

FOUNDER REGION BYLAWS

Article I Name and Territorial Limits

Section 1. The name of this region shall be Founder Region, Soroptimist International of the Americas, Inc.

Section 2. The territorial limits of this region shall include the counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Napa, Solano, Sonoma, that portion of Trinity County west of the north-south line from Salmon Mountain to Lake Mountain, the state of Hawaii, the United States Territories of Guam and the Northern Marianas.

Section 3. District shall be groups of clubs within the boundaries of the region.

- a. District I: Alameda County and portions of Contra Costa County.
District II: Portions of Contra Costa county.
District III: Napa, Lake, and Solano counties.
District IV: Marin, Sonoma, and portions of Mendocino counties.
District V: Humboldt County, Del Norte County, portions of Mendocino County and that portion of Trinity County west of the north-south line from Salmon Mountain to Lake Mountain.
District VI: The state of Hawaii and the United States Territories of Guam and the Northern Marianas.
- b. 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 the region board. The request shall include, but not be limited to, the following information for each district to be formed:
 - Name of clubs
 - Number of members
 - Geographic factors
 - Economic considerations
 - Territorial limits
 - Distribution of district funds

There shall be at least 10 clubs or 200 members, but consideration shall be given to the request based on information supplied for district status. If the region board approves the proposed change it shall submit the proposed change in district area to the next region conference. Only delegates affected by the proposed change may vote upon this resolution.

Article II Members

Section 1. Composition. Each club with the territorial limits of this region shall be a member of
of
The region. Membership in a club shall be based on eligibility as provided in the Federation Bylaws and the Soroptimist International Constitution.

Section 2. Entitlements. Each club shall be entitled to such number of delegates to the region conference and district meetings as provided in these bylaws.

Article III Officers

Section 1. Elected officers. Elected officers of this region shall be a governor, a governor-elect,
elect,
a secretary, and a treasurer. The elected officer of a district shall be a district director.

Section 2. Eligibility. Only a regular member in good standing may be elected to or retain office. A member shall be deemed in good standing if all requirements for membership as prescribed by Soroptimist laws have been met. All officers and directors shall have served a term as club president.

- a. To be eligible for the office of governor or governor-elect, the member shall have
have
served on the region board within six years prior to the term for which being nominated.
- b. To be eligible for the office of district director, the member shall be a member of a club in that district.
- c. Only if no candidate meeting these eligibility requirements will accept nomination may another member be selected as a nominee for region or district office.

Section 3. Term of office. The region board shall take office July 1 following their election. They shall hold office for two years or until their successors take office. No member shall be eligible for more than two consecutive terms in the same office.

Section 4. Vacancies.

- a. In the event of a vacancy in the office of governor, the governor-elect shall hold office for the balance of the biennium and be entitled to continue as governor for the following biennium.
- b. In the event of a vacancy in the office of governor-elect, the board shall fill the vacancy. The member so appointed may not succeed automatically to the office

of governor but shall be eligible for election as governor-elect or as governor, if a vacancy in that office still exists.

- c. In the event of a vacancy in the office of district director, the board shall fill the vacancy.
- d. Other vacancies shall be filled by the region board.

Section 5. Duties of officers. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, procedures and in the adopted parliamentary authority.

- a. The governor shall:
 - 1) be the chief executive officer and spokesman for the region.
 - 2) preside at all conferences and all meetings of the board.
 - 3) execute all contracts binding the region.
 - 4) supervise the work and activities of the region.
 - 5) appoint all committees except the nominating committee.
 - 6) appoint the region parliamentarian and the nominating committee chairman.
 - 7) receive copies of all releases sent to clubs and approve all printed forms used by board members and committee chairmen.
 - 8) review and approve all district and leadership meeting plans.
 - 9) be an ex-officio member of all committees, except the nominating committee.
 - 10) be the region delegate at the meeting of the International Board held at the time of the International Convention.
 - 11) perform such other duties as pertain to the office.
- b. The governor-elect shall:
 - 1) perform the duties of governor in the temporary absence of the governor.
 - 2) coordinate the committees of the region.
 - 3) select three judges to determine the recipient of the Violet Richardson Ward Service to Youth award.
 - 4) appoint the president of the board of Founder Region Fellowship at the conference in the second year of the biennium.
 - 5) be ex-officio member of all committees except the nominating committee.
 - 6) perform such other duties as assigned by the governor, region board, region conference, or the federation.
- c. The secretary shall:
 - 1) keep a record of the proceedings of the region and the region board.
 - 2) send notices of meetings.
 - 3) be custodian of the official records.
 - 4) send to Federation Headquarters and federation Laws and Resolutions Committee all approved resolutions and proposed amendments requiring convention action, accompanied by a financial impact statement by certified mail to be received by September 1 in the year preceding the convention.
 - 5) perform such other duties as assigned by the governor, region board, region conference, or the federation.

- d. The treasurer shall:
 - 1) receive the fees and dues of the region and deposit them in financial institutions as authorized by the region board.
 - 2) pay authorized bills.
 - 3) submit financial reports and comparative budget reports monthly or as requested by the governor.
 - 4) receive all fellowship dues and disburse them to Founder Region Fellowship, treasurer.
 - 5) mail region dues and fees statement to all clubs by June 1 of each year.
 - 6) serve as an ex-officio member of the region Finance Committee.
 - 7) perform such other duties as assigned by the governor, region board, region conference, or the federation.

- e. The district director shall:
 - 1) plan and preside at meetings of the district.
 - 2) visit each club within the district at least twice during the biennium.
 - 3) provide a report at each region board meeting on the status of the clubs in the district.
 - 4) serve as liaison between the governor and the clubs.
 - 5) perform such other duties as assigned by the governor, region board, region conference, or the federation.

