

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

Objects

Section 1. The objects 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 improve the lives of women and girls through programs leading to social and economic empowerment;
- c) to serve as a voice on issues of importance to women and girls; and
- d) engage in any other lawful activities that further the exempt purpose of the club.

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 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. Member Types:

- a. There shall be one type of member, as defined in the Federation Bylaws: regular member.

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 meetings.

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 30 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 10th 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 and Two Delegates.
- b. 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 4. 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 5. 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;
 - (4) Be an ex-officio member of all committees except nominating and,
 - (5) Be a voting delegate at Region Spring Conference.
- 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 as needed;
 - (9) Prepare monthly Treasurer's Reports and submit to BOD and Club;
 - (10) Prepare (in collaboration with the Budget and Finance Committee) and submit a proposed operating budget for the succeeding year no later than the May 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 Meetings and the Region Spring Conference;
 - (2) Be responsible for coordinating the raffle basket for the Live Your Dream funding, offered at the annual Region Spring Conference;
 - (3) Review the information to be voted on and the invitation(s) for District Meetings and DCR Spring Conference with the club prior to the meeting;
 - (4) Collect registrations for District II Meetings and Region Spring Conference, ~~(5)~~ ~~Attend~~ these full meeting(s) at the expense of the club and ~~(6) 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 in March:
 - (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.
- 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 Board and to the Club at the April Board and Business Meetings.

Section 2. Elections:

- a. Elections shall be held at the business meeting in May. 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 (except for Dark Months of July and December).

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 receiving reports of officers, the Board of Directors and committees and for any other business that may arise.

Section 5. 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.

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 (except for Dark Months of July and December) 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, and a final report no later than 60 days after the event.

b. In addition, the Budget Committee shall be required to submit to the Board of Directors for approval their proposed annual budget on or before the April Board Meeting so that the club can vote on during the May business meeting.

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 10th 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 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, 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.
- b. These Bylaws shall be reviewed, and any proposed changes as needed, presented to the BOD and the Club every two years.

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 May 17, 2024 after proper notice and amendment at the business meeting of April 19, 2024

ARTICLE XII 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.

Signed:

Marybeth Glenn

Sue Simpson

President

Recording Secretary