Section 1: Bylaws *Draft 3-19-2019 [Board approved]*

SOROPTIMIST INTERNATIONAL OF CHICO, INC.
SIERRA NEVADA REGION, DISTRICT I
SOROPTIMIST INTERNATIONAL OF THE AMERICAS

BYLAWS

ARTICLE I : Name and Location

Section 1. The name of this club shall be Soroptimist International of Chico, Inc.
Section 2. The club is located in District I of the Sierra Nevada Region.

ARTICLE II : Purpose and Mission

Section 1. To honor and recognize the value and contributions of women and offer opportunities to improve the lives of women and girls through awareness, advocacy and action.
Section 2. The mission is:

a. to advance the rights, status and well-being of women and girls
b. to support women and girls in our community, in our region, nationally and abroad,
c. to honor patriotism and love of country.
d. to serve as a voice on issues of importance to women and girls

Section 3. 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 contributions 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. Two classes of members are recognized by the SIA Federation Bylaws (2014), 1] Regular Members and 2] Life Members who achieved Life status on or before July 1, 2001, who remain Life Members as long as membership is current.
Section 2. Chico Life member is a locally authorized class

a. Available to those who have been members of SI Chico for 20 years
b. Classed as regular members by SIA.
c. Requests for Chico Life membership are made in writing and sent to the Board before the May Board meeting for approval.

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d. Shall pay annual dues in the amount that covers dues remitted to SIA Federation and Sierra Nevada Region, $15 to the convention fund and $20 to the General Fund.
e. They are full voting members of the club.
f. They may not hold an office.

Section 3. Privileges of Membership

a. Active Soroptimism encourages regular attendance at club and committee meetings.
b. Only an active member in good standing may be elected to or retain office, serve as a member of the Board, or as a Delegate or Alternate to any convention, conference or district meeting.

Section 4. Admission to Membership.

a. Any member may propose a person to be considered for membership. The SI Objectives Committee is responsible for recruitment, orientation and induction of new members.
b. Eligibility shall remain in effect until the end of the club year.
c. The Membership Sub-Committee will act as the screening committee to approve potential members.
d. All new members must successfully pass the clearance required by *SIA Procedures for Working with Youth* before induction into membership.

Section 5. Attendance requirements. To be in good standing, hold office and vote, a member must actively participate in Club activities and meetings. All active members are expected to participate in fund-raising activities.

Section 6. Leaves of Absence. Upon written request, a leave of absence may be granted by the Board for up to six [6] months and may be extended to a total of twelve [12] consecutive months. A member on a leave of absence must pay all mandatory fees and dues.

Section 7. Termination of Membership.

a. The following shall be reasons for termination of membership:
    a. Resignation
    b. Failure to pay annual dues within 60 days after due date unless prior arrangements have been made with the Treasurer and President.
    c. For Cause -- a severe error in actions or judgment.
b. No membership may be terminated for a reason other than resignation without an opportunity for a hearing before the Board.
c. The member must be given a 30-day written notice of proposed action.
d. The Board, by a two-thirds vote, may terminate the membership when grounds exist and/or are ongoing. The decision of the Board shall be final.

Section 8. Reinstatement of Members. A former member of this club in good standing when membership was terminated shall pay no New Member Fee, provided reinstatement occurs within one year. Membership dues shall be paid as set forth in these bylaws.

ARTICLE IV : Officers

Section 1. Elected Officers.

The elected officers shall be President, President-Elect, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Treasurer-Elect, two Directors/Delegates, and two Directors/Alternate Delegates.

Section 2. Term of Office.

Elected officers shall hold offices for one year beginning July 1 or until their successors are elected. They shall serve no more than two consecutive years in the same office. Director/Delegates may serve two consecutive years as either Director/Delegate or Director/Alternate Delegate.

Section 3. Resignation.

The resignation of an officer shall be sent to the President who shall present it to the Board of Directors. The Board is responsible for the appointment of a successor.

Section 4. Vacancy in Office.

The President-elect or the Treasurer-elect, who shall be entitled to continue in the office for the following term, shall fill a vacancy in the office of President or Treasurer. Vacancies in other offices shall be filled as follows: 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 be made from the floor, and the membership shall elect.

