

SOROPTIMIST INTERNATIONAL OF DAVIS
SIERRA NEVADA REGION
DISTRICT V
SOROPTIMIST INTERNATIONAL OF THE AMERICAS
BYLAWS
OCTOBER 2008

ARTICLE I

NAME OF CLUB

Section 1. The name of this club shall be Soroptimist International of Davis.

ARTICLE I 1/2

MISSION

Section 1. The mission of this club shall be to improve the lives of women and girls, in local communities and throughout the world.

ARTICLE II

OBJECTIVES

Section 1. The objective of this club shall be to:

- a. Further the status of women and girls.
- b. Develop interest in community, national and international affairs.
- c. Assist in developing the highest concept of patriotism and love of country.
- d. Further enhance the image of our organization through action and education.
- e. Contribute leadership and service to our community.

ARTICLE III
TERRITORIAL LIMITS

Section 1. The territorial limits of this club shall be: that territory designated as Sierra Nevada Region, the counties of Alpine (except that portion lying west of the crest of the Sierra Nevada Mountains), Butte, Colusa, El Dorado, Glenn, Inyo, Lassen, Modoc, Mono, Nevada, Placer, Plumas, Sacramento, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity (except that portion west of a northsouth line from Salmon Mountain to Lake Mountain), Yolo and Yuba in California and all of Nevada, excluding that portion adjacent to Bullhead City, Arizona.

ARTICLE IV
MEMBERS AND PRIVILEGES

Section 1. Classes: There shall be four classes of membership: (International) Regular; Retired/unemployed; Embarking. (Soroptimist of Americas) Life. Regular members shall be classified as to the principal activity of the business, volunteer activity or profession of the member.

Section 2. MEMBERSHIP DESIGNATION

- a. Regular
Working in a profession, volunteer activity or business, or in an occupation of comparable status of those working in a profession occupation or business;

- b. Retired/unemployed
Recently retired, temporarily or permanently out of work from a profession, volunteer activity, business or occupation of comparable status or responsibilities as those working;
- c. Embarking
Embarking on a career in a profession, business or occupation, or, volunteer activity, of comparable status or responsibilities to those of a person working in a profession or business;
- d. Life
Life members designated prior to July 2001 may retain membership as previously designated. No future life members will be designated.

Section 3. PRIVILEGES OF MEMBERSHIP

- a. Any member except Life may make motions and vote.
- b. Only regular members in good club standing may hold office at the region or federation level, or serve as a delegate to conventions, conferences, or district meetings.
- c. Membership may be revoked by joint action of the board and club membership.
To sanction or terminate the membership of a club member the following actions must take place:
 - 1. The board shall be notified in writing of a member's desire to sanction or terminate the membership of another member.
 - 2. The board will notify in writing the member of the action requested by the other member and invite that member to a board meeting to discuss the issue.
 - 3. If the issues can not be resolved by the board, the issue will be taken to the membership.
 - 4. Two-thirds of 75 percent of all club members must vote in the affirmative to sanction or remove a member from the club.

Section 4. ADMISSION TO MEMBERSHIP

- a. Any member may propose an individual eligible for membership in this club. Such proposal shall be submitted on a form approved by the club, to the growth and development committee coordinator.
- b. The growth and development committee coordinator shall present the application to the president. The president shall arrange for a written invitation to membership to be sent to the applicant within thirty (30) days.
- c. The new member shall be enrolled upon receipt of acceptance of the invitation to membership, payment of all fees and dues and transmittal of new member fees and dues with Form 5008 to federation headquarters, copies to region treasurer and district director.

Section 5. ATTENDANCE

- a. Attendance at all meetings is encouraged but is not a requirement.

ARTICLE V

OFFICERS

Section 1. ELECTED CLUB OFFICERS

- a. Elected officers shall be a president, president-elect, vice president, secretary, treasurer, assistant treasurer, and up to five (5) directors. One director shall be the immediate past president. If the immediate past president is unable to accept the position, the position shall be filled as other officer positions are filled.
- b. With approval of club membership any position with the exception of director can be shared.

Section 2. ELIGIBILITY

- a. To be eligible for the office of club president the member shall have served on the board of directors, unless no candidate meeting this requirement accepts nomination.

Section 3. TERM OF OFFICE

- a. Elected officers shall hold office for one year beginning July 1 or until a successor is elected. All officers, except directors, shall be eligible for no more than two consecutive years in the same office.
- b. Directors will be eligible for no more than five consecutive terms.

Section 4. RESIGNATION

- a. The written resignation of an officer or delegate shall be sent to the president, who shall present it to the board of directors for action.

Section 5. VACANCY IN OFFICE

- a. A vacancy in the office of president shall be filled by the president-elect who shall be entitled to continue as president for the following term. In the event that the president-elect cannot serve, the vice president shall become president.
- b. All other mid-year vacancies shall be filled by the president's appointment.

