

**SOROPTIMIST INTERNATIONAL OF SACRAMENTO, Inc. BYLAWS**  
SIERRA NEVADA REGION  
SOROPTIMIST INTERNATIONAL OF THE AMERICAS

**ARTICLE I**  
NAME AND TERRITORIAL LIMITS

Section 1. The name of this club shall be Soroptimist International of Sacramento, Inc.

Section 2. The territorial limits of this club shall be that territory designated as Sierra Nevada Region.

**ARTICLE II**  
OBJECTIVES

Section 1. The objectives of this club shall be:

- a) To pursue the vision that women and girls have the resources to reach their full potential and live their dreams;
- b) To provide women and girls with access to the training and education they need to achieve economic empowerment;
- c) To serve as a voice on issues of importance to women and girls; and
- d) To engage in any other lawful activities that further the exempt purpose of the club and work in coalition with Soroptimist International of the Americas and other Soroptimist federations.

Section 2. No part of the net earnings of any Club shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that each Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of any Club shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. No Club shall participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, no Club shall carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by an organization contribution to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

## **ARTICLE III MEMBERS**

### Section 1. Classes:

Eligibility and member classes shall be as defined by Soroptimist International of the Americas. Members shall be individuals who belong to clubs and membership is extended at the club level. Member classes and definitions are:

- a) Regular members: Individuals who support SIA's vision, mission, and core values.
- b) Life members: Those members who met the definitions of the "active life" or "retired life" types of membership as described in the 1999 SIA bylaws and who were designated Life Members by the Federation prior to July 1, 2001, shall if they choose, retain this type of membership for their lifetime, if membership is maintained in the Soroptimist organization.

### Section 2. Privileges of membership

- a) All members whose participation meets the requirements set forth in these bylaws, may speak, make motions and vote.
- b) Only 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 meetings.
- c) To be in good standing a member's dues and fees are paid and current.

### Section 3. Admission to Membership

- a) Any member may propose an individual considered eligible for membership in this Club, or individuals may apply directly for membership.
- b) A candidate's application shall be directed to the Membership Committee. Subsequently, it should be forwarded to the Board of Directors for approval and then presented to the general membership for ratification.
- c) Prospective members shall attend either two meetings or functions prior to induction, and the orientation session.
- d) Prospective new members may be considered by the membership committee for a dues scholarship according to the established procedures.
- e) The new member shall be inducted following acceptance of the invitation to membership and payment of all new member fees and dues.
- f) Transfer of membership from another Soroptimist Club will be acted upon by Board after receipt of recommendations from the Board of the member's club. The provisions of Admission to Membership shall apply to such membership.
- g) A person may be accorded Honorary Recognition status after approval by the Board and by two thirds (2/3) of the voting members present at a regular business meeting.

### Section 4. Termination of Membership

The following may be reasons for termination of membership:

- a) Resignation, or termination by The Board of Directors at their discretion with due cause.
- b) Failure to fulfill financial obligations.

## ARTICLE IV OFFICERS

### Section 1. Elected Officers.

- a) The Officers of the Club shall be a President, 1<sup>st</sup> Vice President (President-elect), 2<sup>nd</sup> Vice President, Secretary, Treasurer, Assistant Treasurer, Parliamentarian, and two Director members. The President shall appoint the Parliamentarian.
- b) Officers and Directors comprise the Board of Directors.
- c) It is permitted to have two members who serve as a co-officer position; however, they comprise one officer position for the purpose of voting and establishing a quorum.

### Section 2. Eligibility.

- a) To be eligible for the office of club President, the member shall have been a member for at least one year at the time of taking office.
- b) Officers shall be in good standing.

### Section 3. Term of Office.

- a) Elected officers shall hold office for one year beginning July 1 or until their successors are elected.
- b) Officers shall not be eligible to serve more than two (2) consecutive years in the same office, unless otherwise approved by the Board. Directors shall not be eligible to succeed themselves as directors.