Section 5. Indemnification

All elected officers are insured and bonded to indemnify them for actions and decisions related to the club.

Section 6. Attendance

Board members are expected to attend all Board meetings. If unable to attend, they must notify the President. If more than three Board meetings are missed, the Board may ask for the member's resignation from the Board.

Section 7. Duties. Specific job descriptions for each office are located in SI Handbook – Section 2. Officer Job Descriptions

A. The President is the chief administrative and presiding officer
B. The President-Elect acts as President in the President's absence.
C. The Vice-President acts as President in the President-Elect or President's absence.
D. The Treasurer is oversees the finances of the club and prepares financial statements.
E. The Treasurer-Elect serves as the Treasurer in the Treasurer's absence.
F. The Recording Secretary keeps the minutes of Board and Business meetings.
G. The Corresponding Secretary's specific oversees the distribution of incoming mail and maintains a log of all correspondence.
H. The Director(s)/Delegate(s) attend and represent the club at district meetings and the annual regional conference.

ARTICLE V : Nominations and Elections

Section 1. Nominating Committee.

a. In January of each year, the President, the Board and the club shall each choose one active member for the Nominating Committee. Only one member of the committee may be a member of the Board of Directors.
b. The committee shall nominate one or more candidates for each office.

Section 2. The committee shall present the slate of nominees at the March business meeting. At that time, nominations may be made from the floor. Nominations are then closed.

Section 4. Elections. Elections for Officers are held at the April business meeting. If there is more than one candidate for any office, there will be a paper ballot for all offices. If there is one candidate for each office, election may be by voice vote. The

majority vote of those present shall elect. The Nominating Committee will act as the Teller's Committee to count votes and notify the President of the results.

Section 5. Proxy voting is not permitted.

ARTICLE VI : Meetings

Section 1. Regular meetings.

The club shall meet the first 3 weeks of the month, as holidays and the calendar allow, except during July and August when the club does not hold regular meetings. The first meeting of each month is the Business Meeting. The last meeting in June is also a Business meeting.

Section 2. Special meetings.

Special meetings of the club membership are called by the President upon the written request of at least three active members of the club. Members will have at least 48 hours' notice of the business to be transacted at these meetings, which are limited the items described in the notice.

Section 3. Quorum.

One-third of the voting members in good standing shall constitute a quorum at any regular or special meeting. The existence of a quorum is noted in the meeting minutes.

Section 4. Voting at business meetings.

a. Votes shall be voice votes unless a member requests a paper ballot or a division of the house.
b. Proxy voting is not permitted.

ARTICLE VII : Board of Directors

Section 1. Composition.

a. The elected officers, Director/Delegates and Director/alternate Delegates shall constitute the Board of Directors.
b. The Parliamentarian is appointed by the President; attends the Board and business meetings in an advisory capacity, is not counted in determining a quorum, cannot make or second motions, and does not vote.

Section 2. Duties.

a. The Board of Directors shall:
b. have administrative control over the affairs, funds, and property of the club. The Board cannot void or overrule actions approved by the membership.
c. authorize payments from club funds within the general (internal) fund budget
d. be authorized to approve requests up to $250 from the General Fund without the vote of the membership.
e. act on invitations to membership, requests for change in membership status, resignations and terminations
f. submit recommendations to the club regarding policies and expenditures;
g. act on disciplinary matters:

Section 3.Failure to perform duties.

a. Failure of an officer or committee coordinator to perform required duties shall be cause for removal from the position. The Board shall notify the member of the

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specific failure, and request appearance before the Board at a specified time and place.

b. After appearance and reply, or in the event of failure to appear, the Board may declare the position vacant and nominate or appoint a successor

Section 4. Attendance. Board members are expected to attend all Board meetings. If unable to attend, they must notify the President. If more than three Board meetings are missed, the Board may ask for the member's resignation from the Board.

Section 5. Board Meetings.

Regular meetings of the Board are held monthly. The President shall determine the date, time, and place of the meetings.

Section 5. Special Board Meetings.

Special meetings are called by the President, or upon the written request of at least three members of the Board. At least 48 hours' notice is required. The business transacted at any special meeting shall be limited the issues described in the notice.

