



S O R O P T I M I S T

Best for Women®

## ***Soroptimist International of the Americas Northeastern Region Bylaws***

### **INDEX**

|              |                             |            |
|--------------|-----------------------------|------------|
| ARTICLE I    | Name and Territorial Limits | Page 2     |
| ARTICLE II   | Purpose                     | Page 2     |
| ARTICLE III  | Members                     | Page 2     |
| ARTICLE IV   | Officers                    | Page 2,3,4 |
| ARTICLE V    | Nominations and Elections   | Page 4,5   |
| ARTICLE VI   | Meetings                    | Page 5     |
| ARTICLE VII  | Board of Directors          | Page 5     |
| ARTICLE VIII | Committees                  | Page 6     |
| ARTICLE IX   | Finance                     | Page 7     |
| ARTICLE X    | Parliamentary Authority     | Page 7     |
| ARTICLE XI   | Amendments                  | Page 7     |

**SOROPTIMIST INTERNATIONAL OF THE AMERICAS  
NORTHEASTERN REGION**

**ARTICLE I  
Name and Territorial Limits**

**Section 1.1.** The name of this region shall be Soroptimist International of the Americas, Northeastern Region.

**Section 1.2.** The territorial limits of this region are established by the federation and currently consist of the following: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.

**ARTICLE II  
Purpose**

The purpose of this region shall be to promote the projects and fulfill the purposes of Soroptimist as defined in the Federation laws.

**ARTICLE III  
Members**

**Section 3.1.** Soroptimist International clubs and their members residing within the territorial limits of the region shall be considered members of the region.

**Section 3.2.** The territory of the region may be divided into districts. The territory to be contained in each district shall be determined by the region board of directors. The clubs in each district shall elect a director and such other officers as may be provided for under rules adopted by the region. Such election is to be held at the time of election of officers for the region.

**ARTICLE IV  
Officers**

**Section 4.1.** The elected officers shall be Governor, Governor-elect, Secretary, and Treasurer. If districts are formed, the district directors elected by each district shall also serve on the region board of directors.

**Section 4.2.** To be eligible for election as governor or governor elect, candidates must have served as club President.

**Section 4.3.** Officers shall hold office for a term of two years, commencing on July 1 in the year of election, and shall serve until a successor takes office. Region officers shall not be eligible for more than two consecutive terms in the same office. The Governor and the Governor-elect cannot serve two consecutive terms in the same office. The Governor-elect upon completing her two year term will automatically assume the office of Governor.

All past Governors are eligible for a second term as Governor or Governor-elect. There must be a break of at least 12 months between the elected or appointed term as Governor-elect or Governor and any prior service as Governor.

#### **Section 4.4. Vacancies**

- a. Should a vacancy occur in the office of Governor, the Governor-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected. A new Governor-elect shall be elected at the next region conference.
- b. Should a vacancy occur in the office of Governor-elect, the following shall guide filling the vacancy:
  - i. *If the vacancy occurs between July 1 of the year taking office and 30 days prior to the Spring Conference in the odd-year of the biennium, an election shall be held at the odd-year Spring Conference. If the vacancy occurs immediately before or after the Spring Conference in the odd-numbered year, the Region board shall appoint a new governor-elect.*
  - ii. *If the governor-elect is unable to take office as governor after May 1 in the year the term as governor starts, the region board will appoint a new governor as of July 1.*
- c. Vacancies occurring in other offices shall be filled by appointment of the region board within 30 days of such vacancy.
- d. In the event of the temporary inability in any other office, other than Governor, the region board shall appoint a temporary replacement until that officer is able to resume duties or until the next biennial election occurs. The temporary replacement shall have the same voting rights as the officer temporarily replaced.

#### **Section 4.5. Duties.**

- a. Governor: The Governor shall preside at meetings of the Board; coordinate with the Secretary the issuance of minutes within 30 days of board meetings; coordinate with the Secretary, the issuance of a Call to Region Conference at least 60 days prior to the date of the meeting; approve expenditures in accordance with the budget; serve as ex-officio member of all committees; appoint a Parliamentarian, send greetings to new Soroptimist clubs and Region Conferences in all other regions, plan for the Governor-Elect to participate in regional business in such a way as to prepare her for assuming the office of Governor; perform such other duties as may be assigned by the Board or prescribed by these bylaws.
- b. Governor-elect: The Governor-elect shall prepare for assuming the office of Governor by becoming familiar with all aspects of the Soroptimist organization; work closely with and under the direction of the Governor, assisting to the fullest extent possible; in the absence of the Governor, she shall preside at meetings. She is empowered to appoint committees to serve in the next biennium after January 1 of the year in which her term commences.
- c. Secretary: attend meetings of the region board; record the minutes of board meetings and conference; coordinate with the Governor, the issuance of minutes within 30 days after the close of the meetings; coordinate with the Governor, the issuance of a Call to Conference at least 60 days prior to the date of the meeting, edit the Policy Decisions record in consultation with the Region Parliamentarian to assure it is current with board and conference decisions, be custodian of the records, submit necessary reports to the Federation that are required by Federation Bylaws and Procedures.

