

SOUTH ATLANTIC REGION

BYLAWS

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

Revised April 2016

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ARTICLE I
Name and Territorial Limits

Section 1.1 The name of this Region shall be the, Soroptimist International of South Atlantic Region.

Section 1.2 The territorial limits of the South Atlantic Region are established by Soroptimist International of the Americas, Inc. (referred to as SIA or the federation) and currently consist of the District of Columbia, Maryland, North Carolina, South Carolina, Virginia and West Virginia.

Article II
Purpose

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

ARTICLE III
Members

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

ARTICLE IV
Officers

Section 4.1 The elected officers shall be Governor, Governor-elect, Secretary, Treasurer and two (2) Directors at large.

Section 4.2. To be eligible for election to office, candidates must be regular members in good standing who have served as club president.

Section 4.3 The officers shall take office on July 1st following their election and shall hold office for two (2) years or until their successors take office, and shall not be eligible or more than two (2) consecutive terms in the same office. The Governor and Governor-elect shall hold office only one (1) term. The Governor-elect upon completing her two (2) year term will automatically assume the office of Governor.

Section 4.4 Vacancies

A. Should a vacancy in the office of Governor, the Governor-Elect shall automatically become the Governor, and complete the unexpired term in addition to the term to which elected. A new Governor-elect shall be elected at the next region conference.

B. Vacancies occurring in other offices shall be filled by appointment of the region board.

Section 4.5 Duties

Governor:

- (1) preside at all conferences and all meetings of the Board;
- (2) supervise the work and activities of the region;
- (3) appoint all committees and serve as ex officio on all committees, with the exception of the nominating committee;
- (4) approve expenditures in accordance with the budget;
- (5) perform other duties as pertain to the office as may be assigned by the Board or prescribed by these bylaws.

Governor-elect:

- (1) prepare for assuming the office of Governor by becoming familiar with all aspects of the Soroptimist organization and work closely with and under the direction of the Governor;
- (2) assume, temporarily, the duties of the Governor should the Governor be temporarily unable to serve;
- (3) empowered to appoint committees to serve in the next biennium after January 1 of the year in which her term commences.

Secretary:

- (1) attend the meetings of the region board;
- (2) record the minutes of the board meetings and conference;
- (3) be custodian of the records of the Region;
- (4) issue minutes of meetings and conference within 30 days after the close of the meeting;
- (5) coordinate with the Governor the issuance of a call to Conference at least 60 days prior to the date of the meeting;
- (6) distribute Region mailings to club presidents, to Region coordinators, and to the two immediate past governors;
- (7) perform such other duties as pertain to the office.

Treasurer:

- (1) attend the meetings of the Region Board;
- (2) deposit and disburse all funds belonging to the Region under the direction of policies developed by the Region Board;
- (3) serve as an ex-officio member of the Finance Committee;
- (4) provide financial reports at board meetings and region conferences;
- (5) mail region dues and fees statements to all clubs in the region by May 1 and notify the Governor of those clubs delinquent;
- (6) mail mandatory region conference fee to all clubs in the region by December 1 and notify the Governor of those clubs delinquent;
- (7) file all forms necessary on an annual basis to the Internal Revenue Service;
- (8) arrange to have the books audited by a club other than the Treasurer's prior to the books being turned over at the biennium;
- (9) prepare a budget biennially to be approved by the delegates at conference.
- (10) perform such other duties as pertain to the office.

Directors at-large (2):

- (1) attend meetings of the region board;
- (2) undertake tasks as assigned by the Region Board and offer support to other officers as necessary

At the end of each Biennium, each outgoing officer shall promptly turn over to her successor in office, all files, records and other property pertaining to such office and shall inform her successor of the duties of the office and of any federation and region procedures with ten (10) days of vacating the office.

ARTICLE V Nominations and Elections

Section 5.1 Nominations

- A.** The Nominating Committee shall be comprised of three (3) regular members in good standing. The Chair shall be appointed by the Governor and one member shall be appointed by the Region Board. A third member shall be elected by the Region Conference in even numbered years. Any vacancy on the nominating committee shall be filled by the region board. Not more than one person from each club may serve on this committee.
- B.** On or before October 1 of the year preceding the Region Conference (even numbered years), the committee chair shall send a letter inviting clubs of the region to suggest members for consideration as Governor-elect, Secretary, Treasurer and 2 Directors-at-large. Members eligible and willing to serve are to return a standard resume form enclosed with the letter to the chairperson of the nominating committee by December 15, the deadline may be extended to no later than January 15.
- C.** In January of even-numbered years, all completed resumes shall be copied and sent to the other members of the committee by the Chair. The committee will verify that the candidates are eligible for office and will suggest at least one name for each office.
- D.** The committee may contact other Soroptimists as to their willingness to serve, and obtain the standard resume.
- E.** The slate of candidates and their resumes will be included with the Call to Conference in the even-numbered years.
- F.** Nominations may be made from the floor at the time that the nominating committee gives its report. Additional eligible nominees for office must provide a completed standard resume form for distribution to all delegates at the time the nomination is made.

