



S O R O P T I M I S T<sup>®</sup>

**Investing in Dreams**

# **Founder Region**

**Soroptimist International of the Americas, Inc.**

## **Procedures**

**August 2, 2025**

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## A. Districts

1. Effective July 1, 2020, districts shall be groups of clubs within the boundaries of the region comprised as follows:
  - a) District I: Alameda County and portions of Contra Costa, and Solano Counties.
  - b) District II: Portions of Contra Costa, Solano and Napa Counties.
  - c) District III: Marin, Sonoma, and Lake Counties, and portions of Napa and Mendocino Counties.
  - d) District IV: Humboldt and Del Norte Counties, and portions of Mendocino County.
  - e) District V: The state of Hawaii and the United States Territory of Guam, U.S. Commonwealth of the Northern Mariana Islands, and the Republic of Palau.
2. District areas may be altered, additional districts may be created or districts merged upon written request to the region board by any club or district affected by such proposed alteration, or by the region board.
3. The request shall include, but not be limited to, the following information for each district to be formed:
  - i. Number of clubs
  - ii. Number of members
  - iii. Geographic factors
  - iv. Economic considerations
  - v. Territorial limits

## B. Officers

1. **Governor**, as chief administrative officer of the region shall:
  - a) Attend district meetings, leadership trainings and charter meetings.
  - b) Serve as liaison between the federation and the region.
  - c) Supervise the revision of the region leadership manual.
  - d) Prepare a region calendar for distribution to board members, committee chairpersons, club presidents and post on region website.
  - e) Review and approve all district and leadership meetings as prepared by the directors, officers and committee representatives.
  - f) Sign checks in the absence or inability of the treasurer to sign.
  - g) Approve printing prior to the ordering by the secretary.
  - h) Review and approve bank statements and credit card statements monthly.
  - i) Review financial reports prior to each board meeting.
  - j) Conduct four board meetings annually, three at a location selected by the governor and one at the site of the annual conference. If necessary, conduct a post-conference board meeting at the conference site.
  - k) Communicate the importance of maintaining civil, vibrant and dynamic clubs that provide service relevant to SIA's mission.
  - l) Support the partnership between SIA's clubs, districts, regions and headquarters for increased collective impact.
  - m) Provide support to clubs in carrying out SIA's mission and strategic direction.
  - n) Host one region conference annually. Provide call to conference to SIA at the same time as provided to clubs.

Attend SIA Roundtable.

- o) Participate in web-based and/or audio informational and training sessions hosted by the SIA President and/or SIA headquarters.
- p) Provide training to clubs and members in administrative, programs, fundraising, public awareness and membership activities.
- q) Identify leadership talent within clubs/districts and provide opportunities for leadership development.
- r) Appoint and direct the region chairs to meet their responsibilities as outlined in each of their position descriptions.
- s) Guide and mentor the region governor-elect to ensure a smooth transition.
- t) Follow all other requirements and guidelines as per the SIA Region Governor Position Description.

**2. Governor-elect** The governor-elect shall:

- a) Attend district meetings, leadership trainings, and charter meetings, representing the governor at such meetings at the governor's request.
- b) Serve as Founder Region Program Chair and be an advocate for the Soroptimist mission in the region.
- c) Be responsible for the revision of the Director and Officer Handbook in the second year of the biennium, with assistance from the Governor.
- d) Be responsible for designing her/his own governor's pin, which will become her/his past governor's pin at the end of her biennium.
- e) In the second year of the term, prepare biennium calendar for the nominating committee prior to November 1.
- f) Attend SIA Leadership Roundtable, once as governor-elect.
- g) Select her choice for installing officer in even-numbered year of biennium.

**3. Secretary** The secretary shall:

- a) Compile and distribute the call to conference including proposed bylaw and procedures amendments 45 days prior to the conference pursuant to Appendix C.
- b) Distribute conference proceedings by June 30, pursuant to Appendix C. Conference proceedings shall be accepted as distributed if no written communications relating to corrections are received within 30 days of distribution. Corrections shall be reviewed by the region board and clubs shall be notified of subsequent corrections.
- c) Prepare and distribute the calls to district meetings.
- d) Arrange for the distribution of the region bylaws and procedures pursuant to Appendix C.
- e) Arrange for the distribution of the region roster pursuant to Appendix C.
- f) Prepare and distribute the annual November mailing which shall include, but not be limited to; a governor's letter and any committee information or reports.
- g) Take, transcribe, and distribute region board minutes. Board minutes shall be distributed within 30 days of a board meeting to each board member, including the parliamentarian.
- h) Coordinate updates to the Founder Region website regarding meetings, conference, club resources and club directories.

**4. Treasurer** The treasurer shall:

- a) File necessary state and federal reports.
- b) Maintain a file of financial records and vouchers for 7 years.
- c) Remit to each district meeting host club the registration fee for the president and 2 delegates from each club for their district meeting as start-up funds for each district meeting.
- d) In February, preceding the second conference of the biennium, request that all clubs make a contribution of a minimum of \$25 for an appropriate gift in honor of the governor.
- e) Forward to all board members and committee chairpersons expense voucher forms.
- f) Assist clubs in establishing generally accepted accounting principles.
- g) Disburse funds within 30 days of receipt of vouchers approved by the governor.
- h) Require adequate documentation for all authorized bills.
- i) Update the club treasurer's manual as needed, but at least annually, and distribute any changes to club treasurers, presidents, and region board.
- j) Be responsible for ordering a gavel and president's pin for any newly chartered Soroptimist club in the region.
- k) Forward to federation headquarters contributions received for federation or international projects.
- l) Maintain funds in the name of Sponsored Organizations – "S" Club, Sigma Society and the Dream It, Be It: Career Support for Girls Fund. This fund is used to provide awards and grants to "S" Clubs and Soroptimist Clubs in amounts determined by the Founder Region board.
- m) Maintain a fund for the Memorial Grove.
- n) Maintain a monthly census report and distribute to officers, directors and membership chair. Compare to SIA Membership report and follow up on discrepancies.
- o) Maintain a new member list by district/club and distribute to officers, directors & public awareness chair (for newsletter distribution).
- p) At the discretion of the governor, act as conference treasurer.
- q) Provide updates or reminders to club treasurers on an as-needed basis
- r) Complete bank reconciliations.
- s) Confirm clubs in good standing.
- t) Provide financial information to the Financial Review Committee within 60 days of the end of the biennium.
- u) Provide financial information to the tax preparer by September 1 on an annual basis.
- v) Provide SIA Headquarters with the year-end financial statement within 60 days following the-year end. These financial statements will include a balance sheet showing assets, liabilities and net worth and a detailed income statement reflecting the activities of the current year and the budget.

**5. District Director** The district director shall:

- a) Review the District Directors' Handbook on a regular basis during the biennium and be well versed in order to fulfill all duties in a timely manner.
- b) Timely schedule dates and locations for Presidents' Roundtables and report details to the governor.

- c) Plan the district meeting no later than the August board meeting and have planning meetings with the host club(s).
- d) Visit one club board meeting, business meeting or event during the biennium for each club in district.
- e) Serve as the liaison between the region board and the clubs.
- f) Receive and distribute electronically club rosters (may download from SIA) and bylaws to region officers; additionally, club bylaws to the district Laws and Resolutions Committee member by October 1.

## **C. Removal**

1. The Board may remove any Officer, Director or Elected Committee Member for cause by two-thirds (2/3) vote of all Founder Region Board Officers and Directors then in office, at a regular or special meeting of the Board, provided that Notice of the reason(s) shall be served on the Officer, Director or Elected Committee Member in question at least thirty (30) days before final action is taken by the Board.
2. The Notice shall include the date and time when, and the place where, the Board is to take evidence on the issue of removal.
3. At that meeting, the Officer, Director or Elected Committee Member in question shall be given the opportunity to address the Board.
4. The issue of removal shall be decided, within seven (7) days of the conclusion of the meeting.
5. The Board's decision shall be in writing and shall be effective immediately.
6. "Cause" includes the failure of the Officer, Director or Elected Committee Member in question to fulfill the obligations and duties of that person's office in a competent, timely or professional manner. (See Article IV, Section 4.5 of the bylaws)

## **D. Parliamentarian**

1. The parliamentarian shall advise the region governor, region board, committees, and clubs on matters of laws and procedures governing the region, and perform such other duties as may be delegated to the office by the governor.
2. The parliamentarian may attend board meetings in an advisory capacity.
3. The parliamentarian should meet with the Region Board at the beginning of the biennium to review the Region Bylaws and Procedures.