- d. Treasurer: attend meetings of the region board; deposit and disburse all funds belonging to the region under the direction of policies developed by the region board; provide financial reports at board meetings and region conferences; mail region dues and fees statements to all clubs in the region by May 1<sup>st</sup> of each year and notify the Governor of those clubs delinquent; file all reports and forms necessary on an annual basis to the Internal Revenue Service; arrange to have the books audited by the Audit Committee prior to the books being turned over at each election; arrange for appropriate bonding if approved by the region board; prepare a budget annually to be approved by the delegates at conference.
- e. Each outgoing officer shall promptly turn over to her successor in office, all files, records, and other property pertaining to such office and shall inform her successor of the duties of the office and of any federation and region procedures within ten (10) days of vacating office.

## **ARTICLE V**

### **Nominations and Elections**

#### **Section 5.1. Nominations**

- a. The nominating committee shall be composed of three regular members in good standing, as defined in the Federation Bylaws, with the chair to be appointed by the Governor, one member to be appointed by the region board and the third member to be elected by delegates at spring conference in even numbered years. The committee members serve a two-year term or until their successors are appointed or elected. Any vacancy on the nominating committee shall be filled by the region board. Not more than one person from each club may serve on this committee.
- b. On or before November 1 of the year preceding the Federation Convention (even number years), the committee chair shall send a letter inviting clubs of the region to suggest members for consideration as Governor-elect, Secretary, and, Treasurer, Clubs are to reply by December 15<sup>th</sup>. Members eligible and willing to serve are to return a standard resume form enclosed with the letter to the chairman of the nominating committee by January 15.
- c. In January of even-numbered years, all completed resumes shall be copied and sent to the other members of the committee by the chairman. The committee members will verify that the candidates are eligible for office and will suggest at least one name for each office. If more than one candidate has consented to serve and is eligible, the committee may place more than one name in nomination for the same office. Likewise, if a candidate agrees to be considered for more than one office, the committee may place her name in nomination for any of the offices for which she has consented to serve. In addition, the committee may contact other Soroptimists as to their willingness to serve, and obtain the standard resume.
- d. The slate of candidates and their resumes will be included with the Call to Conference in the even numbered years.
- e. Nominations may be made from the floor at the time that the nominating committee gives its report. Additional eligible nominees for office must provide a completed standard resume form for distribution to all delegates at the time the nomination is made.

## **Section 5.2. Elections**

- a. Voting shall be by ballot. The Region Governor shall appoint 2 tellers to oversee the election and count the ballots. The conference registration committee shall insure that each delegate has been properly designated by her club as a delegate and that her name badge identifies her as being entitled to vote.
- b. A majority shall elect. If a majority is not received on the first ballot, a re-ballot shall occur between the two candidates receiving the most votes.

## **ARTICLE VI Meetings**

**Section 6.1.** The region shall hold an annual conference for the purpose of conducting the business of the region, promoting Soroptimist projects and programs and in order to provide opportunities for leadership and personal development of members. Final venue and dates will be approved by the region board. The location at which each region conference will be held shall be selected by the region board at least one year prior to the conference in consultation with the region conference chair.

**Section 6.2.** The region may hold an additional region-wide meeting annually in the fall for the purpose of providing Soroptimist orientation and leadership training. The date, location and registration fee shall be determined by the region board.

**Section 6.3.** Special meetings of the region shall be called upon the written request of at least 5 clubs. At least 7 days' notice (personal, written, email or telephone) shall be given each club. The business to be transacted at any special meeting shall be limited to the purpose stated in the call to the meeting.

**Section 6.4.** Quorum: Delegates representing a majority of the clubs in the region shall constitute a quorum for the conference.