### Section 4. Removal from office or Resignation.

- a) An elected member shall notify the Board if they can no longer fulfill their duties.
- b) Officers/Board members who miss more than three (3) meetings, will be subject to removal from office.

### Section 5. Vacancy in Office.

- a) In case of a vacancy in the office of President, the 1<sup>st</sup> Vice President shall become President.
- b) Other vacancies shall be filled in the following manner: The Board of Directors shall act as the Nominating Committee and shall report at the next business meeting or at any special meeting called for that purpose. Nominations may then be made from the floor and the Club shall elect.
- c) A Resignation of an Officer or Director shall be sent to the Presiding Officer who shall present it to the Board of Directors for action in accordance with the preceding sections.

### Section 6. Duties.

Officers shall perform the duties provided in these bylaws and such other duties as prescribed for the offices in the adopted parliamentary authority. Officer role descriptions in Soroptimist International of the Americas (SIA) resources, i.e., guidelines and responsibilities, also provide a framework for role duties.

- a) **The President** shall:
  - i. Be the Chief Officer,
  - ii. Direct the conduct of the business of the Club,

- iii. Preside at the meetings of the Club and the Board,
  - iv. Appoint all committees Chairs, and committee members, according to their wishes, unless otherwise provided for in these bylaws or in the motion authorizing the committee;
  - v. Be an ex-officio member of all committees except nominating;
  - vi. Be authorized to sign checks;
  - vii. Sign contracts on behalf of the Club;
  - viii. Direct proposals for expenditures of Club funds to the proper committee for recommendation to the Board of Directors prior to vote by the Club;
  - ix. Ensure submittal of reports to Region and/or Federation;
  - x. Represent the Club as delegate at the Regional Conference, District Meeting and Federation Convention; and,
  - xi. Appoint a Parliamentarian within 30 days following election to office.
- b) **The 1<sup>st</sup> Vice President** (President elect) shall:
- i. Gain knowledge to fulfill the position of President by participating in Board and Club meetings and functions;
  - ii. Perform the duties of the President in the absence of the President;
  - iii. Chair the Program Speakers Committee;
  - iv. Be authorized to sign checks which require two signatures;
  - v. Be responsible for and monitor Service committees;
  - vi. Be responsible for the housing of the Club's electronic devices used by members and speakers for visual presentations, and,
  - vii. Have such duties and powers as arise from membership on the Board of Directors or as assigned by the President or the Board.
- c) **The 2<sup>nd</sup> Vice President** shall:
- i. Preside at meetings in the absence of the President and the 1<sup>st</sup> Vice President;
  - ii. Be responsible for and monitor Technical committees;
  - iii. Be authorized to sign checks which require two signatures; and,
  - iv. Have such duties and powers as arise from membership on the Board of Directors or as assigned by the President or the Board.
- d) **The Secretary** shall:
- i. Take the minutes of the business and board meetings; submit minutes and board motions to the Club membership for action, as needed, and to Website Chair for recordkeeping; and, submit board motions and recommendations to the Newsletter Chair for publication.
  - ii. Be custodian of the permanent records of the Club; and,
  - iii. Review the correspondence and present salient ones to Club at business meetings; and carry on such correspondence as may be required.
  - iv. Acknowledge donations made to the club.
- e) **The Treasurer** shall:
- iii. Sign checks as needed;
  - iv. Make remittances as required by Federation Bylaws and standing procedures;
  - v. Pay authorized bills;

- vi. Prepare monthly financial statements to be presented to the Board and Club membership;
- vii. Serve as a member of the Finance Committee.
- viii. File the 501 (c) 3 information and forms and other required reports.
- e) **The Assistant Treasurer** shall:
  - i. Receive all funds of the Club and deposit them in the financial institution as authorized by the Board;
  - ii. Assist the Treasurer in whatever duties the Treasurer may assign;
  - iii. Train for the Treasurer's office;
  - iv. Sign checks as needed; and,
  - v. Serve as a member of the Finance Committee.
- f) **The Parliamentarian**, appointed by the President, shall:
  - i. Attend meetings of the Board of Directors and serve as a voting member;
  - ii. Interpret the bylaws and policies for the President upon her request; and,
  - iii. Be a member in good standing.
- h) **The Directors**:
  - i. Shall have knowledge of Soroptimist bylaws and procedures,
  - ii. Represent the Club members and vote for the Club at Region elections, if so requested by the President.

