



Founder Region

Soroptimist International of the Americas, Inc.

Bylaws

May 3, 2008



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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 3, 2008
at the Founder Region Conference and supersede all prior and
existing Bylaws of Founder Region.**

- 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
- Revised Conference 2008

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

BYLAWS

Article I

Name, Objects, and Territorial Limits

Section 1 Name 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 and Soroptimist International of the Americas Bylaws;
- 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, to assist in improving the lives of women and girls in local communities and throughout the world.

Section 3 Territorial Limits The territorial limits of this region shall include the counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Napa, Solano, Sonoma, the state of Hawaii, the United States Territories of Guam and the Northern Marianas.

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

a. District Boundaries

- 1) District I: Alameda County and portions of Contra Costa County.
- 2) District II: Portions of Contra Costa County.
- 3) District III: Napa, Lake, and Solano Counties.
- 4) District IV: Marin, Sonoma, and portions of Mendocino Counties.
- 5) District V: Humboldt County, Del Norte County, and portions of Mendocino County.
- 6) District VI: The state of Hawaii and the United States Territories of Guam and the Northern Marianas.

- b. District Alterations/Additions: 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:

Names 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 Soroptimist International of the Americas Bylaws and the Soroptimist International Constitution.

Section 2 Entitlements Each club shall be entitled to 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 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.
- 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 spokesperson 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 chairperson.
- 7) Receive copies of all releases sent to clubs and approve all printed forms used by board members and committee chairpersons.
- 8) Review and approve all district and leadership meeting plans.
- 9) Be 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) 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 ex-officio member of the 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 spokesperson 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.

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 the region conference in the second year of the biennium.
- b. Term of office Members of the nominating committee shall serve for two years or until their successors are appointed or elected. No member shall be eligible to serve for more than two (2) consecutive terms.
- c. Vacancies A vacancy on the nominating committee shall be filled by the region board from the district where the vacancy occurred.

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 chairperson shall present the committee's signed report to the voting body. At the conclusion of the conference 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.

- a. Location
 - 1) 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. Any club or group of clubs may tender invitations to hostess a conference.
 - 2) Every sixth year conference shall be held at a site located within the boundaries of District VI.

- 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 findings committee letter.
 - 4) The report of the nominating committee.
 - 5) Such additional information deemed necessary.

- 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.

- 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.

Section 2 Club officers and members training retreat 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.

Section 3 District meetings 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.

- a. Voting members The voting members of a district meeting shall be three (3) accredited delegates of each club within the district, the district director, and region officers from clubs within the district.
- b. Quorum Delegates representing a majority of the clubs in the district shall constitute a quorum.

Section 4 Presidents' Round Tables Each district shall hold Presidents' Round Tables as scheduled by the district director.

Article VI
Board of Directors

Section 1 Composition The board of directors shall be composed of the officers and district directors of the region.

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 for 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.

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.

Article VIII Committees

- Section 1** 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, all of which shall be advisory to the board.
- Section 2** 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 3** Term of appointment All committee chairpersons shall serve for no more than two (2) consecutive bienniums or until their successors are appointed.
- Section 4** Vacancies The governor shall fill any vacancy in the position of chairperson or member of a committee, except the nominating committee members.
- Section 5** Resignations If a region committee chairperson 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 6** 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 ex-officio member of the finance committee.

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 Membership Fund.
- d. A region fee of \$60 shall be charged each club annually. This fee will be applied to the registration of the club delegates to the district meetings.
- e. A region conference fee shall be established by the region board based on the conference budget. The amount shall be published in the call to conference and is payable at the time of registration.
- 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.
- 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 a late fee as determined by the region board.
- h. All financial obligations to the region shall be waived for clubs chartered from May 1 through June 30.

Section 3 Region Delegate fees 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. Membership Fund shall be used for: extension grants to sponsoring clubs in amounts as established by the Founder Region Board; other extension funds as approved by the Founder Region Board; Founder Region gifts to clubs of a 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 training.

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 performed by a certified public accountant by October 31 following the close of the biennium with copies to the governor, immediate past governor, and finance committee chairman.

Section 7 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.

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

Founder Region is assigned to Electoral Area 10 with Sierra Nevada and Sierra Pacific Regions. Soroptimist International of the Americas is responsible for the nominations and elections procedures.

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 (3) votes per club. The voting body shall consist of three (3) 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 elected from each district.

Section 2 All income designated for Founder Region Fellowship shall be transferred to Founder Region Fellowship, Inc.

Article XII
Discipline

The Founder Region Board shall have authority to remove from office any elected officer or director of the region for willful misconduct or recklessness in the performance of their duties. 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.

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 November 1, by mail for which there is evidence of delivery, as follows: one (1) copy to the chairman of the Laws and Resolutions Committee, one (1) copy to the region governor, and one (1) copy to the region secretary.
- 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 (3/4) 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 (2/3) 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 be sent by November 1, by mail for which there is evidence of delivery as follows: one (1) copy to the chairperson of the Laws and Resolutions Committee, one (1) copy to the region governor, and one (1) copy to the region secretary.
- 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 (2) conferences, shall not be considered during the succeeding biennium.
- Section 5** Amendments shall become effective July 1 unless otherwise stated.

**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 to benefit women and girls and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Article XVII
Emergency Procedures

- Section 1** In the event of an emergency or disaster, the region board may, by two-thirds (2/3) vote, waive, postpone or reduce the region or district obligations of the club or clubs affected.
- Section 2** If an 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

The corporate seal of the region shall be a disc consisting of two (2) 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.