Section 6. When a Board decision is required before a meeting can be convened, the President can issue an email ballot.

Section 7. Quorum.

a. A majority of the Board of Directors shall constitute a quorum for Board meetings.

b. If a quorum is not present, the Board will defer action to the next business meeting. Motions with no recommendation from the Board are considered New Business and require a second.

Section 8. Proxy voting is not permitted at Board meetings.

ARTICLE VIII : Committees

Section 1. Standing Committees

The standing committees of this club shall include, but not be limited, to the following. Detailed descriptions are located in Handbook Section 3: Guidelines for Committees.

Section 2. Administration

Oversees, manages and advises on all financial and administrative matters,

a. Budget, Legacy Fund, Annual Financial Review
b. Updates and maintains SI Chico Handbook,
c. Other administrative issues that arise.

Section 3. Communications

Manages all club media

a. Handles all publicity
b. Eblast
c. Website
d. Any media communication pertaining to club

Section 4: Events & Programs

Responsible for club events

a. Sets and manages club calendar for the year
    1) Arrange speakers
    2) Schedule committee programs
    3) Schedule awards programs

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4) Schedule special request programs
b. Organize club party or events such as but not limited to:
1) Retreat
2) Birthday party
3) Installation
4) Special request event

Section 5. Fundraising

Raises money to support club projects and general club operations

a. External fundraising raises money for club operations (Internal fundraising examples: Bunco, happy dollars, Christmas in November).

Section 6. Giving Committee: Gives back locally, nationally and internationally

a. Selects recipients and distributes funds for all awards and scholarships:
b. Evaluates and makes recommendations on monetary requests locally, nationally and internationally
c. Recommends approval for special projects
d. Organizes hands-on community projects

Section 7. Nominating

Prepare the slate of candidates,

a. at least one candidate for each Board of Director's office
b. 3 members
1) 1 (one) member selected by the President,
2) 1 (one) member selected by the Board
3) 1 (one) member selected by the membership

Section 8. SI Objectives

Manages all membership, and SNR, SIA and SI programs and objectives

a. Membership management:
1) Recruitment of new members
2) Retention of current members
3) Perform membership processes (ex. file forms, order supplies etc.)
4) Suds, SOLT, Sunshine, After Hours
b. SNR,SIA and SI programs and objectives
1) Dream It Be It Program
2) Live Your Dream Program (Hester Patrick Award)
3) Founder's Pennies

4. Any new objectives of SNR, SIA or SI

ARTICLE IX : Finances: Dues, Fees, Assessments, Donations and Funds

Section 1. Fiscal Year

The fiscal year shall be July 1 through June 30.

Section 2. Annual dues and fees

a. The annual dues and fees are set by the Administration Committee and effective when approved by the Board and the membership at the May Business Meeting.
b. New members shall pay 100% of dues from July 1 through December 31. From January 1 through May 31, the amount is reduced by 25%. Those joining after May 31 shall pay dues for the subsequent year and considered new members on July 1.

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c. Every new member may pay induction fees as determined by the SI Strategic Objectives Committee, forwarded to the Administration Committee and approved by the Board. When Induction Fees are assessed, SI Objectives creates a line in the Committee Budget.

Section 3. Assessments: Members may be assessed additional payment if approved by the Board and membership.

Section 4. Budget

a. Club operation/administrative expenses are derived from membership dues and income from internal member fund-raising projects.
b. The Preliminary Budget is approved by the Board and membership by the end of the Club Year.
c. The Revised Budget is approved by the Board at the August Meeting and the Membership at the first Business Meeting in September, and becomes the Final Budget for the year.
d. The Budget is not adjusted for changes made throughout the year; it is a guideline for expenditures for the year.

Section 5. Fundraising.

a. Giving Committee and SI Objectives Committee funds are generated by the Fundraising Committee.
b. Funds are allocated to Giving, SI Objectives and special projects when approved by the Board and the membership.
c. Funds raised in the current club year are dispersed the following year unless a donor or sponsor earmarks funds for the current year or an exception is approved by the Board and Membership (See Section 10: Donations & Sponsorships).

