

SOROPTIMIST INTERNATIONAL
OF
BENICIA

BYLAWS

**Article I
Name and Territorial Limits**

Section 1.1 The name of this club shall be Soroptimist International of Benicia.

Section 1.2 The territorial limits of this club shall be those of Founder Region.

**Article II
Purpose**

Section 2.1 The objectives of this club shall be:

- a. Promote the advancement of women through volunteer service to the community
- b. Serve as a global voice on issues of importance to women; and
- c. Engage in any other lawful activities that further the exempt purpose of the club.

Section 2.2 The mission of Soroptimist is to improve the lives of women and girls through programs leading to social and economic empowerment.

**Article III
Members**

Section 3.1 Admission to membership.

- a. Any member may propose an individual for membership by submitting the name to the Member Services Committee who shall verify eligibility and shall determine and assign a classification.
- b. Membership shall be based on eligibility as provided in Soroptimist International of the Americas Bylaws and the Soroptimist International Constitution.
- c. The new member shall be enrolled upon receipt of acceptance of the invitation to membership, payment of all required fees and dues, and transmittal of Federation new member fees and form 5008 to Federation headquarters.

- d. All members:
 - 1. Shall be responsible for all dues, fees, and assessments.

- Section 3.2 Privileges of Membership:
- a. New members shall be inducted upon receipt of all dues and fees required for International, Federation, Region, and Club.
 - b. All members whose participation meets the requirements set forth in these bylaws may speak, make motions, and vote.
 - c. All members in good standing may be elected to or retain office. Any member in good standing may serve as a delegate to federation convention, region conference, or district meeting.

Article IV Officers

- Section 4.1 Elected officers: Elected officers of this club shall be a president, president-elect, vice president, secretary, treasurer, assistant treasurer and two directors. The two immediate past presidents shall fill the position of directors.
- Section 4.2 Eligibility: Only regular members in good standing may be elected to or retain office, serve as a delegate or alternate to a convention, conference, or district meeting. A member shall be deemed in good standing if all requirements for membership prescribed by Soroptimist laws have been met.
- Section 4.3 Term of Office: All officers and directors shall assume their duties on the first day of July. The term of officers shall be one year. The term of directors shall be two years.
- Section 4.4 Vacancies:
- a. In the event of a vacancy in the office of the president, the president-elect shall become president.
 - b. In the event of a vacancy in another office, the board of directors shall act as a nominating committee, with election to occur at the following business meeting.
- Section 4.5 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 President shall:
 - 1) Conduct the business of the club and Board of Directors.
 - 2) Preside at meetings of the club and board.
 - 3) Appoint all committees except the nominating committee unless otherwise provided by these procedures or in the motion authorizing the committee.
 - 4) Appoint a parliamentarian.

- 5) Be an ex-officio member of all committees except the nominating committee.
 - 6) Appoint the Chair of the nominating committee.
 - 7) Serve as first delegate.
 - 8) Perform such duties as pertain to the office.
- b. The President-elect shall:
- 1) Stand in the president's place when the president is unavailable.
 - 2) Prepare for assuming the presidency.
 - 3) Chair the major fundraising events
 - 4) Chair the Ways and Means committee.
 - 5) Serve as second delegate
 - 6) Perform such other duties as pertain to the office.
- c. The Vice President shall:
- 1) Chair the Program committee.
 - 2) Stand in the president's place when the president or president-elect is unavailable.
 - 3) Shall serve as third delegate.
 - 4) Perform such other duties as pertain to the office.
- d. The Secretary shall:
- 1) Keep minutes of the meetings of the club and board.
 - 2) Be custodian of the permanent records of the club.
 - 3) Submit to the club the minutes of the club business meeting, and recommendations and actions of the board.
 - 4) Provide copies (or e-mail) of the minutes to membership for approval.
 - 5) Send out notices and carry on such correspondence as does not properly belong to other officers or committees.
 - 6) Perform such other duties as pertain to the office.
- e. The Treasurer shall:
- 1) Receive all funds of the club and deposit them in a financial institution as authorized by the board.
 - 2) Make remittances as required by Federation and Region bylaws.
 - 3) Pay all club expenses authorized in the budget or by club action.
 - 4) Serve as ex-officio member of the finance committee.
 - 5) Prepare monthly financial statements and comparative budget reports as requested by the board and make copies available to the members on a monthly basis.
 - 6) Prepare the Soroptimist International identification cards for the president's signature.
 - 7) Maintain a roll of membership; prepare forms 5008 and 5010 and forward necessary copies and funds to the Region and Federation.
 - 8) Perform such other duties as pertain to the office.