**ARTICLE V**  
NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a) By the February business meeting of each year, a Nominating Committee of three (3) regular members shall be chosen as follows: The President shall appoint the chair; the Board shall elect a second member, and the Club shall elect the third member. Only one member of the committee may be a member of the Board of Directors.
- b) Within ten days after election of the Nominating Committee, the chair shall invite each member to suggest names for consideration by the Committee.
- c) The Committee shall nominate one or more candidates for each office, and for the required number of directors.
- d) The consent of a nominee must be obtained before the name is placed in nominations.
- e) In March, the report of the Nominating Committee shall be read to the Club at the business meeting and printed in the newsletter.

Section 2. Election.

- a) In April, the election shall be held at the business meeting. The report of the Nominating Committee shall be read again at this meeting and additional nominations may be made from the floor.
- b) Election shall be by written ballot for any office for which there is more than one nominee.

**ARTICLE VI**  
BOARD OF DIRECTORS

Section 1. Duties.

a) **The Board of Directors** shall:

- i. Have administrative control over the affairs, funds, and property of the Club, except that of modifying any action taken by the Club;
- ii. Authorize payments from Club funds within the budget;
- iii. Act upon invitations to membership, resignations, terminations, and disciplinary matters;
- iv. Receive reports of committees as may be necessary between business meetings of the Club;
- v. Submit policy recommendations to the Club; and,
- vi. Perform such other duties as the President, Club, Region, Federation, or these Bylaws may require.

Unless otherwise ordered by the Club or the Board, regular meetings of the Board shall be held at least once each month, when in session, at a time and place determined by the President.

Section 2. Special Meetings.

Special meetings may be called by the president with at least 24-hour notice (personal, written, electronic or telephoned). The business transacted at any special meeting shall be limited to that noticed in the call.

Section 3. Quorum.

Fifty percent (50%) of the members of the Board will constitute a quorum.

**ARTICLE VII  
MEETINGS**

Section 1. Regular meetings.

Unless otherwise ordered by the Club, regular meetings of the Club shall be held on the first and third Friday of each month except July and August. The meeting on the first Friday of each month shall be a business meeting, unless otherwise ordered by the Club.

Section 2. Regular business meetings.

- a) Business of the Club shall be transacted at regular business meetings, except in case of emergencies. Request for presentation of any emergency business matter at a program meeting shall be made to the President prior to the meeting and at her discretion may be presented for consideration.
- b) Business and Board meetings may be held virtually when so directed by the Board of Directors.

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 (3) regular members of the Club.
- b) At least 48-hour notice, personal, electronic, written or telephone, shall be given each member for any special meeting.
- c) The business to be transacted at any special meeting shall be limited to that mentioned in the call.

Section 4. Annual meeting.

- a) The regular business meeting on the first Friday in June shall be known as the annual meeting and shall be for the purpose of receiving reports of officers, the Board of Directors, and committees, and for any other business that may arise.

Section 6. Place of meeting.

- a) The location of regular meetings of the Club shall be determined by the club membership, except when it delegates this responsibility to the Vice President.

Section 5. Quorum.

Thirty percent (30%) of the voting members of the Club shall constitute a quorum.

## **ARTICLE VIII COMMITTEES**

Section 1. Committees.