**Section 6.5** Each club shall be entitled to three voting delegates at any region meeting. Clubs should annually elect such delegates and an alternate to serve in this capacity from among the members of the club. In addition, each member of the region board is entitled to one vote at the region conference.

## **ARTICLE VII Board of Directors**

**Section 7.1.** The board of directors shall consist of the elected officers, the Region Membership Chair, the Region Program Chair, the Region Fundraising Chair and the Region Public Awareness Chair, the immediate past Governor with a vote, and a Parliamentarian without a vote.

**Section 7.2.** The board of directors has administrative authority over the affairs, funds, and property of the region except that they may not modify any action taken by the delegates at a region conference.

**Section 7.3.** The board of directors shall meet at least annually, prior to the annual conference for the purpose of reviewing the financial status of the region and assessing the need for, and results of, orientation and training conducted.

**Section 7.4.** Special meetings of the board may be called by the Governor and shall be called upon the written request of at least 3 members of the board. At least 7 days' notice (personal, written, email or telephone) shall be given. The business transacted at any special meeting shall be limited to the purpose stated in the call.

**Section 7.5.** The quorum for board meetings shall be a majority of the board.

## **ARTICLE VIII**

### **Committees**

#### **Section 8.1. Standing committees**

- a. Nominating Committee a nominating committee consisting of three regular members shall be appointed and elected as described in Section 5.1a of these bylaws for the purpose of proposing candidates for election to region office.”
- b. Laws and Resolutions Committee: a committee consisting of three members from three different clubs shall be appointed by the Region Governor to serve on this committee for the biennium. The committee shall review all proposed resolutions and amendments to the region bylaws and insure their inclusion in the Call to Region Conference each year. Proposals from clubs must be submitted to the committee chair by December 1 prior to the conference each year.
- c. Program Committee: a committee of one to three members shall be appointed by the Governor to promote and administer Soroptimist programs in concert with the federation. The region Program Chair shall serve as chair of this committee.
- d. Membership Committee: a committee shall be appointed each biennium by the Region Governor to serve as a resource for clubs needing assistance with recruitment and retention of members. The region Membership Chair shall chair this committee and will work closely with federation headquarters to maximize opportunities for growth. This committee shall also work in cooperation with the federation and under the direction of the region board in extension activities for the formation, orientation and nurturing of new clubs in the region.
- e. Fundraising Committee: a committee of one to three members shall be appointed by the Region Governor in order to promote fund-raising activities in the region. The region Fundraising Chair shall serve as the Chair of this committee and shall work closely with federation headquarters to support the fundraising programs of the federation in the region.
- f. Public Awareness Committee: a committee of one to three members shall be appointed by the Region Governor to assist clubs with increasing the visibility of the organization locally and to promote awareness of Soroptimist in the region as a volunteer organization of women whose mission is to improve the lives of women and girls. The Region Fundraising Chair shall be the chair of this committee and will work closely with federation headquarters to develop and implement the necessary resources and strategies to meet public awareness goals.
- g. Region Conference: The Region Governor shall appoint a Conference Chair from among members of the club serving as hostess for the region conference. Additional committee members may be added to the conference committee upon recommendation from the Conference Chair and with the approval of the Region Governor.

**Section 8.2. Special committees.** Special committees may be appointed by the Governor, with the approval of the board, to undertake special tasks or projects.

**ARTICLE IX**  
**Finance**

**Section 9.1.** The fiscal year shall be July 1 through June 30.

**Section 9.2.** Annual region dues shall be collected and remitted by each club to the region treasurer by July 1 each year. The dues of the Northeastern Region shall be \$21.00 per member payable on or before July 1 of each year. The Board may vote to waive these dues after December 31 of a given year.

**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, region standing rules, or the SIA bylaws and procedures.

**ARTICLE XI**  
**Amendments**

**Section 11.1** These bylaws may be amended by a two-thirds vote of delegates present and voting at any annual meeting of the region. Notice of proposed amendments must be included in the call to the meeting.

**Section 11.2** A club may propose amendments to these bylaws. Any such proposal must have been approved by a two-thirds vote of the club and submitted to the chair of the laws and resolutions committee (copy to the region Governor) by December 1.

**Section 11.3.** If any amendment to the Federation Bylaws makes a corresponding amendment to these bylaws necessary, then these bylaws shall be considered to have been amended to conform to the Federation Bylaws.

*Approved and Adopted 04/28/12, Albany, NY*  
*Amended 04/29/16, Saratoga Springs, NY*  
*Amended 04/29/17, Great Barrington, MA*