- f. The Assistant Treasurer shall:
 - 1) Assist the treasurer as needed.
 - 2) Handle all accounting and prepare financial reports for all fundraisers.
 - 3) Perform such other duties as pertain to the office.
- g. The Directors shall:
 - 1) Serve as liaison between the board and the club members.
 - 2) Perform such duties as assigned by the president.

Section 4.6 Removal of office.

- a. During the term of office, should an officer need to take a leave of absence, they shall be expected to resign from office.
- b. If an officer has more than three unexcused absences from consecutive board and/or business meetings, they shall resign their office.

**Article V
Delegates**

Section 5.1 Elected Delegates

- a. Three (3) Delegates and one alternate may be elected by the club.
- b. Only regular members in good standing may be elected to or retain the position of Delegate. A member shall be deemed to be in good standing if all requirements for membership as prescribed by Soroptimist laws have been met.
- c. In the event of a vacancy in the position of the delegate, the alternate shall hold the position for the balance of the Club year.

Section 5.2 Duties of Delegates

- a. Delegates shall perform the duties provided in this section and such other duties as are prescribed for the position in these bylaws, procedures and in the adopted parliamentary authority.
- b. Delegates shall attend Caucuses, District meetings and Founder Region Conference.
- c. One delegate, preferably the President, shall be the Club delegate at the meeting of the Federation Convention held at the time of the Federation Convention, provided there are funds available.

**Article VI
Nominations and Elections**

Section 6.1 Nominating committee.

- a. Composition: In February of each year a nominating committee of three regular members shall be chosen as follows:
 - 1) The president shall appoint the Chair.
 - 2) The board shall elect a second person.
 - 3) The club shall elect the third member.
 - 4) Only one member of the committee may be a member of the Board of Directors.

- b. Procedure:
 - 1) The committee shall invite each club member to suggest names for consideration.
 - 2) The committee shall nominate one or more candidates for each office to be elected.
 - 3) The consent of the nominee must be obtained before the name is placed in nomination.
 - 4) The report of the nominating committee shall be read at the March business meeting.

- c. Elections:
 - 1) The election shall be held at the April business meeting. The nominating committee report is read again and additional nominations may be made from the floor, provided consent of the nominee has been obtained.
 - 2) Election shall be by ballot for any office for which there is more than one nominee.

Article VII Meetings

- Section 7.1 Regular meetings: This club shall have regular weekly meetings, with the day of the weekly meetings specified in the Standing Rules.
- Section 7.2 Special meetings: Special meetings shall require forty-eight hours' notice, personal, written, e-mail or telephone, to each member.
- Section 7.3 Quorum: 30% of the voting members of the club shall constitute a quorum at any regular or special meeting of the club.
- Section 7.4 Place of Meeting: The location of all regular meetings of this club shall be determined by club vote, based on the recommendation of the House Committee.

**Article VIII
Board of Directors**

- Section 8.1 Duties. The Board of Directors shall include all Officers and Directors listed in Article III, Section 5.
- a. Shall have administrative control over the affairs, funds and property of the club, except modifying any approved action by club membership.
 - b. Authorizes payments from club funds within the budget.
 - c. Act upon invitations to membership, resignations, terminations and disciplinary matters.
 - d. Receive reports of committees as may be necessary between business meetings of the club.
 - e. Submit policy recommendations to the club.
 - f. Perform other duties as the club, region or federation may require.
- Section 8.2 Meetings: Unless otherwise ordered by the club or the board, regular meetings of the board shall be held at least once each month prior to the club's regular business meetings and shall be set by the President.
- Section 8.3 At least 24 hours' notice, written, e-mail, personal or by telephone shall be given each board member for special board meetings called by the president or any 3 board members. The business transacted at any special meeting shall be limited to that mentioned in the call with notice of the meeting given with the time and in the method provided.
- Section 8.4 Quorum: A majority of the board shall constitute a quorum, being necessary for the conduct of business.
- Section 8.5 Liability: 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 their duties.

**Article IX
Committees**

- Section 9.1 Programs of Service and SIA programs committees: These committees shall support the objectives of the Federation, including the Soroptimist Identifying projects – Economic and Social Development, Education, Environment, Health, Human Rights/Status of Women, and International Goodwill and Understanding. In addition, there may be committees to support other SIA programs, such as Live Your Dream Awards, Violet Richardson Awards, Domestic Violence Initiatives, Making a Difference for Women recognition programs, S Clubs, New Girl

program (Dream It, Be It) and scholarships. These committees plan, supervise and direct the club's service efforts. The President may also appoint sub-committees.