- a) There shall be such committees as the federation bylaws and procedures require and such others, standing or special, as the Club may authorize. Standing committees of this Club shall align with SIA's strategic priority areas and shall include: Program, Fundraising, Membership, Public Awareness, and Operations.
- b) Every member must serve on at least two standing committees, one designated as Service and one designated as Technical. Program and Fundraising are designated as Service committees. Membership, Public Awareness and Operations are designated as Technical committees.
- c) The President will serve as ex-officio on each of the five committees.
- d) Each committee chair or delegate reports to the Board/Club.
- e) ALL members support and assist with Club events, service activities, fundraising projects, etc.
- f) Committee chairs should hold a planning meeting with all committee members no later than August 15 to formulate goals and timelines for tasks and deliverables. Lead individuals for certain projects or subcommittees should be selected.
- g) Committee chairs shall submit a budget to the Finance Committee at the appropriate time. All monies collected by any committee shall be paid to the Assistant Treasurer for deposit.
- h) Club committee chairs shall be appointed by the President within thirty (30) days after election. Within sixty (60) days after their appointment, each chair shall call a meeting of the committee to prepare a plan for the year, to be submitted to the Club. They shall make such reports as are required.
- i) No committee, either Service or Technical, may exceed the expenditures authorized by the annual budget, unless prior consent of the Finance Committee and the Board.
- j) Incoming and outgoing committee chairs shall meet with the President, 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President during the Summer to discuss the purposes and procedures in chairing particular committees.

Section 2. Committee Descriptions:

- a) Program – a Service Committee

- i. Community Grants (Project Selection) - identify and research community needs, recommend plan of contribution of community service funds, if budgeted, and coordinate the presentation luncheon.
  - RAK – Random Acts of Kindness – periodical spontaneous activities chosen by the Committee and Club for various needs discovered in the community.
  - IGU – International Goodwill and Understanding - undertake service activities in other countries chosen by the Committee and the Club.
- ii. Live Your Dream Awards – Coordinate and manage the Live Your Dream Award Program: to assist financially a head of household woman/women re-entering the work force, or seeking additional education for same. Manage the award screening process and award luncheon presentation.
- iii. Scholarship Awards - Coordinate and manage the Scholarship funds, the award screening process and luncheon. Receive, advocate, and manage scholarship donations.
- iv. Blanche Edgar/Shirley Godfrey - Administer the fund. This Committee shall be comprised of at least the President, 1<sup>st</sup> Vice President, Treasurer, immediate Past President (if still a member) and three (3) club members with alternating three (3) year terms. To provide funds for various identified (hardscape) construction projects in the community (no Programs). Neither account should be depleted below \$90,000.
- v. Dream It, Be It – Design and administer the SIA Dream It, Be It, Program for High School girls.
- vi. Money Matters – Design and administer the Money Matters Program for presentation to High School girls and women at risk in the community.
- vii. Meeting Speakers – coordinate and manage schedule of special guests and speakers for the club.

b) Membership - a Technical Committee

- i. Recruitment & Retention - Solicit names of prospective members; determine their eligibility and propose to Board for action; orient prospective members; induct new members; promote attendance at meetings and functions.
- ii. Attendance –Coordinate member attendance at meetings.
- iii. Hospitality – Plan and execute holiday parties for the membership; plan and execute periodical social events for the membership; plan and execute the Summer Luncheon in cooperation with the President, Plan and execute “sunshine” activities for club members, and, provide “hostess” activities at club meetings.
- iv. SOLT– Soroptimist Orientation and Leadership Training – Educate current members of heritage, purpose, policies and programs of Soroptimist, and the traits of effective leaders.
- v. Roster – Maintain the roll of membership, the printed roster of members and coordinate with the website chair to maintain the on-line roster.