## **E. Finances**

### **1. Vouchers**

- a) Official visits by the region board shall include the chartering of clubs. Travel, meals, and lodging for official visits shall be charged against individual board member's budget as described in the Officers and Directors Handbook.
- b) Chartering of clubs will be considered an official visit for the governor, region officers and the respective district director.
- c) The region shall pay for the meals and lodging during the annual conference for region board members and the parliamentarian. A per diem for meals and lodging may be adopted for each board member and shall be charged to the region board meeting budget.
- d) Region travel to board meetings and conferences shall be charged against individual budgets.
- e) Mileage, registration fees, and meeting meal fees to district meetings other than

your own (excluding District V) shall be charged to individual budgets. Lodging expense may be approved at the discretion of the governor.

- f) All vouchers shall be itemized, with receipts attached, signed by the maker (or stamped with digital signature) and submitted to the governor quarterly (at a minimum), preferably before the next scheduled board meeting. The governor will approve or deny within 10 days of receipt.
- g) Upon approval of the governor, and submission to the treasurer, reimbursement shall be made within 30 days.
- h) All vouchers shall be submitted within 30 days of the end of the biennium.

## **2. Travel**

- a) Travel by automobile for the region board members to all official meetings shall be vouched for at a rate not to exceed the current Internal Revenue Service allowance for business and charged to the individual board member's budget.
- b) Travel by air (when necessary) shall be reimbursed at the economy class rate on the least expensive scheduled airline, whenever possible.
- c) See Founder Region Travel and Expense Policy for further guidelines.

## **3. Committee Expense**

- a) Committee members may be reimbursed for applicable expenses with substantiating receipts up to the limit of the budgeted allowance of the committee. Mileage may be reimbursed to the committee members at a rate not to exceed the current IRS rate for business, or the amount agreed upon by the region board at the beginning of the biennium, up to the limit of the committee's budgeted allowance. Committee chairperson must approve all vouchers and then forward them to the governor for final approval.
- b) The governor will forward approved vouchers to the treasurer for payment.
- c) No expenses over budget shall be contracted without prior approval of the region board.

## **4. Budget**

- a) The region board shall adopt the biennial budget and review and adjust as necessary.
- b) The biennial budget shall include reasonable allocations that are usual to normal operations of the region and are within the current budgeted income. The budget shall include the D&O insurance required by SIA.

## **5. Dues and Fees**

- a) A region conference fee shall be established by the Governor in coordination with the Conference Coordinator based on the conference budget. The amount shall be published in the call to conference and is payable at the time of registration.
- b) All clubs in Founder Region who have not paid region dues and fees by August 1 for the ensuing club year shall be assessed a late fee as determined by the region board.
- c) All financial obligations to the region shall be waived for clubs chartered from May 1 through June 30.

## **6. Region Delegate Fees**

- a) Within the budget limitations the region may pay all or a portion of the expenses, with substantiating receipts, of the region governor or her designee attending the International Convention.

## **7. Special Accounts**

- a) A fund for the Memorial Grove, interest to accrue from which the principal and interest may be used for future potential capital outlay. Fund may also be used to provide the brunch at the Memorial Grove service.
- b) An account in the name of "S" Club/Sigma Society/Dream It, Be It: Career Support for Girls Fund" will be used to provide "S" Club Awards annually, to provide grants for the establishment of "S" Clubs and Sigma Societies, for special projects, and to provide grants to clubs for Dream It, Be It programs not to exceed \$500. Criteria for such grants are established by the region board. The account shall not be reduced to less than \$3,000.
- c) Member Recruitment/Retention Education Fund shall be used for: leadership training materials; recruitment and chartering expenses of new clubs with approval of the Governor; a club gavel; and presidents and regular member pins for newly chartered clubs in the region.
- d) The Administrative reserve is maintained to ensure long term financial sustainability of the organization by providing a cushion against unexpected events, such as significant loss of dues revenue, or, to meet unfulfilled contractual commitments. The Founder Region Board may authorize expenditures from the reserve and a disclosure of the reason for use of any portion of the reserve must be reported at the annual Founder Region conference. The report must include a strategy statement and timetable for replenishment of the reserve. In order to maintain the reserves at the agreed level, the Budget Committee will review the ratio of reserves to budgeted expenses on a biennial basis and present any suggested change to the Region Board.

## **8. SIA Reporting Requirements**

- a) Copy of contracts over \$10,000 upon execution must be submitted to SIA
- b) Provide annual financial statement and budget to SIA within 60 days after fiscal year-end close.
- c) Submit copy of Directors and Officers Liability Insurance certificate to SIA upon purchase, renewal or upon request.

## **F. Solicitation of Funds**

1. There shall be no cross solicitation of Soroptimist clubs outside of their district on subjects of policy, project promotion or requests for funds without authorization of the region governor and district director. Cross solicitation includes sending of tickets, petitions, or other forms of request for project or fundraising support outside of the district.
2. Region committees' solicitation of clubs' funds require prior approval of the region



board. Non-Soroptimist organizations' solicitation of Founder Region clubs' funds using a Soroptimist endorsement must be approved by the region board.

3. Gifts to Founder Region are to be recognized as an act of giving. The treasurer shall promptly acknowledge the gift by letter.
4. The region treasurer shall properly register with any required governmental agencies in order to seek donations or conduct fundraising from the public.

## **G. Conferences & Meetings**

1. Location. The region will hold the annual conference at a location chosen from a list of sites identified by the region board as suitable for accommodation of a conference; the site shall be identified three (3) years prior to the conference.
  - a) The region secretary shall invite clubs to submit invitations to the region board by February 1 of each year preceding the conference.
  - b) The host club shall be determined by vote of the delegates at the region conference 3 years in advance, effective 2002.
2. Call to conference. A call to conference shall be issued to clubs and distributed as per Appendix C no later than 45 days before the conference. The call shall include, but is not limited to:
  - a) A tentative agenda.
  - b) All proposed amendments and resolutions.
  - c) Invitation to host future conferences.
  - d) Deceased members form for the memorial service.
  - e) In the first year of the biennium, the report of the nominating committee and resumes of the candidates for the nominating committee.
  - f) In the second year of the biennium, the report of the nominating committee and resumes of the region board, district officers and Founder Region Fellowship officers and directors.
  - g) Registration/credentials form that provides registration and meal costs.
  - h) Registration form for Trade Fair participants.
3. Credentials Chairperson. The credentials chairperson shall be appointed by the governor prior to each conference. The chairperson shall verify the credentials of the voting members of the conference and report the number of voting members, both for Founder Region and Founder Region Fellowship. (See Appendix E)
4. Registration Chairperson. The registration chairperson shall be appointed by the governor prior to each conference. The chairperson shall be responsible for all duties related to registration for conference. (See Appendix F)

## **H. Region Conference**

### **1. Governor**

- a) Approves all plans, signs all contracts and sets the program for the conference.
- b) Appoints the conference coordinator, conference treasurer, elections, registration and credentials chairpersons and committees, and other committees as needed.

- c) Establishes the budget in coordination with the region treasurer, governor-elect and the conference coordinator and conference treasurer, if applicable.
  - 1) Lodging: Three (3) nights for the region board, parliamentarian, , conference coordinator and any special guest(s) authorized by the governor; two (2) rooms for three (3) nights to include the conference coordinator, conference treasurer, registration and credentials chairpersons, other members authorized by the governor; and four (4) nights for official visitor.
  - 2) Printing: Approved conference documents such as attendee envelopes, credential cards, ballots, meal tickets, official program, SIA documents and treasurer's reports.
  - 3) Postage and Communication: Any communication relating to the conference with approval of the governor.
  - 4) Rentals: equipment as needed.
  - 5) Meals: region and district winners may be guests of the conference. Other courtesy meals as authorized by the governor.
  - 6) Committees: Election and credentials committee expenses.
  - 7) Decorations: as budget allows.-
  - 8) Memorial Service: Appropriate items as budget allows.
  - 9) Courtesies: May include a gift for official visitor, certificates and other hospitality items.
  - 10) Contingency: A fund to be established for emergencies.
- d) Meets periodically with the conference coordinator and hotel representative to finalize housing costs, meal costs, meeting rooms, and all other physical arrangements.
- e) May appoint a club to host the Memorial Service held on Sunday morning of the conference.
- f) Approve all proposed sales items adhering to SIA regulations.
- g) Serves as mistress of ceremonies at the Saturday night banquet.