Section 9.2 Technical committees: Technical committees may include, but not be limited to: Ways & Means, Program, Member Services, Soroptimist Orientation, Leadership Training, Laws & Resolutions, Public Relations/Publicity, Newsletter, Finance & Budget, Financial Review, Attendance, Roster, and House.

Section 9.3 Duties: If the chair of any committee should need to take a leave, the President shall appoint another chair.

Proposed plans of any committee, standing or ad hoc, for special and/or fundraising events shall be brought to the Club membership for ratification.

Section 9.4 Technical Committee Descriptions:

- a. WAYS & MEANS COMMITTEE shall suggest methods of raising money and shall direct fundraising projects approved by the club. The Programs of Service committee should submit a list of its projects and an estimate of funds that will be needed. This and other information about income and expenses will provide the basis for preparing the club budget. The President-Elect is the chair of this committee.
- b. PROGRAM COMMITTEE shall arrange programs for the weekly meetings except for business meetings and any fifth Thursday of a month, which shall be the responsibility of the House Committee. The Vice-President is the chair of this committee.
- c. MEMBER SERVICES has the responsibility for recruitment and retention of members and development of new clubs (cooperating with the region and federation in establishing new clubs).
- d. SOROPTIMIST ORIENTATION COMMITTEE shall be responsible for educating the club members about the heritage, purpose, objects, policies and programs of the organization.
- e. LEADERSHIP DEVELOPMENT COMMITTEE shall be responsible for preparing club members for leadership with the club and in their own communities by providing coaching and mentoring.
- f. LAWS AND RESOLUTIONS shall be responsible for reviewing all proposed amendments to Club Bylaws and Standing Rules and for making recommendations to the club. The committee should review the Bylaws and club procedures annually and prepare any amendments considered necessary. It

should also prepare for presentation to the club any amendments as requested by the club's Board of Directors.

- g. PUBLIC RELATIONS/PUBLICITY COMMITTEE shall work toward favorable public relations, in accordance with the public relations program of the Federation. To avoid confusion, one person should be responsible for media relations.
- h. NEWSLETTER COMMITTEE shall promote and enhance the public image of Soroptimist as well as in the club by providing knowledge of activities through the use of a newsletter
- i. FINANCE & BUDGET COMMITTEE shall be responsible for evaluating monthly financial statements and quarterly budget comparisons, making recommendations for adjustment to the future budget. The Committee shall submit proposed operating and service budgets for the succeeding year at the business meeting in April or May. These budgets, subject to revisions, shall be presented at a designated meeting as established by club procedures. The Treasurer and Vice President shall be ex-officio members of the committee.
- j. ROSTER COMMITTEE shall coordinate the roster for the club. At the beginning of each year, information on each member should be gathered and prepared for the printing of the roster. The roster should be proof read prior to final printing. Six copies of the roster are to be submitted to the Region at District meeting
- k. HOUSE COMMITTEE shall be responsible for providing programs for any fifth Thursday of a month, research and bring to the club, as necessary, options for meeting places.

Article X Fiscal Matters

- Section 10.1 The fiscal year of the club shall be July 1 through June 30 of each year.
- Section 10.2 Dues and fees: annual dues shall become due on June 1 of each year. The annual dues will include amounts assessed as the total of both Federation and Founder Region dues. Federation dues shall include Founder Pennies, Club liability insurance, per capita payment and any other required annual payments.
- Section 10.3 Financial review: the treasurer's books shall be reviewed annually within 45 days of the close of the fiscal year by a committee of three club members appointed by the President, or by a certified public accountant.
- Section 10.4 Budget: a budget for the next fiscal year shall be prepared by the Finance Committee and submitted to the club for review at the June and September

business meetings and submitted to the club for approval at the October business meeting.

Section 10.5 Bonding: the president and the treasurer shall be bonded for \$10,000 at the expense of the club.

Article XI Dissolution

Upon dissolution or winding up of the organization, all assets remaining after payment, or provision for the payment of all debts and liabilities of this organization, shall be distributed to a nonprofit 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(c) (3) of the Internal Revenue Code.

Article XII 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 Soroptimist International of Benicia bylaws, procedures, SIA bylaws and procedures, or Soroptimist International constitution.

Article XIII Amendments

These provisions may be amended at any regular business meeting of the club by a two-thirds vote of the members present and provided notice of the amendment has been given in writing or e-mail to all members at the preceding business meeting.

Amendments approved by Club: October, 2014.