Section 5.2 Elections

- A.** Voting shall be by ballot. The Region Governor shall appoint 2 tellers to oversee the election and count the ballots. The conference registration committee shall insure that each delegate has been properly designated by her club as a delegate and that her name badge entitles her to vote.
- B.** A majority shall elect. If a majority is not received on the first ballot, a re-ballot shall occur between the two candidates receiving the most votes.
- C.** The new officers will assume the office on July 1 of even numbered years.

ARTICLE VI Meetings

Section 6.1 The region shall hold an annual conference for the purpose of conducting the business of the region, promoting Soroptimist projects and programs and in order to provide opportunities for leadership and personal development of members. Final venue and dates will be approved by the region board.

Section 6.2 The region may hold area meetings or additional region-wide meeting annually for the propose of providing Soroptimist orientation and leadership training.

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

Section 6.4 The quorum for any meeting for the region shall be 10 delegates from at least 7 clubs.

Section 6.5 Each club shall be entitled to three (3) region delegates at any region meeting. Clubs should elect such delegates and an alternate to serve in this capacity from among the members of the club. In addition, each member of the region board is entitled to one vote at the region conference.

ARTICLE VII Board of Directors

Section 7.1 The board of directors shall consist of the officers and directors at large.

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

Section 7.3 Have responsibility to perform such other duties as prescribed by Federation Bylaw, Federation Procedures, Region Procedures, or Region Conference action.

Section 7.4 Meetings of the Region Board shall be held no less than four (4) times during each year of the biennium. No less than two (2) of the requested yearly meetings shall be scheduled for in-person meetings, at a location selected by the Governor (the other meetings may be conducted in person, or by telephone or video conferencing). One (1) of the in-person meetings shall occur immediately before or after (or at both times) the conference, in the locality where the Conference is held.

Section 7.5 Special meetings of the board may be called by the Governor and shall be called upon written (via mail or e-mail) request of at least three (3) members of the Board. At least 7 days notice (personal, written (via mail or e-mail) or telephone) shall be given. The business transacted at any special meeting shall be limited to the purpose stated in the call.

Section 7.6 The quorum for board meetings shall be a majority of the board.

ARTICLE VIII Committees

Section 8.1 Standing Committees

A. Nominating Committee: A nominating committee consists of three persons for the purpose of proposing candidates for election to region office (see section 5.1).

B. Laws and Resolutions Committee: a committee consisting of three from the different clubs shall be appointed by the Region Governor to serve on this committee for the biennium. The committee shall review all proposed resolutions and amendments to the region bylaws and insure their inclusion in the call to conference each year. Proposals from clubs must be submitted to the committee chair by December 1 prior to the conference each year.

C. Program Committee: a committee of at least three persons shall be appointed by the Governor to promote and administer Soroptimist programs in concert with the federation. The region member of the SIA Program Council shall serve as chair of this committee.

D. Membership Committee: a committee of no more than five members shall be appointed each biennium by the region Governor to serve as a resource for clubs needing assistance with recruitment and retention of members. This committee shall also work in cooperation with the federation and under the direction of the region board in extension activities for the formation, orientation and nurturing of new clubs in the region. The committee shall work closely with

federation headquarters to maximize opportunities for growth.

E. Fundraising Committee: a committee of one to three members shall be appointed each biennium by the Region Governor in order to promote fundraising activities in the region. The committee chair shall work closely with federation headquarters to support the fundraising programs of the federation in the region.

F. Public Awareness Committee: a committee of one to three shall be appointed by the region Governor to assist clubs with increasing the visibility of the organization locally and to promote awareness of Soroptimist in the region as a volunteer organization of business and professional women whose mission is to improve the lives of women and girls. The chair shall work closely with federation headquarters to develop and implement the necessary resources and strategies to meet public awareness goals.

G. Region Conference: The Region Governor shall appoint a Conference Coordinator from among members of the club serving as hostess for the region conference. Additional committee members may be added to the conference committee upon recommendation from the Conference Coordinator and with the approval of the region Governor.

H. Finance Committee: The Region Governor shall appoint a committee of one to three members who will periodically review the financial affairs of the region. The Region Treasurer will serve as an ex-officio member.

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

ARTICLE IX Finance

In order for a club to be considered in good standing, region fiscal responsibilities will include:

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

Section 9.2 Annual region dues shall be collected and remitted by each club to the region Treasurer by July 1 each year. Clubs having not paid their region dues by September 1 shall be assessed an additional charge of 10%.

Section 9.3 An annual mandatory conference fee shall be collected and remitted by each club to the region Treasurer by February 15 each year.

ARTICLE X
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these bylaws, region standing rules and policies, or the SIA bylaws and procedures.

ARTICLE XI
Amendments

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

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

Section 11.3 Those proposed amendments receiving conference approval by a two-thirds vote shall be forwarded to Federation Headquarters by region Secretary.