## **2. Conference Coordinator**

- a) Functions as liaison between the governor and the host club(s).
- b) Communicate and coordinate all arrangements with the hotel staff which include: special tables as necessary to expedite the program and provide reserve seating; a provision of special areas for registration, elections, and sales; lighted lectern with speaker system; an American flag; water available at meeting functions and at the head table at all times; microphones in at least 2 locations for the delegates, etc. See further details of conference coordinator duties in the conference handbook.
- c) Updates the conference handbook as needed.

## **3. Conference Finance**

- a) Conference treasurer shall:
  - 1) Maintain a special conference checking account. This account should, whenever possible, be interest bearing. Checks should be imprinted as Soroptimist International of the Americas Founder Region Conference. The conference account shall be established at a major banking institution accessible to all areas of the Region.

- 2) Make refunds with approval of the conference coordinator and the governor.
- b) Site Bills: The conference coordinator and conference treasurer shall review each bill presented by the hotel for meals and lodging before payment. Meal accounts shall be verified by the conference treasurer and conference coordinator.
- c) Bills: All bills for approved conference expenses shall be sent to the conference coordinator and conference treasurer for payment. Within 60 days of the close of conference a final financial report shall be forwarded to the region governor and region treasurer with a report of overages. In the event of a conference shortage, after review and approval by the governor and the region board, reimbursement may be issued from general funds.

#### **4. Conference Sites**

- a) Sites are contracted at least 3 years in advance.
- b) The following sites have been approved by the region board:
  - 1) Hilton Hotel, Concord
  - 2) Marriott Hotel, San Ramon
  - 3) Oakland Marriott City Center, Oakland
  - 4) Airport Hilton Hotel, Oakland
  - 6) Hotel locations in Hawaii and Guam
  - 7) Doubletree Sonoma Wine Country, Rohnert Park

#### **5. Memorial Service**

- a) The service shall be a non-sectarian memorial that may include participation by a representative from those clubs who have deceased members being honored at the service.
- b) The memorial service host club shall be advised of the budget allocation and submit a voucher with substantiating receipts at the close of the conference. (See Appendix D)

### **I. District Meetings**

- 1. **Purpose:** The district meeting is held annually in the fall. The meeting is an opportunity to educate members regarding International, Federation, Region, and District activities. It is the forum for district representatives on region committees to assist the clubs in the implementation of the activities of the committees. Inspiration and direction is given by the district director and her selected speaker(s). The program topic for the meeting is determined by the governor and the region board. In the second year of the biennium it is the time at which the director is to receive honor and recognition for her leadership.
- 2. **Findings:** Host Club shall be determined by alphabetical order of clubs in the District. In some instances, multiple clubs/districts will work in collaboration to host district meeting.
- 3. **The District Director shall:**
  - a) Work with the host club(s) to select a site with the approval of the governor.

- At the end of each biennium it is the responsibility of the outgoing District Director to obtain an approved contract for the venue where the next meeting is to be held prior to the end of their term in office.
  - The district director may select the venue as early as October of the year preceding the District Meeting. If a deposit is necessary, the Region would make the deposit and deduct that from the startup funds.
- b) In collaboration with all other district directors, prepare the program and set the budget (with approval of the governor) no later than the August Board Meeting or such date that facilitates a 45 day notice of the first district meeting to be held.
  - c) The registration fee shall be the equivalent of the annual club fee divided by three (delegates from each club).
  - d) An overage from the district meeting is returned to the region. The meeting is to be self-supporting.
  - e) Verify that the District Meeting Financial Report (and overage check, if applicable) is mailed within 30 days of the meeting to the region treasurer with a copy of the report sent to the governor.

#### **4. The host club shall:**

- a) Appoint a chairperson; treasurer/registration chair, and such others as needed to facilitate the meeting.
- b) Handle finances through the club's administrative fund.
- c) Complete the financial report provided by the region treasurer and submit it to the district director. Include copies of source documents, supporting receipts and invoices for expenses. If income exceeds expenses, send a club check for the appropriate amount and supporting documents to the region treasurer.
- d) Coordinate during the second year of the biennium, a recognition gift for the district director.

#### **5. Budget**

- a) Lodging for the governor, district director(s) and other participants identified by the district director(s) and approved by the governor.
- b) Printing for the program, letters of appreciation, and postage.
- c) Decorations.
- d) Rent for the facility and/or equipment.
- e) Meals for the governor, district director(s) and other participants identified by the district director(s) and approved by the governor.
- f) Travel for the governor and district director(s) to and from district meeting.

### **J. Club Officers and Member Training**

1. Purpose: To provide leadership training to club officers and members on an annual basis.
2. Training is offered and conducted by the Region Board and/or Region Committees.
3. Training may be virtual and/or take place at the annual Region Conference and the offshore District Meeting.
4. Registration fees shall apply to training held at Region Conference or the offshore

District Meeting.

5. Fees to be set by the Founder Region board.

## **K. Presidents' Round Tables**

1. Meetings are to be held three (3) times per year after each board meeting, except after Region Conference.
2. The meetings shall be held in each district for club presidents and other club officers. If any of the club officers are not able to attend, the president may appoint a club member to attend the meeting in her or his place. If a club is not represented, the agenda and supporting materials shall be mailed/emailed to the president.
3. The district director is responsible for arranging the place, time, cost (if applicable) and notice of the meeting 30 days in advance. If there are changes to the time and place of the meeting, the district director shall inform the club presidents and/or any attendees within three (3) days prior to the meeting. Presidents' Round Tables are to be self-supporting.
4. At the discretion of the district director, the meeting shall be in any mode of communication that will allow all or the majority of members to be in attendance. (For example: conference calls, on-line meeting services, i.e. Zoom, etc.)

## **L. Other Meetings**

1. A district director and/or a region committee chairperson may call meetings or conference calls as necessary with prior notification given to the governor. In the event a meeting is called by a region committee, the governor-elect and district director of the district where the meeting will be held shall be notified.

## **M. Committees**

- I. In the event of a vacancy the governor shall appoint a new chairperson or member of a committee, except nominating committee members.
- II. If a region committee chairperson or a member of a region committee must take a leave of absence for more than ninety (90) days from their club, they shall resign from said committee. The member must notify the governor within ten (10) days of the club's approval of said leave.
- III. The governor and governor-elect shall be ex-officio members of all committees, except the nominating committee.

### **1. Nominations & Elections**

#### **a) Procedures for Region Officers**

- 1) On or before October 1 of the year preceding the conference, the chairperson of the nominating committee shall invite clubs to suggest names of regular members for consideration by the nominating committee. Clubs shall reply by December 1.
- 2) A transmittal letter explaining the eligibility requirements for the offices to be filled shall be sent to the candidate(s) by December 15. The committee shall determine if the candidate(s) will allow their name to stand and obtain a resume of qualifications and Soroptimist experience. If no candidate accepts the nomination, the committee may contact other Soroptimist as to their willingness to serve and obtain the above

- information from them.
- 3) Members replying in the affirmative must submit a resume of qualifications as requested by the committee by email or by mail for which there is proof of delivery to be received by January 15, and their signature shall attest to understanding the duties of the office.
  - 4) The committee shall review the proposed candidates, submitting all qualified nominees, for each office. By February 1, the chairperson shall submit to the region secretary the official list of nominations, complete with resumes, to be included in the call to conference.
  - 5) Only if no candidate meeting the eligibility requirements will accept nomination may another member (who does not meet eligibility requirements) be selected as a nominee for region or district office.
  - 6) Nominations may be made from the floor no later than one hour before the time set for opening the polls, provided the consent of the nominee has been obtained, the qualifications set forth in these procedures are met, and a resume is provided to the voting body before the polling begins. Resume forms shall be obtained from the nominating committee.

## 2. Region Programs

- a) **Live Your Dream:** Training and Education Awards for Women: A federation and region award of not less than \$500 and a certificate of merit shall be presented annually at the region conference to each district awardee.
- b) **Dream It, Be It:** Career Support for Girls is a federation and region program to provide girls with access to professional role models, career education and the resources to live their dreams.
  - 1) Grants may be provided to clubs for Dream It, Be It programs not to exceed \$500. Grant requests shall be reviewed by the Dream It, Be It Committee and approved by the region board. Criteria for such grants shall be established by the region board. See appendix K.
- c) **Violet Richardson Award:** A region award of not less than \$250 and a certificate of merit shall be presented annually to each district awardee.