- c) Fundraising - a Service Committee - Evaluate and recommend to the Club, different ways to raise funds for the Club's projects. Coordinate and oversee all fundraising activities.
  - i. CEO Program (Corporate Engagement Opportunity) Program – Administer the SIA's CEO program with interested companies in the community. Contact community companies to solicit their participation. Coordinate with the Membership Committee.
  - ii. Other Fundraisers- Evaluate and administer any additional fund raisers that the Committee and the Club chose to undertake.
- d) Public Awareness - a Technical Committee
  - i. Publicity Outreach – contact and disseminate publicity releases to the media throughout the community.
  - ii. Website Administration – is responsible for the day-to-day maintenance of the content of the club website. Coordination and interaction with the website designer. This Committee shall consist of, at least, the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Chairs of the Membership, Roster, Newsletter and Public Awareness Committees, and two (2) Club members at large with alternating 2-year terms.
  - iii. Social Media- is responsible for postings on Facebook and other social media being utilized by the Club.
  - iv. Newsletter – is responsible to publish the Club Newsletter each month we meet, and once during the summer, and to submit to the SNR E-Blast in a timely manner.
- e) Operations – a Technical Committee
  - i. Finance – Solicit Budget requests from Committee chairs in March. Propose annual Service and Operation budgets to Board and Club for approval by April or May. Final Budget to be adopted by membership at June Business meeting. Review Club Financial statements quarterly and submit revisions to the Board as needed.
  - ii. Laws & Resolutions – Promote awareness of SIS Federation, Region and Club Bylaws and standing procedures. Research, propose and review changes and recommended changes to the Board for appropriate action.

**ARTICLE IX**  
DUES, FEES AND ASSESSMENTS

Section 1. Fiscal Year.

The fiscal year shall be July 1 through June 30.

Section 2. Annual Dues and Fees.

- a) The new member fee for each regular member shall be determined by Federation and Region payable to the Federation upon admission to membership. In addition, a new member shall pay regular Club dues except for a member inducted after March 1 of any fiscal year.

- b) By the May business meeting, the Treasurer (or designee) shall notify each member in writing the dues owed by that member for the coming fiscal year. Dues are payable annually by June 15, and delinquent on July 1 of each year.
- c) A former member of this Club in good standing when membership was terminated shall pay no new membership fee, provided member is reinstated within the same fiscal year. Former member shall, however, pay membership dues. A former member in good standing, if admitted to this Club after expiration of one year from date of termination of former membership, shall pay the new member fee, plus the regular dues.
- d) A former member of another Soroptimist Club in good standing when membership was terminated if admitted to membership in this Club within the same fiscal year after termination of ~~her~~ former membership, shall pay a fee for such transfer as required by Federation, in addition to regular dues set forth in section 1 of this article. No new member fee is to be assessed.
- e) Reinstatement of a former member whose membership was terminated for nonpayment of dues shall be made only upon payment of all obligations owing at the time of such termination, together with the annual dues of the current year, if these are not part of the indebtedness.
- f) Any fee increases or decreases imposed by Federation and/or Region shall be automatically reflected in the Club Members' dues if approved by the SIS Board.

Section 3. Assessments.

Assessments, other than those levied by the Federation may be levied by two thirds (2/3) vote of the membership at any regular or special meeting, provided notice of the nature of the assessment is given at least one week prior to voting.

**ARTICLE X**  
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these bylaws, Sierra Nevada bylaws and standing rules, SIA bylaws, procedures, and resolutions, or Soroptimist International constitution.

**ARTICLE XI**  
FISCAL OVERVIEW

The Treasurer's books shall be submitted for an overview after the close of each Club year and before the following September 1<sup>st</sup>, and at such other times as the Board of Directors may authorize. The overview may be made by a committee of Club members appointed by the President or by a certified public accountant.

**ARTICLE XII**  
AMENDMENTS

To amend these bylaws, there must be previous notice of a proposed amendment and a 2/3 vote of members in attendance to adopt the proposed amendment.

**ARTICLE XIII**  
**DISSOLUTION**

Upon the dissolution of the Club, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for the exempt purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Code, as the Club's governing body shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the Club's principal office is then located exclusively for the Club's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.