Section 6. DUTIES OF OFFICERS

- a. The officers shall perform the duties provided in these bylaws or standing rules and such other duties as are prescribed for the office in the adopted parliamentary authority.
- b. The president shall:
 - 1) be the chief officer;
 - 2) direct the conduct of the business of the club;
 - 3) preside at the meetings of the club and the board;
 - 4) appoint all committees unless otherwise provided for in the bylaws, club standing rules or in motions authorizing the committee;
 - 5) be ex-officio member of all committees, except the nominating committee.
 - 6) call an annual retreat by June 30 of each year.
- c. The president-elect shall:
 - 1) be coordinator of committees;
 - 2) perform the duties of the president in the absence of the president;
 - 3) perform such duties as arise from membership on the board or as assigned by the president or the board.
 - 4) fill the position of president if the president is not able to complete a term of office. The president-elect will still be eligible to serve a full term of office the following year.
- d. The vice-president shall:
 - 1) preside in the absence of the president and president-elect;
 - 2) coordinate the meeting programs;
 - 3) coordinate the Programs of Service committees;
 - 4) coordinate the service awards committee;
 - 5) perform such duties as arise from membership on the board or as assigned by the president or the board.
- e. The secretary shall:
 - 1) keep the minutes of the meetings of the club and the board;
 - 2) maintain a roll of membership;
 - 3) be custodian of the permanent records of the club;
 - 4) submit to the club the minutes of the club business meetings and the recommendations of the board;
 - 5) perform such duties as arise from membership on the board or as assigned by the president or the board.
- f. The treasurer shall:
 - 1) receive all funds of the club and deposit them in the financial institutions as authorized by the board;
 - 2) co-sign all checks;
 - 3) make remittances as required by federation, region and club bylaws and club standing rules;

- 4) pay authorized bills;
- 5) submit a written financial report at each club business meeting board meetings, or when directed by the president or board;
- 6) serve as ex-officio member of the finance committee;
- 7) prepare and submit all tax returns to appropriate authorities, providing a copy for the finance committee;
- 8) prepare and submit to federation region and district director, forms 5008 for each new member;
- 9) prepare and submit to federation, region and district director form 5010 for any changes in member status;
- 10) perform such duties as arise from membership on the board or as assigned by the president or board.

g. The assistant treasurer shall

- 1) gain knowledge to fulfill the position as treasurer in the succeeding year;
- 2) perform the duties of treasurer in the absence of the treasurer;
- 3) serve as ex-officio member of the finance committee;
- 4) perform such duties as arise from membership on the board or as assigned by the president or the board.

h. The directors shall:

- 1) perform such duties as arise from membership on the board or as assigned by the president or the board.

ARTICLE VI

NOMINATIONS AND ELECTIONS

NOMINATIONS AND ELECTION OF OFFICERS

Section 1. NOMINATING COMMITTEE

- a) Prior to February of each year, a nominating committee shall be formed. In addition to the President-elect only one member of the committee may be a member of the board of directors.

Section 2. ELECTION

- a. Election shall be by ballot at the April business meeting. If there is only one candidate for an office, election may be by voice vote.

ARTICLE VII MEETINGS

Section 1. REGULAR MEETINGS

- a. Unless otherwise designated by the club, regular meetings shall be held weekly. The location and time of the regular meeting shall be determined by the club membership.

Section 2. ANNUAL MEETINGS

- a. The regular business meeting in June shall be known as the annual meeting and shall be for the purpose of receiving reports of officers, board of directors, and committees, and for any other business that may arise.
- b. A planning retreat shall be held annually in preparation for the upcoming year.

Section 3. SPECIAL MEETINGS

- a. Special meetings of the club may be called by the president and shall be called upon the written request of at least three members of the club. At least 48 hours notice, personal, written, e-mailed or telephoned, shall be given each member. The business to be transacted at any special meeting shall be limited to that noticed in the call.

Section 4. QUORUM

- a. One third of the voting members in good standing shall constitute a quorum at any regular or special meeting of the club.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. COMPOSITION

- a. The elected officers of the club shall constitute the board of directors, the officers of the club shall be the officers of the board.
- b. The parliamentarian shall attend the board meeting in an advisory capacity. The parliamentarian shall not be counted in determining a quorum or be entitled to make motions or vote, unless already a member of the board. Delegates are not members of the board of directors, unless already a member of the board.

Section 2. DUTIES: The board of directors shall:

- a. Have administrative control over the affairs, funds and property of the club, except that of modifying any action taken by the club.
- b. Act on invitations to membership; requests for change in membership status, resignations, and terminations.
- c. Receive such reports of committees as may be necessary between business meetings of the club.
- d. Submit Federation, Region, Club recommendations to the membership.
- e. Perform such other duties as the members, by laws or standing rules may require.
- f. Act on disciplinary matters.
- g. Failure to perform the duties of an officer, board member, or committee coordinator shall be considered cause for removal from the elective or appointed position. Before action is taken the board shall notify the officer or coordinator of the specific failure with which the member is charged and shall request the member's appearance before the board at a specified time. After appearance and reply, or in the event of failure to appear, the board may declare the position of said member to be vacant by a two-thirds vote by sealed ballot.