## 3. "S" Clubs

- a) "S" Club Committee:
  - 1) The chairperson shall coordinate the region activities of "S" clubs at the direction of the governor. If a "S" Club conference is to be held, the site shall be chosen by the chairperson with approval of the governor and the region board.
  - 2) The "S" Club chairperson shall announce any Barbara Stevenson "S" Club award(s) winner(s) at region conference and the governor shall present the monetary award(s).
- b) Grants may be provided to "S" clubs for special projects, not to exceed \$500. Grant requests shall be reviewed by the "S" Club committee and the region board. Criteria for such grants shall be established by the region board. See Appendix I for the "S" Club Start Up Funds Application  
See Appendix J for the "S" Club Projects Application

#### **4. Laws and Resolutions Committee shall:**

- a) Maintain a current copy of region and Soroptimist International of the Americas bylaws and procedures, and a copy of the Articles of Incorporation of the Region.
- b) Confer with the governor after federation vote as to action taken which impacts region bylaws and procedures, making necessary revisions.
- c) Submit, as requested by the region board, the revised region bylaws and procedures to the region secretary for distribution.
- d) Process proposed amendments and resolutions when submitted by the deadline for region conference consideration, casting them in proper form and order, preparing copy for the region secretary to distribute in the call to conference. The order shall be that of effect on federation bylaws, federation procedures, region bylaws, region procedures, resolutions. In the event of changes to the same section of law, they shall be in order of receipt. Proposed amendments shall be presented by the chairperson at the region conference.
- e) Review each club's bylaws biennially for consistency with higher law. Clubs may use Appendix H as a guideline for writing club bylaws. During the second year of the biennium the committee shall respond in writing with recommendations or corrections. Approval will be given with receipt of corrected copy. Upon approval, the club shall send one copy each to the governor, governor-elect, district directors, and the laws and resolutions chairperson. If a club has a difference of opinion on interpretation with the committee, it may appeal the decision to the region board, whose decision shall be final.

#### **5. Redwood Memorial Grove Committee shall:**

- a) Coordinate the service at the Memorial Grove annually on the second Sunday in June.
- b) Shall include members of District IV clubs.
- c) The Chair shall be appointed by the governor.
- d) Arrange the service including time, music, program with approval of the region governor.
- e) Notice shall be given on or before May 1.
- f) Receive copies of the notice of deceased member by March 31 in order to place their name in the memorial book.

#### **6. Legislative Advocacy Committee shall:**

- a) Coordinate with the governor the topic and presentation for the program held at the conference on Friday.
- b) Coordinate the accumulation and dissemination of information as topics of interest related to our mission and established programs are published.

## **N. Region Emblem**

1. The official emblem of Founder Region shall be circular disc with a bird in flight, and the words, Founder Region Soroptimist International, 1921.
2. Use of this emblem shall be subject to approval of the region board.

## **O. Election of Federation Director**

1. Founder Region is assigned to Electoral Area 10 with Sierra Nevada and Sierra Pacific Regions. Soroptimist International of the Americas is responsible for the nominations and elections procedures.

## **P. Resolutions**

1. Resolutions within the framework of Soroptimist objects and purpose may be submitted for conference action by a club, a region committee, the region board or any of its members, or the Founder Region Fellowship board or any of its members and shall state the name of the club(s), committee, corporate entity, or title of board members.
2. Resolutions which are to be considered at the region conference shall be sent by November 15, as follows: one (1) copy to the chairman of the Laws and Resolutions Committee, one (1) copy to the region governor, and one (1) copy to the region secretary.
3. Upon recommendation of the region board, the Laws and Resolutions Committee shall present to the conference any resolution (other than those involving funds) not sent with the call, but only upon approval by three-fourths (3/4) of that body to consider such resolution.
4. Resolutions regarding recognition or appreciation may be filed at any time with the region board. A resolution of an emergency or timely nature may be submitted to or by the region board at any time, and it shall be at the discretion of the region board whether it is of such nature that it would be submitted for conference consideration even though not included in the call to conference.
5. All resolutions properly filed shall be included in the call to conference.

## **Q. Dissolution**

See: Article XIII Dissolution of Founder Region bylaws.

## **R. Emergency Procedures**

1. In the event of an emergency or disaster, the region board may, by two-thirds (2/3) vote, waive, postpone or reduce the region or district obligations of the club or clubs affected.
2. If an emergency prevents the holding of a conference, the region board and the nominating committee shall determine the procedure for election of officers through an online balloting program, conforming as nearly as possible to requirements of the bylaws.



## **S. Amendment**

1. New procedures and amendments to these procedures may be proposed by the region board or any of its members, a region committee, a club, or any of its members and shall state the name of the club(s), committee, or title of board member.
2. Any amendment, the subject of which has been considered and lost at two (2) conferences, shall not be considered during the succeeding biennium.
3. Amendments shall become effective July 1 unless otherwise stated.
4. These procedures may be amended at any conference by a two-thirds vote provided the proposer has complied with Article XII of Founder Region bylaws.
5. These procedures may be amended at any region board meeting by a two-thirds vote of the board provided that any change which affects club procedures or operations shall not become effective until written notice has been given to each club in the region. Such notice shall specifically set forth the effective date of such change.

Amended Conference, 2007

Amended May 2, 2010 Region Board Meeting

Amended February 2, 2013 Region Board Meeting

Amended November 7, 2015 Region Board Meeting

Amended April 28, 2016 Pre-Conference Region Board Meeting

Amended August 13, 2016 Region Board Meeting

Amended November 12, 2016 Region Board Meeting

Amended November 11, 2017 Region Board Meeting

Amended February 3, 2018 Region Board Meeting

Amended August 19, 2018 Region Board Meeting

Amended May 4, 2019 Pre-Conference Region Board Meeting

Amended August 11, 2019 Region Board Meeting

Amended August 9, 2020 Region Board Meeting

Amended November 7, 2020 Region Board Meeting

Amended August 8, 2021 Region Board Meeting

Amended August 13, 2023 Region Board Meeting

Amended August 2, 2025 Region Board Meeting

## APPENDIX A - REGION AWARDS

1. JULIA "BESS" COMBS MEMBERSHIP INCREASE AWARD is awarded to the club having the largest net growth in regular membership during the year from July 1 through March 31st. This net growth is not to include that of a newly chartered Soroptimist club sponsored by the club. Net growth is understood to mean increase above and beyond current regular membership minus those who resign or regular membership terminated for other reasons. This award is presented by the Membership Committee at the Founder Region conference. The winner is determined by the records of the Founder Region treasurer. The original award was donated by Past Governor, Southwestern Region, Julia "Bess" Combs.
2. "S" CLUB OUTSTANDING SENIOR AWARD is an award used for the sole purpose of honoring outstanding high school senior members of "S" clubs of Founder Region. Nominations for this award are submitted by clubs with the selection to be made by the "S" Club committee. The dollar amount of the award is not less than \$250. The number of awards is to be determined by the region board. All contributions to this fund received by the region treasurer shall be added to the principal. The winners are announced at the Founder Region Conference and are introduced by the chairperson of the region "S" club committee at the region conference where they receive their monetary award from the governor.
3. LIVE YOUR DREAM: EDUCATION AND TRAINING AWARDS FOR WOMEN (LYD). One applicant from each district will be awarded not less than \$500 annually at the region conference. The LYD chairperson is responsible for receiving nominations from the districts and arranging for three outside judges to determine the region winner. The chairperson shall introduce the district awardees at the region conference and the governor shall present the monetary awards from the region and the federation. The Region winners' application is then forwarded to the federation-level for further consideration.
4. VIOLET RICHARDSON AWARD (VRA) One applicant from each district will be awarded not less than \$250 annually at the region conference. The VRA chairperson is responsible for receiving nominations from the districts and shall introduce the district awardees at the region conference and the governor shall present the monetary awards from the region.
5. POWER OF EIGHT (8) The Power of Eight (8) Award is an award that recognizes clubs who have retained at least 90% or more of their membership from July 1<sup>st</sup> to June 30<sup>th</sup> each year. The award supports our strategic plan goal to have clubs retain 90% of their membership each year. A certificate is presented at the district meeting each fall to each club that meets the goal of at least 90% retention.

## **APPENDIX B**

### **New Clubs – Charter Process**

1. A club, the Membership Committee, or the Region may vote to sponsor a new club. Once a club or the Membership Committee has voted to sponsor a new club, then the region board shall be notified in writing.
2. The sponsoring club, the committee, or the region may request a grant to cover the expenses entailed in the chartering process. The grant is funded by the Founder Region Membership fund. The grant may be used for expenses involved in organizing the new club. The amount of the extension grants will be determined by the Founder Region Board. A financial report is to be filed with the governor listing all expenses, within thirty (30) days of the charter, refunding any balance of the grant. Prior to the Board granting any funds to a sponsoring club, it will be determined that they have acquired SIA's "New Club Building Resources", so they understand the process, requirements and time lines for chartering a new club.
3. Once the club is ready to be chartered, approval must be received from SIA. Once approval is received from headquarters, then the proposed date of the charter and the charter party program shall be approved by the governor. Invitations to the charter party are distributed by the region secretary. (See Appendix C., A GUIDE FOR DISTRIBUTION TO SOROPTIMIST MEMBERS).

