

SOROPTIMIST INTERNATIONAL OF OCEANSIDE-CARLSBAD
DESERT COAST REGION
SOROPTIMIST INTERNATIONAL OF THE AMERICAS

BYLAWS

ARTICLE I

Name and Territorial Limits

Section 1. The name of this club shall be Soroptimist International of Oceanside-Carlsbad.

Section 2. The territorial limits of this club shall be: That territory designated as Desert Coast Region.

ARTICLE II

Core Values

Section 1. The Core Values of this club shall be:

- a. Gender Equality – Women and Girls live free from discrimination;
- b. Empowerment – Women and Girls are free to act in their own best interest;
- c. Education – Women and Girls deserve to lead full and productive lives through access to education; and
- d. Diversity & Fellowship – Women from varied backgrounds and perspectives work together to improve the lives of Women and Girls.

ARTICLE III

Members

Section 1. Member Types:

- a. There shall be one type of members, as defined in the Federation Bylaws: regular members. In addition, those members who achieved Life status on or before July 1, 2001 shall be recognized as long as membership is retained in the Soroptimist organization.

Section 2. Privileges of membership:

- a. All members whose annual dues are paid and meet the participation requirements set forth in these bylaws will be considered members in good standing.
- b. Members in good standing may speak, make motions, vote and be elected to or retain office or serve as a delegate to federation convention, region conference or district meeting.

Section 3. Admission to membership:

- a. Any new member shall be inducted into membership upon payment of all fees and dues and completion of all membership paperwork.

Section 4. Termination of Club Membership:

- a. The following shall be reasons for termination of membership in the club:
 - (1) Resignation;

- (2) Failure to fulfill financial obligations within 60 days of due date;
- (3) Failure to maintain the requirements for membership;
- (4) Conduct which adversely reflects upon the Soroptimist organization.
- b. Any member not paid in full at the end of SIOC's fiscal year (June 30) shall be notified of pending termination.
- c. Any member whose dues are not received by June 1st shall be charged a \$10.00 fee by the club for special processing.

ARTICLE IV
Officers

Section 1. Elected Officers/Board of Directors:

- a. The officers of this club shall be a President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Membership Director and Two Directors.
- b. The club will additionally elect two Delegates to attend each of the District and Region events. They shall review the information to be voted on with the club, attend the meetings and report the results at the club meetings. They shall also assist in promoting attendance at the meetings and obtaining registration information.
- c. All elected officers are members of the Board of Directors.

Section 2. Eligibility:

- a. Only a member in good standing may be elected to and retain any Club office or serve as a delegate or alternate to a convention, conference or District fall or winter workshop.
- b. To be eligible for the office of Club President, the member shall have served on the club Board of Directors. Only if no candidate meeting the eligibility requirements will accept nomination may another member be selected as a nominee for the office of Club President.
- c. All officers of this club shall hold office for a minimum of one year or until their successors are elected. They shall not be eligible for more than two consecutive years in the same office, unless a one-year extension is approved by the Board. A member who has served more than half a term in any office shall be deemed to have served a term. Directors will be the Immediate Past President and a Past President. Each will serve as Directors for two years after their presidency. If, however, one or both are unavailable to serve, the Director(s) will be elected by the club for a term of one year.

Section 3. Removal from office:

- a. The Club Board of Directors shall have authority to remove from office any elected officer, Board member or committee chairperson either for or without cause whenever, in the judgment of the Board, the best interests of the club will be served. Removal shall occur only upon a two-thirds vote of the Board of Directors then in office, exclusive of the person being removed, and only after being given an opportunity to be heard at a meeting of the Board of Directors.

Section 5. Vacancy in office:

- a. In the event of a vacancy in the office of President, the Vice-President shall become President. 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 a special meeting called for the purpose. Nominations shall be made from the floor, and the club shall elect.

Section 6. Duties of officers:

- a. The **President**, as chief officer, shall:
 - (1) Direct the conduct of the business of the club;
 - (2) Preside at meetings of the club and of the Board;
 - (3) Appoint all committees unless otherwise provided in the rules or in the motion authorizing the committee; and
 - (4) Be an ex-officio member of all committees except nominating.

