference 2002~~
- ~~— Amended Conference 2003~~
- ~~— Amended Conference 2004~~
- ~~— Amended Conference 2005~~
- ~~— Amended Conference 2006~~

**DELETE ABOVE AS IT IS UNNECESSARY. PUT ONLY THE LAST DATE ON THE BYLAWS AS IT SUPERSEDES ALL OTHER DATES.**

## **Article XVI Dedication and Dissolution**

**Section 1. The property of the organization is irrevocably dedicated to special welfare**

**purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or members thereof or to the benefit of any private persons.**

**Section 2.** 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 which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501 © (3) of the Internal Revenue Code.

**AMEND AS ABOVE BY INSERTING THIS ARTICLE AND RENUMBERING FOLLOWING ARTICLES**

**PROPOSED BY: LAWS AND RESOLUTIONS COMMITTEE**

**ADVANTAGES: CREATES INSTRUCTIONS IN CASE OF DISSOLUTION FOR THE REGION BOARD TO FOLLOW**

**DISADVANTAGES: LIMITS WHERE THE MONEY GOES**

**RATIONALE: DISSOLUTION ARTICLES ARE ENCOURAGED IN BYLAWS TO PROTECT THE FUNDS OF MEMBERS AND THEIR INTENT**

**FISCAL IMPACT: UNKNOWN**

## **Article XVII Emergency Procedures**

**Section 1.** In the event of an emergency or disaster, the region board may, by a two-thirds vote, waive, postpone or reduce the region or district obligations of the club or clubs affected.

**Section 2.** If emergency prevents the holding of a conference, the region board and the nominating committee shall determine the procedure for election of officers by mail, conforming as nearly as possible to requirements of these bylaws.

## **Article XVIII Corporate Seal and Emblem**

**Section 1. Corporate Seal.** The corporate seal of the region shall be a disc consisting of two concentric circles, the center of which bears the year of incorporation, the inner circle bearing the words Corporate Seal-California, and the outer circle bearing the words Founder Region, Soroptimist International of the Americas, Inc.

**Section 2. Emblem.** The emblem of Soroptimist shall not be reproduced on any article or

**in any form for commercial resale purposes. The Soroptimist emblem shall be the only Soroptimist symbol. The Board of Directors of the region shall have the duty to protect the official emblem.**

**AMEND AS ABOVE**

**PROPOSED BY: LAWS AND RESOLUTIONS COMMITTEE**

**ADVANTAGES: WILL ALLOW AWARDS TO BE MORE FORMAL**

**DISADVANTAGES: MINIMAL COST OF PURCHASING THE SEAL**

**RATIONALE: THE LAWS AND RESOLUTIONS COMMITTEE AGREES THAT IT WOULD BE A GOOD IDEA TO HAVE A CORPORATE SEAL THAT CAN BE USED ON REGION CERTIFICATES OR AWARDS UPON PRESENTATION BY THE REGION. ALSO, AS MEMBERS OFTEN DO NOT READ THE BYLAWS OF THE FEDERATION OR THE CONSTITUTION OF OUR INTERNATIONAL ORGANIZATION, WE FEEL IT'S IMPORTANT TO ADDRESS THE EMBLEM IN OUR BYLAWS.**

**FISCAL IMPACT: UNKNOWN**