## **APPENDIX C**

### **A GUIDE FOR DISTRIBUTION TO SOROPTIMIST MEMBERS**

CALL TO CONFERENCE  
CHARTER PARTY NOTICES  
CONFERENCE PROCEEDINGS

Distribute to: Region Board  
Parliamentarian  
Clubs of the Region  
Past Governors  
Fellowship Board  
SIA Headquarters & Official Visitor

### **CALL TO DISTRICT AND LEADERSHIP MEETINGS**

Distribute to: Region Board  
Parliamentarian  
Clubs of the District  
Past Governors  
Fellowship Board  
Region Committee Chairperson

REGION BYLAWS AND PROCEDURES  
REGION ROSTER

Distribute to: Region Board  
Parliamentarian  
Clubs of the Region  
Past Governors  
Fellowship Board  
Region Committee Chairpersons

### **SIA REQUIREMENTS**

Budget  
Insurance  
Contracts over \$10000  
Profit & Loss

## APPENDIX D

### MEMORIAL TRIBUTE TO DECEASED SOROPTIMISTS

NOTE: This text was adopted by the conference body in 1979 as a "GUIDE" only. Individual situations may require tailoring to the needs of each person. Update 2020: The official SIA "S" logo was adopted in 2004 and the use of the emblem was discouraged at the club level

We, the members of Soroptimist International of \_\_\_\_\_ are gathered here today to pay loving tribute to our member and friend \_\_\_\_\_. Though she has passed from this earthly place, the fond memories of her will continue in our hearts.

As a member of Soroptimist International of \_\_\_\_\_, (member name) joined with over 100,000 women worldwide in the promotion of service to her community, her country and the entire world.

Our emblem, adopted shortly after our founding in Oakland, California in 1921, symbolizes the high regard we hold for achievement. The central figure is of a woman with her arms raised upward in a gesture of freedom. She is holding our name, derived from two Latin words "Soro" and "Optima", translated to mean "best for women". Oak leaves and acorns symbolizing strength are to the right and the leaves of the laurel representing victory and achievement are to the left. Truly, \_\_\_\_\_, in her life on earth strived to help in many ways to create the best for others.

Service is our only objective. We eulogize \_\_\_\_\_ as a woman who chose high ideals and standards to live by. She was devoted to the highest ideals of friendship, understanding, human dignity and service. Through her service, \_\_\_\_\_ contributed much in the areas of \*\*\*\* (list offices held, favorite areas of service and special achievements).

Through this service, we, in our own small way, help our fellow human beings. In joining with her fellow members, \_\_\_\_\_ added to the enrichment of many lives in our community through service to children and youth, families and the elderly. Many people, who probably never knew her name, were touched by these wonderfully good deeds. She was an interested person, thinking always of ways to improve life and above all else responded to human hungers of mind and spirit.

A Soroptimist has been described by Mildred B. Berry, herself a Soroptimist from Birmingham, England, in the following manner:

A Soroptimist is an International figure embodying  
efficiency with humanity to soften it;  
Duty with grace to perform it;  
Wisdom with humor to flavor it;  
Success with modesty to shroud it;  
Understanding with experience to express it;  
And, above all, infinite kindness with  
generosity to distribute it.

Our pledge symbolizes our commitment: (May be read in unison with members present)

*I pledge allegiance to Soroptimist, and to the ideals for which it stands:*

*The Sincerity of Friendship*

*The Joy of Achievement*

*The Dignity of Service*

*The Integrity of Profession*

*The Love of Country*

*I will put forth my greatest effort to promote, uphold and defend these ideals for a larger fellowship in home, in society, in business, for country and for God.*

On this solemn occasion we have renewed our pledge, for it was these ideals that drew us together. Let them serve to commend our friend.

To the family and many friends, we extend our sincere sympathy. We thank you for sharing \_\_\_\_\_ with us. Though gone, she will not be forgotten. We are the richer for having had her among us, to share with us, laugh with us and be a part of our lives. May her good deeds inspire us to continue our search for greater service.

(If the family requests a reading of a favorite quotation, or a favorite Bible verse, it could end the service, preceded by "The family has requested this favorite (verse, quote), which means so much to \_\_\_\_\_. I would like to close with these special thoughts.)

## APPENDIX E

### CREDENTIALS PROCEDURE

The Credentials Committee, appointed by the governor shall provide delegate cards at conference to those pre-registered as delegates or alternates. The Credentials Committee shall prepare a roster of delegates registered, listed alphabetically by club in each district, with the names of officers whose membership is within that district at the top of the list. They shall be validated, by the region treasurer, for their status as a member in good standing regardless of the membership type.

At conference, each delegate shall register with the Credentials Chairperson in order to receive their delegate card for voting.

The first credential report of the conference, which can include registrations only to such an hour as will enable the chairperson of the Credentials Committee to present the first credentials report, which is the first item of official business of the conference. The chairperson concludes the report by stating: "On behalf of the committee, I move the roll of delegates hereby submitted be the official roll of the voting members of the conference." She then hands her report to the governor who calls for a vote on the credentials report.

Supplementary reports are presented at the beginning of each business session and as requested by the governor. These reports shall reflect changes caused by additional registrations or by departure of delegates. Upon presentation of the report the chairperson concludes by stating: "On behalf of the committee, I move the revised roll of delegates hereby submitted be the official roll of the voting members of the conference."

The Credentials Committee shall send the validated roster of delegates registered to the Election Committee. This list will need to be updated as changes in delegate registration occur.

SAMPLE FORM:    Credentials Report No. \_\_\_\_\_    Date    \_\_\_\_\_

Clubs in Founder Region	_____
Clubs Eligible to Vote	_____
Clubs Not in Good Standing	_____
Clubs Registered	_____
Total Voting Clubs	_____
Delegates Registered:	
Region Officers	_____
District Directors	_____
Club Delegates	_____
Total Delegates	_____
Quorum for session (50% + 1)	_____
Credentials Chair	_____

## APPENDIX F

### REGISTRATION CHAIR

#### Prior to Conference

- A. Receives registration forms for all members attending the conference from the Conference Treasurer. Registrations should come from the club, not from individuals; however, there are occasions when an individual, especially a past Governor or other region Governors will register separately.
- B. A list of complimentary meals, including guests, will be provided by the conference coordinator.
- C. Use the Excel (preferred) spreadsheet provided to keep track of the registrations so that information can be sorted in a variety of ways, based on the data needed (a USB prepared by the previous registration chair is to be included in the items provided to the conference coordinator. Likewise, it is to be passed on successively.)
  - 1. Registration Chair will be asked to provide the following information to the conference coordinator:
    - a. Number registered for each meal
    - b. Total number registered
    - c. Names of clubs registered
- D. Coordinate with the Credential Chair for the delegate count.
- E. There will undoubtedly be changes during the week prior to conference – so be prepared to make adjustments to documents as needed.
- F. Requests for refunds are at the discretion of the Governor and all refunds are done after conference – all requests for refunds should be directed to the conference coordinator.

#### During Conference

- G. Work with club member (registration committee) Friday through Sunday to register attendees.
  - 1. Registration times: Friday 8 am -6 pm; Saturday 7:30 am – Noon: Sunday 7 am - 9 am. (Note Registration desk is closed during business sessions).
  - 2. Heaviest traffic will be Friday and Saturday mornings, Friday late afternoon.
  - 3. It will be helpful to have a lap top and printer available for last minute changes.
  - 4. Region and Fellowship board members will need their registration packets on Thursday.
- H. Registration Chair will give an attendance report on Sunday during the brunch, usually after all the awards have been presented (See Attendance For



**ATTENDANCE REPORT**

DATE	_____
International Officers	_____
Federation Officers	_____
Region Officers	_____
District Directors	_____
Fellowship President	_____
Fellowship Directors	_____
Club Delegates	_____
Other Soroptimists	_____
Guests	_____
Total in Attendance	_____

## **APPENDIX G**

### **FOUNDER REGION ELECTION PROCEDURES**

#### **PERSONNEL:**

The governor appoints the Elections Chairperson, committee and, one teller from each district. All tellers should remain in a specified area or room until the elections results are announced to the conference body. Confidentiality of voting procedures and results must be maintained by all members of the Election Committee.