- b. The **Vice-President** shall:
 - (1) Have such duties and powers as arise from membership on the Board of Directors or as assigned by the President or the Board.
 - (2) Plan the club meeting programs.
 - (3) Be liaison to the meeting location ensuring they are informed of the number of meals to be served.

- c. The **Recording Secretary** shall:
 - (1) Keep minutes of the business meetings of the club and of the Board;
 - (2) Be custodian of the permanent records of the club; and
 - (3) Submit to the club the minutes of the club business meetings and the recommendations of the Board.

- d. The **Corresponding Secretary** shall:
 - (1) Send out notices and carry on such correspondence as does not properly belong to other officers or committees; be responsible for sending out greeting cards as directed by the President or Board designee;
 - (2) Report correspondence to the Board and membership;
 - (3) Retrieve mail and email from the club mailboxes and distribute as needed.

- e. The **Treasurer** shall:
 - (1) Receive all funds of the club and deposit them in the financial institutions authorized by the Board;
 - (2) Sign all checks;
 - (3) Make remittances required by Federation Bylaws and standing procedures;
 - (4) Send a notice to any member who has not met any financial obligation; inform Membership Director of any member who has not met their financial obligations and send a notice to the member as directed by the Board;
 - (5) Pay authorized bills;
 - (6) File all necessary Federal and State Tax returns;
 - (7) Collect and file W-9 Tax forms from Award Recipients;
 - (8) File a Raffle Report and apply for a Raffle Permit;
 - (9) Prepare monthly Treasurer's Reports;

(10) Prepare (in collaboration with the Budget and Finance Committee) and submit a proposed operating budget for the succeeding year no later than the June Board and Business meetings.

f. The **Membership Director** shall:

- (1) Be familiar with club membership requirements;
- (2) Complete and submit all paperwork for new members as well as renewal, collect the appropriate dues and work with the Treasurer to ensure payment in the proper amount is sent to SIA Headquarters;
- (3) Encourage members to participate in Club meetings and activities;
- (4) Schedule and conduct new membership drives if/when appropriate;
- (5) Ensure that membership inductions are conducted in a timely fashion as per Article II of the club Procedures;
- (6) Conduct New Member Orientations as needed (minimum of two per year);
- (7) Work with the Treasurer to ensure members are meeting their financial obligations in a timely manner, inform the Board of any non-payment problems and recommend to the Board what action should be taken.

g. The **Directors** shall:

- (1) Have such duties and powers as arise from membership on the Board of Directors or as assigned by the President or the Board.

h. The **Delegates** shall:

- (1) Represent SIOC at the District II Workshops and the Region Spring Conference;
- (2) Be members of the Board;
- (3) Review the information to be voted on and the invitation with the club prior to the meeting;
- (3) Attend the full meeting at the expense of the club;
- (4) Report the results at club meetings.

ARTICLE V
Nominations and Elections

Section 1. Nominating Committee:

- a. A nominating committee of three members in good standing shall be formed at least two months prior to the scheduled election meeting as follows:
 - (1) The President shall appoint the Chairperson (current club President is ineligible to serve on this committee);
 - (2) The Board shall elect a second member; and
 - (3) The Club shall elect a third member.

Only one member of the committee may be a member of the Board of Directors.
- b. The committee shall invite each member to suggest names for consideration.
- c. The committee shall nominate one or more candidates for each office, director, delegate

- and alternate to be elected.
- d. The consent of the nominee must be obtained before the name is placed in nomination.
- e. The report of the nominating committee shall be read to the club at least one month prior to the scheduled election meeting.

Section 2. Elections:

- a. Elections shall be held at the business meeting in March or April. The report of the nominating committee shall be read again at this meeting, and additional nominations may be made from the floor.
- b. Elections shall be by private, paper ballot for any office for which there is more than one nominee.