Section 6. Check Signatures

a. Two signatures shall be required on each check drawn from any fund
b. The President, President-elect and Treasurer are authorized to sign checks. In the Treasurer's absence, the Treasurer-elect can to sign checks.

Section 7. Vouchers

a. All vouchers submitted to the Treasurer must be accompanied by an invoice or appropriate documentation
b. A copy of the voucher with check number and issue date will be returned to the committee coordinator by the Treasurer

Section 8. Deposits

a. Club funds shall be counted by two or more people and placed in a completed receipt voucher envelope
b. The sealed completed receipt voucher envelope will be given to the Treasurer-elect
c. The Treasurer-elect will verify the amounts and complete the deposit

Section 9. Legacy Fund

a. The Legacy Fund is the investment account. See SI Handbook, *Section 6: Awards, Scholarships and Legacy Fund* for policies and procedures.
b. The balance in the Legacy Fund must be a minimum of $75,000.
c. The annual disbursements from the Fund are calculated from the June 30 Fund balance; 4.5% of the balance is available for distribution.
d. Allocations to Giving, SI Objectives and/or special projects are effective when the Budget becomes final after approval by the Board and the membership in

September.

Section 10: Donations and Sponsorships

a. Donations: Donations are 1] unspecified contributions to SI Chico, 2] contributions to a major project (e.g. 100th birthday) or 3] unrestricted contributions to the Legacy Fund.
b. Sponsorships
    1) These guidelines apply to sponsorships for awards and projects. Sponsorship(s) for fundraisers are directed to the Fundraising Committee.
    2) Sponsorship monies may be expended in the same year the funds are received if requested by the sponsor(s). The sponsor(s) name(s) is attached to the program or project in the year funded.

ARTICLE X : Attendance & Voting at District, Region and SIA Conferences

Section 1. Federation Convention.

a. Delegates. The incoming President and incoming President-elect represent the club at the biennial federation convention.
b. Reimbursement. The club pays the expenses of the incoming President and incoming President-elect to the biennial federation [SIA] convention, in amounts not to exceed the budget. If inadequate funds exist in the convention fund to pay for both, the incoming President will be fully covered, not to exceed the budget, and the incoming President-elect will receive the remaining funds.

Section 2. Region Conference.

a. Delegates: The 3 [three] voting delegates to the regional conference shall be the President and two Director/Delegates [three votes]. The President-elect also attends. The President shall appoint substitute Director/alternate(s), if needed.
b. Reimbursement. The club shall pay the expenses of the President, President-elect and two Director/Delegates or Director/alternate Delegates (total of 4) to the region conference in amounts not to exceed the budget.

Section 3. District Meetings.

a. Six (6) members shall attend as Club representatives: President, President-elect and the 4 (four) Director/Delegates or alternate Director/Delegates. The President may appoint substitutes to represent the Club pro tem.
b. Reimbursement: The club shall pay the district meeting fees of the President, President-elect, two Director/Delegates and two Director/alternate Delegates or their substitute (total of 6). If overnight stays are necessary, the club will fund the cost of two hotel rooms

Section 4. Soroptimist Development Retreat The club shall pay the expenses of the five [5] incoming officers: President, President-elect, vice-President, Treasurer and Recording Secretary. The President may appoint substitutes to represent the officers that cannot attend. .

Article XI : Property

Section 1. Any equipment or property purchased with club funds on behalf of the club is the

property of Soroptimist International of Chico. The purchaser shall file all warranties, registrations, and licenses in the name of S.I. Chico and on a timely basis. Any available rebates of credits shall also belong to S.I. Chico. In the event that a particular item is purchased for the use of a specific office holder, it shall be made available to her successor. The club Treasurer shall maintain records of warranty registrations and licensing agreements.

ARTICLE XII : Parliamentary Authority

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

ARTICLE XIII : Amendments

Section 1. These bylaws may be amended by a two-thirds vote at any business meeting of the club, provided notice of the proposed amendment has been given at the preceding business meeting.

Section 2. Amendment to the Soroptimist International constitution or bylaws, SIA bylaws, or Sierra Nevada Region pertinent to these bylaws shall be changed or added without further action by the club.

ARTICLE XIV : 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 inurnment to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

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