#### **ROOM ARRANGEMENTS:**

The election room should have an entrance and an exit door. Tables at which delegates may register should be arranged across the front of the room close to the entrance door. Other tables should be placed behind the registration area for voting. Ballot boxes (boxes with lids with a slot for ballots) are to be placed near the exit door. Additional supplies as needed to amend the ballots, such as, computer, printer, pens, pencils, hole punch and stapler.

#### **BALLOTS:**

Ballots shall have candidates' names listed in alphabetical order for each position being elected. There must be one line to provide for write-ins for each office. The ballots are duplicated on paper of the color assigned to each district.

Voting shall be by ballot unless there is only one candidate for office; in such event voting shall be by voice vote.

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.

#### **DELEGATE ROSTER:**

The roster of delegates shall be prepared upon close of registration on Friday. Make several copies of each district roster. Region board members vote within their district and their names appear at the top of each roster, with clubs following in alphabetical order. The total number of eligible voters in each district is determined by the Credentials chairperson from those registered, in attendance and eligible to vote.

#### **VOTING PROCESS:**

When polls open, two persons stand at the entrance door to verify name tags and credential cards, directing each person to their district registration area. Tellers serve to register each delegate on the roster of credentialed delegates for their district, punch the voting card, hand out a ballot and direct them to the balloting area. One person directs the placement of ballots in the ballot boxes and gives directions to the exit door.

Ten minutes before the close of polls, the Elections chairperson checks the voting roster and sends a list of those who have not voted, by district, to the governor.

## BALLOT COUNTING:

1. Blank ballots are ignored.
2. If a blank and a filled-out ballot are folded together the blank is ignored and the filled-out ballot counted for each candidate.
3. If two or more filled-out ballots are folded together, they are ignored and counted as one illegal ballot.
4. If more than one candidate is checked for a given office that particular section is counted as an illegal vote.
5. Unintelligible ballots are treated as illegal.
6. If a delegate leaves one or more choices blank on the ballot, any spaces filled in are to be counted.

When counting the ballots, assign two persons per district:

One person counts and the other one tallies.

Reverse roles and check the results.

If there is a discrepancy, recount.

All legal and illegal ballots are counted in the total vote to compute the majority needed to elect.

## APPENDIX H

# SAMPLE FORMAT FOR CLUB BYLAWS

## **SOROPTIMIST INTERNATIONAL OF (INSERT NAME OF CLUB)**

(INSERT NAME OF 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 **(insert club name)**.

Section 2. The territorial limits of this club shall be that territory designated as **(insert name of 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. 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 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 (insert membership types) 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 meeting.

Section 3. Admission to membership.

(Include provisions for how members are accepted in the club and when membership becomes effective.)

Section 4. Termination of Club Membership

(If the club has procedures for termination of club membership, include them in this section.)

Section 5. Leave of absence.

(If the club has adopted leave of absence rules, include them in this section or in Section 4.)

Section 6. Honorary recognition.

(If the club has adopted special honorary recognition procedures, include them here. This may include recognition of long standing members as determined by the club.)

## ARTICLE IV

### Officers

Section 1. Elected Officers.

(The officers shall be a president, secretary, treasurer, and such additional officers and/or directors as the club may provide.)

Section 2. Eligibility.

(Include any eligibility requirements for holding office.)

Section 3. Term of Office.

(Elected officers shall hold office for \_\_\_year(s) beginning (month and day) or until their successors are elected. They shall be eligible for no more than \_\_\_\_\_ consecutive years in the same office.

Section 4. Removal from Office.

(If the club has procedures for removal of officers from office, include them here.)

Section 5. Vacancy in Office.

(If the club has procedures for filling vacancies in office, include them here.)

Section 6. Duties.

(If the club has procedures for specific duties for their officers, include them here. Otherwise, this can be a simple generic statement that, "Officers shall perform the duties provided in these bylaws and such other duties as prescribed for the offices in the adopted parliamentary authority." Also include a provision for bonding of treasurer, if the club has such a requirement.)

## ARTICLE V

### Nominations and Elections

#### Section 1. Nominating Committee.

(If the club uses a nominating committee, include how the committee will be constructed; whether elected or appointed; and any specific duties, such as when it reports.)

#### Section 2. Election.

(Include procedures for conducting the election and the vote required to elect.)

## ARTICLE VI

### Meetings

#### Section 1. Regular meetings

Unless otherwise ordered by the club, regular meetings will be held on (when) at (where). (Clubs shall hold a minimum of one meeting each month except during regularly scheduled vacation periods of the club. Time the meeting is to be called to order should be in the standing rules.)

#### Section 2. Regular business meetings

(If the club designates a particular regular meeting as its business meeting, include that designation here. Also, if the club adjourns for summer months, include the inclusive dates of adjournment here.)

#### Section 3. Special meetings.

Special meetings may be called by the president and shall be called upon the written request of at least \_\_\_\_\_ active members of the club. At least \_\_\_\_\_ hours notice (personal, written, or telephoned) shall be given each member. The business to be transacted at any special meeting shall be limited to that noticed in the call.

#### Section 4. Annual meetings.

(Include the regular business meeting which has been designated as the annual meeting for the purpose of receiving reports of officers, board of directors, and committees and for any other business that may arise.)

#### Section 5. Quorum.

(Include the quorum established for the meetings of the club.)

## ARTICLE VII

### Board of Directors

#### Section 1. Composition.

(Include listing of those who constitute the board of directors. This should only include those who have a vote on the board. Others who attend the meeting as advisors, such as the parliamentarian, may also be listed in this section in a separate sentence.)

#### Section 2. Duties.

(This can be a simple statement that between business meetings of the club the board has administrative authority over the affairs, funds, and property of the club, except that of modifying any action taken by the club.)

#### Section 3. Regular Meetings.

(Include when and where regular meetings will be held.)

#### Section 4. Special Meetings.

Special meetings may be called by the president and shall be called upon the written request of at least \_\_\_\_\_ members of the board. At least \_\_\_\_\_ hours notice (personal, written or telephoned) shall be given. The business transacted at any special meeting shall be limited to that noticed in the call.

#### Section 5. Quorum.

(Include the quorum that has been established for board meetings.)

### ARTICLE VIII

#### Committees

Section 1. (List standing committees if the club chooses to have them.)

#### Section 2. Responsibilities.

(This can be a generic statement that committee shall perform the duties set forth in these bylaws and such other duties as directed by the president, the board, or as prescribed in the parliamentary authority. It is not necessary to detail specific duties of each committee in the bylaws, unless the club wishes to do so.)

### ARTICLE IX

#### Dues, Fees and Assessments

Section 1. Fiscal Year. The fiscal year shall be (month and day) through (month and day).

#### Section 2. Annual Dues and Fees.

(The club can: 1) Include annual total dues and any additional fees and DATE due so that the members will know exactly what their financial obligations are; 2) make a notation that dues are due on (DATE) and point members to where the current dues/fees can be found in other club documents; or 3) state that club dues are xx and fees are xx, plus applicable international, federation, and region dues.)

#### Section 3. Assessments.

(If the club has adopted procedures for assessing their members periodically, the authority to do so should be included here. Actual assessment amounts may be included in the club's standing rules.)

### 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, (name of region) bylaws and standing rules, or the SIA bylaws and procedures.

### ARTICLE XI

#### Amendments

(Include procedure for amending the bylaws. This should include as a minimum previous notice of a proposed amendment and two-thirds vote to adopt a proposed amendment.)

### 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.

*(Prepared from the Sample Format for Converting Club Procedures to Bylaws by Kay Scheld PRP, July 1998 – revised by Leigh Wintz, PRP, October 2002; revised SIA Headquarters January 2015)*



## APPENDIX I

### Application for “S” Club Start-up Funds

Founder Region has a special fund designated for “S” Clubs. The money is collected each year from clubs in the region. This money is designated for “S” Club Awards at conference, to help start “S” Clubs, and to help “S” Clubs with girl-focused projects. Founder Region Procedures state that up to \$500.00 can be granted for start-up costs, which could include promotional materials, refreshments for recruiting events, charter parties, t-shirts, pins and other costs associated with starting up an “S” Club. Applications will be reviewed by the Founder Region Board and “S” Club Committee. Please allow 60 days for approval process.