ARTICLE VI
Meetings

Section 1. Regular Meetings:

- a. The club, except where it delegates the responsibility to the Board, shall determine the place and frequency of regular meetings.

Section 2. Business meetings:

- a. The club shall conduct one business meeting per month.

Section 3. Special meetings:

- a. Special meetings of the club may be called and advised by the President and shall be called upon the written request of at least three active members of the club. The business to be transacted at any special meeting shall be limited to that mentioned in the call. Forty-eight hours' notice, by personal, written, telephone or by electronic means, shall be given each member for any special meeting.

Section 4. Annual meetings:

- a. The annual business meeting, in June, shall be for the purpose of approving the budget, receiving reports of officers, the Board of Directors and committees and for any other business that may arise.

Section 6. Quorum:

- a. Those members of the club present at a regular or properly noticed special meeting shall constitute a quorum.

ARTICLE VII
Board of Directors

Section 1. Composition:

- a. The Board of Directors shall consist of the elected officers and the one-year and two-year directors.

Section 2. Duties:

- a. The Board of Directors shall have administrative control over the affairs, funds and property of the club, except that of modifying any action taken by the club. It shall authorize payments from club funds within the budget; act upon resignations, terminations and disciplinary matters; receive reports of committees as may be necessary between business

meetings of the club; submit policy recommendations to the club; and perform such other duties as the club, region, federation or these procedures may require.

Section 3. Regular Meetings:

a. Regular meetings of the Board shall be held at least once each month at a time and place determined by the Board.

Section 4. Special Meetings:

a. Special meetings of the Board may be called by the President and shall be called upon the written request of at least three members of the Board. The business transacted at any special meeting shall be limited to that mentioned in the call with 24 hours' notice, by personal, written, telephone or electronic means, given each Board member.

Section 5. Quorum:

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

ARTICLE VIII

Committees

Section 1. Establishment/Participation:

a. The club shall establish those committees necessary to properly conduct its business and meet its obligations.

b. Each member is required to actively participate on at least one committee.

Section 2. Budgetary Requirements:

a. In order to maintain fiscal responsibility, all major fundraising committees shall be required to submit to the Board of Directors for approval a proposed budget no later than 60 days prior to their event;

b. In addition, the Development Committee shall be required to submit to the Board of Directors for approval their proposed annual budget on or before the September Board Meeting unless they apply for and the Board grants an extension.

ARTICLE IX

Dues, Fees and Assessments

Section 1. Fiscal year:

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

Section 2. Annual Dues and Fees:

a. Annual dues shall become due on June 1st of each year. Annual dues include: Founders Pennies, club liability insurance, Region, Federation and local dues.

Section 3. Assessments:

a. The Club is obligated to pay all assessments that are required by Soroptimist International, Soroptimist International of the Americas and Desert Coast Region per the time and fee schedule sent to the club treasurer for both new and continuing members.

b. All members, except Life members, will pay a flat fee per year as recommended by the budget committee, and approved by the club, which is billed and paid annually. Fee will be based on budgeted annual dues.

- c. The Vice President will be responsible for making all meal reservations. As such, all members who responded that they will attend but do not do so or do not cancel by 9:00am the day prior to the meeting , will be required to pay for that meeting.

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, Desert Coast Region Bylaws and Procedures, Soroptimist International of the Americas Federation Bylaws and Procedures or Soroptimist International Constitution.

ARTICLE XI
Amendments

Section 1. Amendment of Club Bylaws:

- a. These ByLaws may be amended at any regular business meeting of the club with a two-thirds majority vote of the members present who cast a vote, provided notice of the amendment has been given at the previous business meeting.

Section 2. Voting:

- a. Members may vote on changes in bylaws and/or procedures electronically by submitting their email vote to the Recording Secretary 24 hours prior to the meeting of the club where the vote will take place.

Section 3. Approval:

- a. These Bylaws were approved at the business meeting of November 16, 2018 after proper notice and amendment at the business meeting of October 19, 2018.

Signed:

Sue Simpson

Jane Zawacki

President

Recording Secretary