Section 3. REGULAR BOARD MEETINGS

- a. Prior to the business meeting the board shall hold a board meeting at a location determined by the president.
- b. Members may attend meetings in person or via electronic means including but not limited to conference calls and video conferencing

Section 4. SPECIAL BOARD MEETINGS

- a. Special meetings may be called by the president and shall be called upon the written request of at least three members of the board. At least 24 hours notice, written, e-mailed, or telephoned, shall be given to all board members. The business transacted at any special meeting shall be limited to that

noticed in the call.

- b. Such meetings can be conducted in person or via electronic means including but not limited to conference calls and video conferencing.
- c. The board may meet in executive (closed) session to discuss real estate matters, personnel issues, litigation, and actions against members.

Section 5. QUORUM

- a. A majority of the board of directors shall constitute a quorum for board meetings.

ARTICLE IX
COMMITTEES

Section 1. There shall be such committees as the federation by laws and procedures require and such others as the club may authorize. Subcommittees shall be appointed by the president.

Section 2. STANDING COMMITTEES

Service Grants Committee
Finance Committee
Service Project Committee
Awards and Scholarship Committee
Growth & Development/SOLT & Membership Committee
Laws and Resolutions

Section 3. COORDINATOR RESPONSIBILITIES

- a. The coordinator of each committee shall hold meetings of the committee, giving sufficient notice to committee members. The coordinator shall keep a record of all recommendations made by the committee and submit these recommendations to the board for information and the membership for action

Section 4. COORDINATOR REPORTS

- a. The committee coordinators shall submit to the president, written reports of their committee activities along with focus reports and financial records of committee expenditures. Coordinators shall retain copies to be included in the committee binders.

Section 5. FINANCES

- a. No committee may exceed the expenditures authorized by the annual budget unless by prior consent of the finance committee and the board. All monies collected by any committee shall be remitted to the treasurer or treasurer-elect.

SECTION 6.

- a. No committee may exceed the expenditures authorized by the annual budget unless by prior consent of the finance committee and the board. All monies collected by any committee shall be remitted to the treasurer or President in the absence of the Treasurer.

Section 7. COMMITTEE RESPONSIBILITIES

- a. Committees shall perform the duties set forth in these bylaws or standing rules and such other duties as directed by the president or the board or prescribed in the adopted parliamentary authority.

ARTICLE X
DUES AND FEES

Section 1. FISCAL YEAR

- a. The fiscal year shall be July 1 through June 30.

Section 2. ANNUAL DUES AND FEES

- a. Each member shall pay annual dues determined by membership vote.
- b. Dues are payable May 1 of each year and shall include all mandatory fees/dues for federation and region as well as voluntary contributions agreed by the membership.
- c. Additional assessments may be recommended by the board and voted on by the membership.

ARTICLE XI
BOND AND INSURANCE

Section 1. INSURANCE

- a. The club shall maintain liability insurance under the federation master policy for all activities.

Section 2. BOND

- a. The board shall determine the amount of bond to be paid for from the budgeted funds. Such bond is applicable to the President, President-Elect, Vice-Presidents, Secretary, Treasurer and Treasurer Elect.

ARTICLE XII
ENDORSEMENTS

- Section 1. The finance committee may recommend to the board and club, endorsement of any federation and/or region fund raising projects. Final action to be determined by the club membership.

ARTICLE XIII
DELEGATES

Section 1. ELECTION AND DUTIES OF DELEGATES AND ALTERNATE DELEGATES

a. Delegates shall:

- 1) present to club issues that will be voted upon at conference, convention, special meetings and present information on regional, national and international elections.
- 2) be nominated and selected by membership thirty days prior to meeting at which they will represent club.
- 3) attend all sessions of conferences, conventions or special meetings.

b. Alternate delegates shall:

- 1) be familiar with issues that will be voted upon at conference, convention or special meetings.
- 2) be nominated and selected by membership thirty days prior to meeting at which they will represent club.
- 4) be prepared to attend all sessions of conferences, conventions or special meetings.

Section 2. REGION CONFERENCE

- a. Representatives to region conferences and district meetings shall be the president and two elected club delegates.

Section 3. DELEGATE REIMBURSEMENT

- a. The club shall help defray the expenses of the club representatives in amounts specified in the budget. Additional funds may be approved by the membership.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

- Section 1. 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 by laws, club standing rules, Sierra Nevada Region by laws and standing rules handbook, SIA by laws and standing rules, or Soroptimist International Constitution.

ARTICLE XV
AMENDMENT OF BY LAWS

Section 1. SOROPTIMIST INTERNATIONAL OF DAVIS BY LAWS

For a proposed amendment to these by laws the change shall be submitted to the Laws and Resolutions Committee for review and wording, then presented at any regular business meeting of the club. The amendment shall carry by a two-thirds vote of the members present and voting. Notice of the proposed amendment shall be given at the preceding business meeting.

Section 2. FEDERATION AND REGION BY LAWS

If any amendment to the Soroptimist International Constitution, SIA By Laws and Procedures, or Sierra Nevada Region by laws and standing rules makes a corresponding amendment to these by laws necessary, these by laws shall be amended automatically without further action by the club.