***To request funds to start an “S” Club, please provide the following information:***

Club Name \_\_\_\_\_

Contact Person Name: \_\_\_\_\_ Contact Phone: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Is this for: ☐ new “S” club? ☐ re-establishing a former “S” club? Is

there approval from the school district? Yes ☐ No ☐

What is the name of the school and location? \_\_\_\_\_

Is there an advisor in place? Yes ☐ No ☐ What is the advisor’s name & position at the school? \_\_\_\_\_

How many students are committed to join the club? \_\_\_\_\_

How many club members are committed to mentoring the “S” club members? \_\_\_\_\_

Is there a line item in the club budget to continue helping the “S” club? Yes ☐ No ☐ If not, will you put it in future budgets? Yes ☐ No ☐

Has your club voted and approved the sponsoring of an “S” club? Yes ☐ No ☐

How much money are you requesting? \_\_\_\_\_

How do you plan to use the funds? \_\_\_\_\_

What is your timeline? \_\_\_\_\_

---

Submitted by:

President \_\_\_\_\_ Club Name: \_\_\_\_\_

(President of club must sign)

Date Submitted: \_\_\_\_\_

## APPENDIX J

### Application for “S” Club Projects

Founder Region has a special fund designated for “S” Clubs. The money is collected each year from clubs in the region. This money is designated for “S” Club Awards at conference, to help start “S” Clubs, and to help “S” Clubs with girl-focused projects. Up to \$500.00 can be granted for girl-focused projects. Applications will be reviewed by the Founder Region Board and “S” Club Committee. Please allow 60 days for approval process.

***To request funds to help with an “S” Club Girl-Focused Project, please provide the following information:***

“S” Club Name \_\_\_\_\_

Contact Person Name: \_\_\_\_\_ Contact Phone: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Is this for: ☐ new project? ☐ existing project?

What is your project? (*Briefly describe your project*)

What is the timeline for your project?

What is the purpose or goal of your project?

Who will benefit from your project?

How many club members will be involved in your project?

How many Soroptimist members will be involved in your project?

How much money are you requesting?

Will your sponsoring Soroptimist club contribute to your project?

What is the budget for your project?

How will you publicize your project?

If your club is provided a grant, you will be asked to complete a summary report of your project outcome within 30 days of the completion of your project.

Submitted by:

President \_\_\_\_\_ “S” Club Name: \_\_\_\_\_  
(President of “S” club must sign)

“S” Club Advisor \_\_\_\_\_  
(“S” Club Advisor must sign)

Date Submitted: \_\_\_\_\_

## APPENDIX K

### Application for Dream It, Be It Grant

Founder Region has a special fund designated for club Dream It, Be It Projects. The money is collected each year from clubs in the region. Founder Region Procedures state that up to \$500.00 can be granted to a club for their Dream It, Be It project. Only one grant can be received per project. Funds are limited but a one-time renewal may be granted if the project is expanded. Clubs are not eligible if they receive a Soroptimist Club Grant for Women and Girls for their Dream It, Be It project in the same year. Applications will be reviewed by the Dream It, Be It Committee and approved by the Founder Region Board. Please allow 60 days for this approval process.

***To request a Dream It, Be It Grant, please provide the following information:***

Club Name \_\_\_\_\_ DI, BI Chair \_\_\_\_\_

Contact Name: \_\_\_\_\_ Contact Phone: \_\_\_\_\_

Contact Email: \_\_\_\_\_ Date(s) of Project: \_\_\_\_\_

Is this for: ☐ new DI, BI Project? ☐ or existing DI, BI project?

Please mark which type of event you are planning? One Day Event: \_\_\_\_\_ Multiple Sessions: \_\_\_\_\_

How many girls do you plan on serving? \_\_\_\_\_ (Minimum of 8 girls required)

How many club members are committed to participating? \_\_\_\_\_

Will you be inviting other Soroptimist clubs to participate? YES \_\_\_\_\_ NO \_\_\_\_\_

If yes, what other clubs are participating? \_\_\_\_\_

How many session of the DI, BI Curriculum do you plan on using? \_\_\_\_\_  
(At least 3 sessions are required to receive this grant)

Is there a line item in your club budget to help fund this project? Yes \_\_\_\_\_ No \_\_\_\_\_

If not, will you budget for future DI, BI Projects in the future? Yes \_\_\_\_\_ No \_\_\_\_\_

What is the total cost of the project? \_\_\_\_\_ How much money are you requesting? \_\_\_\_\_

How do you plan to use the funds? \_\_\_\_\_

Submitted by:

President \_\_\_\_\_ Date Submitted: \_\_\_\_\_

(President of club must sign)

**Please submit application to Jackie Arnold, Dream It, Be It Chair.**  
**1266 Taylor Ave. Vallejo, CA 94591\* Cell: 707-631-1147\* [jarnoldnow@gmail.com](mailto:jarnoldnow@gmail.com)**

## APPENDIX L

### Region Board Agreements:

The Leadership Commitment Agreement, Code of Conduct Agreement and the Confidentiality Agreements are to be read, understood and signed by Region leadership annually.

### REGION LEADERSHIP COMMITMENT

#### SOROPTIMIST INTERNATIONAL OF THE AMERICAS®, INC.

#### **REGION LEADERSHIP COMMITMENT**

I acknowledge that as a member of the Region Board of Governors, or one of its committees (region leadership), I am subject to and bound by certain policies applicable to all who serve in such positions. I have received copies of the following documents, read and understand them, and agree to abide by them during (and to the extent applicable, after) my tenure with SIA:

1. Code of Conduct – I agree to conduct myself in an ethical and businesslike manner and to comply with the Region Board's Code of Conduct.
2. Confidentiality – I confirm that all non-public, confidential information I receive in my capacity as a member of the Region Board of Governors, or one of its committees (region leadership) should be treated as confidential information that may not be disclosed to others unless and until such disclosure is authorized by SIA. I further acknowledge that this duty to keep information confidential applies to both written and oral information, whether obtained at a formal meeting or otherwise. For example, improper disclosure includes both intentionally revealing confidential information in writing or orally to an unauthorized person, as well as inadvertently copying or forwarding an e-mail, text or other electronic message or speaking aloud so that an unauthorized person sees or overhears confidential information. I understand that any breach of Region Board confidentiality on my part may result in my immediate removal from the Region Board.
3. Conflict of Interest – I confirm that I do not now have any possible conflict of interest. I agree to disclose to the Region Board any possible conflict of interest which may arise subsequent to the date of this commitment and to submit regular statements upon request confirming or disclosing such information in accordance with the Region Board's procedure on Conflicts of Interest. I understand that my fiduciary duty of loyalty to SIA and the Region requires me to tell the Region Board in advance about anything in which I am involved that could possibly conflict with the interests of the Region or SIA.
4. Whistleblower Policy/Reporting Financial Improprieties – I agree to disclose any possible financial improprieties made by a volunteer(s) in the region where I have first-hand knowledge. I agree to submit a report in writing as soon as possible after the events that gave rise to the situation. I agree not to retaliate against or penalize anyone because of the act of reporting.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## ***REGION LEADERSHIPS' CODE OF CONDUCT***

The region board expects of itself, its members and committee members (region leadership) ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as region leadership.

1. Region leadership must represent unconflicted loyalty to the interests of the clubs and the members (ownership). This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any region leadership acting as an individual consumer of the organization's services.
2. Region leadership must avoid any conflict of interest with respect to their fiduciary duty of loyalty to the Region and SIA which requires me to tell the Region Board in advance about anything in which I am involved that could possibly conflict with the interests of the Region or SIA.
  - A. There must be no self-dealing or any conduct of private business or personal services between any region leadership and the organization except as procedurally controlled to assure openness and competitive opportunity.
  - B. To be considered for any business or other arrangement with the Region, such as a contract for goods or services, s/he must temporarily withdraw from any deliberation, voting and access to applicable information. (See Conflict of Interest procedure)
3. Region leadership may not attempt to exercise individual authority over the region or clubs except as explicitly set forth in region bylaws.
  - A. Region leaderships' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any region leader to speak for the region board.
4. Concerns about Region leaders whose conduct may be subject to possible region board action should be sent to the region board governor, with copies to the executive director and federation president. Administrative concerns should be sent to the executive director, with copies to the federation president.

## ***REGION LEADERSHIPS' CONFIDENTIALITY***

It is understood that non-public, confidential information coming before members of the region board, its members and committee members (region leadership) should be treated as confidential and should not be disclosed to others unless and until such disclosure is authorized by the authorizing party, may it be the SIA Board, region board or region governor. The duty to keep information confidential applies to both written and oral information, whether that information is obtained at a Region Board meeting, or otherwise. Further, it is recognized that some matters that come before the region leadership can or will significantly affect the personal or professional lives of SIA and its leadership, employees or their family members.

Region leadership will therefore take particular care not to disclose any confidential information in the course of conversations with others, whether at home, at work, or in the community. For example, improper disclosure includes both intentionally revealing confidential information in writing or orally to an unauthorized person, as well as inadvertently copying or forwarding an e-mail, text or other electronic message or speaking aloud so that an unauthorized person sees or overhears confidential information. Any breach of confidentiality by a region leader may result in immediate removal from the Board.

To affirm their understanding of the region leadership's confidentiality each year, region leaders will sign the *Acknowledgement of Confidentiality*, the text of which is shown below. The signed document will be kept on file by the region.

### **Acknowledgement of Confidentiality**

I hereby acknowledge that all non-public, confidential information I receive in my capacity as a member of the region leadership of Soroptimist International of the Americas, Inc. ("SIA"), should be treated as confidential information that may not be disclosed to others unless and until such disclosure is authorized by the authorizing party, may it be the SIA Board, region board or region governor. I further acknowledge that this duty to keep information confidential applies to both written and oral information, whether that information is obtained at a region board or committee meeting, or otherwise.

I also recognize that some matters that come before the region leadership can or will significantly affect the personal or professional lives of SIA and its region leadership, employees or their family member(s). I will take particular care, therefore, not to disclose any confidential information in the course of any conversations with others, whether at home, at work, or in the community. In addition, I will not use confidential information for personal or professional gain for me or any person or entity affiliated with me.

Finally, I expressly acknowledge that any breach of confidentiality on my part may result in my immediate removal from my region leadership position.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print name: \_\_\_\_\_

## ***REGION LEADERSHIPS' CONFLICT OF INTEREST***

<b>STATEMENT</b>	Region board, its members, committee members and employees ("Persons") will act in a manner to put the interests of Soroptimist International of the Americas, Inc. ("SIA") before any personal benefit.
<b>PURPOSE</b>	The purpose of the Conflict of Interest is to ensure that decisions about SIA's region operations and the use of SIA's region assets are made solely in terms of benefit to SIA and are not influenced by any private profit or other personal benefit to the individuals affiliated with SIA's region who take part in the decision. In addition to actual conflicts of interest, Persons are also obliged to avoid actions that could be perceived or interpreted in conflict with SIA's region interest.
<b>SCOPE</b>	"Persons" shall mean and include region board, its members, committee members and employees of the region.
<b>DEFINITIONS</b>	<p>"Involved in an SIA (region or club) business transaction" means initiating, making the principal recommendation for, or approving a purchase or contract; recommending or selecting a vendor or contractor; drafting or negotiating the terms of such a transaction; owning an interest of any type in any entity doing or proposing to do business with SIA; or authorizing or making payments from SIA accounts. That language is intended to include not only transactions for SIA's products or procurement of goods and services, but also for the disposition of SIA property and the provision of services by SIA.</p> <p>A "possible conflict of interest" is deemed to exist where the Person, a close relative, or a member of that Person's household, is an officer, director, employee, proprietary partner, shareholder or trustee of, or, when aggregated with close relatives and members of that Person's household, holds 1% or more of the issued stock or other ownership interest in the organization seeking to do business with SIA.</p> <p>A "possible conflict of interest" is also considered to exist where such a Person is (or expects to be) retained as a paid consultant or contractor by an organization which seeks to do business with SIA, and whenever a transaction will entail a payment of money or anything else of value to the official, to a close relative, or to a member of that Person's household.</p> <p>A "possible conflict of interest" exists when an individual affiliated with SIA has an interest in an organization which is in competition with a firm seeking to do business with SIA if the individual's position gives him or her access to proprietary or other privileged information which could benefit the firm in which he or she has an interest.</p> <p>The foregoing descriptions are merely examples of possible conflicts of interest and are not intended to be an exhaustive list.</p>



**IMPLEMENTATION** Any Person who may be involved in an SIA business transaction in which there is a possible conflict of interest shall promptly notify the Governor or Executive Director. The Person shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way in the matter. The Person (if serving on the region board or region board committee) may not vote with respect to an SIA business transaction in which he or she has a possible conflict of interest. Furthermore, the Person or the Governor shall disclose a potential conflict of interest to the other members of the region board or region board committee before any vote on an SIA business transaction, and such disclosure shall be recorded in the minutes of the meeting at which it is made.

Any SIA business transaction which involves an actual or potential conflict of interest with a Person shall have terms which are at least as fair and reasonable to SIA as those which would otherwise be available to SIA if it were dealing with an unrelated party.

The Conflict of Interest shall be made available to each Person who shall complete the attached questionnaire on an annual basis.

**QUESTIONNAIRE** From time to time, SIA shall circulate questionnaires about conflicts of interest to Persons, including upon commencement of service on the region board, region board committee or employment and at least annually thereafter.

# **SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.**

## **Conflict of Interest Questionnaire**

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Soroptimist International of the Americas, Inc. ("SIA") believes that region board members, region board committee members and employees ("Persons") should deal with customers, agents, suppliers and all other persons doing business with SIA without any inference or preference based on personal considerations. In order that SIA's records may be clear in this respect, please fill out this questionnaire and return it promptly in a sealed envelope to the attention of the Region Governor.

In responding to these questions, please note that a "yes" answer does not imply that the relationship or transaction is necessarily inappropriate.

1. Are you or is any close relative of yours or any member of your household an officer, director, or hold any other position of responsibility in any corporation or other enterprise with which SIA has business dealings?

Yes \_\_\_\_\_ No \_\_\_\_\_

If the answer to the foregoing question is "yes," please list the names of such relatives or members of your household and of such corporations or enterprises, the positions held and the approximate dollar-amount of business involved with SIA last year.

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2. Do you, or does any close relative or member of your household have a financial interest in, or receive any remuneration or income from, any enterprise with which SIA has business dealings?

Yes \_\_\_\_\_ No \_\_\_\_\_

If the answer to the foregoing questions is "yes," please supply the following information:

(a) Names of the enterprises in which such interest is held and the person(s) by whom such interest is held:

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(b) Nature and amount of each such financial interest, remuneration or income:

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3. Have you or has any close relative or member of your household accepted personal gifts or gratuities or derived any other benefit or pecuniary profit during the past year from any person, company, partnership or other enterprise (including a non-profit organization), which has sold supplies, products or services to, or otherwise has done business with SIA?

Yes \_\_\_\_\_ No \_\_\_\_\_

4. Were you involved in any other activity during the past year that might be interpreted as a possible conflict of interest?

Yes \_\_\_\_\_ No \_\_\_\_\_

If "yes," please describe:

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In order to assure full disclosure of potential conflicts of interest so that such situations may be ethically resolved, and to ensure that SIA is aware of the elimination of a potential conflict of interest situation, I hereby assume the duty of notifying SIA in writing of any additions to, deletions from, or modifications of the above information.

Further, I certify that the foregoing information is true and complete to the best of my knowledge.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Received by Region Governor

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

## **WHISTLEBLOWER POLICY/REPORTING FINANCIAL IMPROPRIETIES**

SIA is committed to operating in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its region volunteers. This policy outlines a procedure for region volunteers to report actions they reasonably believe violates a law, rule, or regulation that constitutes fraudulent accounting or other practices.

Region volunteers include the region board, and all volunteers of the region. If region volunteers have reasonable belief or actual knowledge that financial misconduct has or is occurring within the region, they are to report their concerns to protect the assets and interests of the SIA region. Any expenditure of the region's resources that is inconsistent with its charitable purposes constitutes misuse; e.g. embezzlement, misappropriation of goods, services, or resources; diversion of assets; forgery or alteration of documents; fraudulent financial reporting; stealing; conflict of interest situations that result in financial loss; violation of SIA financial policies for personal gain.

Region volunteers can confidentially report alleged improprieties in writing to the region governor, SIA executive director & CEO and SIA President. If for any reason a region volunteer finds it difficult to report his or her concern to the region governor, SIA executive director & CEO or SIA President, the region volunteer can submit the report in writing to the SIA board Secretary/Treasurer with copies to the SIA President or SIA executive director & CEO or SIA Chief Operating & Financial Officer. The report should be written as soon as possible after the events that gave rise to the situation.

The person receiving the report shall acknowledge receipt of the report in writing and conduct a preliminary review to determine the appropriate course of action. If it is determined a formal investigation should be conducted, the matter will be turned over to the region governor or if concerning the region governor, turned over to the SIA executive director & CEO and SIA President. Upon completion of the investigation, the findings will be reported to the SIA board and region board. Based upon this report, the SIA Board will determine what additional action, if any, should be taken.

Any region volunteer who reports a problem in good faith will not be retaliated against or penalized because of the act of reporting. Region volunteers found to have engaged in retaliatory behavior may be subject to discipline. Knowingly making false reports will result in disciplinary action.