Article IV
Nominations and Elections

Section 1. Nominating Committee

- a. Composition. The nominating committee shall be composed of the chairman, appointed by the governor, and one regular member from each district to be elected at each district meeting in the first year of the biennium.

- b. Term of office. Members of the nominating committee shall serve for two years commencing on December 1 after their election or until their successors are appointed or elected. No member shall be eligible to serve for more than two consecutive terms.

- c. Vacancies. A vacancy on the nominating committee shall be filled by the region board from the district where the vacancy occurred.

- d. Procedures for Nominating Committee.
 - 1) On or before April 1 of the year preceding the district meeting, the chairman of the nominating committee shall invite clubs to suggest names of regular members for consideration by the nominating committee. Clubs shall reply by June 1.
 - 2) A transmittal letter explaining the eligibility requirements for the offices to be filled shall be sent to the candidate(s) by July 1. The committee shall determine if the candidate will allow their name to stand, confirm their

- classification, and obtain a resume of qualifications and Soroptimist experience. 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 mail for which there is proof of delivery to be received by August 1, and their signature shall attest to understanding the duties of the office.
 - 4) The committee shall review the candidates that were submitted, selecting one or more qualified nominees for each office. By August 15, the chairman shall submit to the region secretary the official list of nominations, complete with resumes, to be included in the call to district meeting.
 - 5) Nominations may be made from the floor not 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 bylaws are met, and a resume is provided to the voting body before the polling begins. Resume forms shall be obtained from the nominating committee.
- e) Procedures for Region Officers
- 1) On or before October 1 of the year preceding the conference, the chairman 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, confirm their classification, and obtain a resume of qualifications and Soroptimist experience. 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 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 candidates that were submitted, selecting one or more qualified nominees for each office. By February 5, the chairman shall submit to the region secretary the official list of nominations, complete with resumes, to be included in the call to conference.
 - 5) Nominations may be made from the floor not 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 bylaws are met, and a resume is provided to the voting body before the polling begins. Resume forms shall be obtained from the nominating committee.

Section 2. Elections.

- a. Officers and nominating committee members shall be elected by printed ballot. A majority shall elect. If no one receives a majority of the votes cast for any office, the elections committee shall arrange for further balloting. Where there are more than 2 nominees for an office, balloting shall continue on all nominees for 2 ballots. If no nominee receives a majority of the votes, balloting shall continue automatically eliminating the nominee receiving the lowest number of votes.

- b. In the event there is only one candidate for any office, election shall be by voice vote.
- c. Only delegates and region and district officers from clubs within each district may vote for the district director and/or nominating committee member of their respective districts.
- d. The official program shall indicate the day and hour of nominations and the time for opening and closing the polls. An election committee appointed by the governor shall conduct the elections.
- d. The election committee shall verify voting results and the chairman shall present the committee's signed report to the voting body. At the conclusion of the conference/district meeting, the ballots shall be destroyed.

Article V Conferences and Meetings

Section 1. Founder Region shall hold one region conference annually the first weekend in May.

- a. Location.
 - 1) Any club or group of clubs may tender invitations to hostess a conference at a location selected by the governor from a list of sites identified by the region board as suitable for accommodation of a conference.
 - 2) The region secretary shall invite clubs to submit invitations to the region board by February 1 of each year preceding the conference. The hostess club shall be determined by vote of the delegates at the region conference 3 years in advance beginning 2002.
 - 3) Every sixth year conference shall be held at a site located within the boundaries of District VI (State of Hawaii, Territory or Guam or the Northern Mariana Islands).
- b. Call to conference. A call to conference shall be issued at least 45 days before the conference. The call shall include:
 - 1) a tentative agenda.
 - 2) all proposed amendments and resolutions.
 - 3) a deceased member form for the memorial service.
 - 4) a findings committee letter.
 - 5) in the second year of the biennium, the report of the nominating committee and resumes of the candidates for region and district offices, and Founder Region Fellowship directors.
 - 6) such additional region and/or federation information deemed necessary.
- c. Voting body. The voting body of the conference shall be the region board members and the accredited delegates of each club in good standing. A club shall be deemed in good standing if all requirements of these bylaws and those established by the region conference, region board, and federation bylaws and procedures have been met at the time its delegates register. A delegate shall represent only the club in which the delegate's membership is held. The

delegates of each club to the region conference shall be a member in good standing regardless of the membership type.

- d. Credentials Committee. The credentials committee shall be appointed by the governor prior to each conference. The committee 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.
- e. Quorum. Delegates representing a majority of the clubs in the region shall constitute a quorum of the conference.
- f. Mail ballot. If an emergency requires a vote between conferences, the region board and the delegates of each club shall vote by mail. The ballots, prepared and mailed by the region secretary upon request of the governor, shall include advantages, disadvantages, and an estimated financial impact of the proposal. Response to any ballot shall be made within a time limit set by the governor. The region secretary shall report the results promptly to the governor with a written report to the region board as to the results and notification to the clubs.

Section 2. Club officers and members training retreat. The Governor shall set the dates for the club officers and members training retreat(s).

- a. The region board, by the second board meeting of each year, shall approve the date for the club officers and members training retreat(s).

Section 3. District meetings. Each district shall hold an annual meeting in September or October at a place approved by the district director.

- a. the region governor shall set the dates for all district meetings.
- b. the district director shall appoint a credentials chairman prior to the district meeting. The chairman shall verify the credentials of the voting members and report the number of voting members to the director as requested.
- c. The district director shall appoint a secretary pro-tem to record the minutes of the meeting.
- d. The voting members of a district meeting shall be the delegates of each club within the district, the district director and region officers from clubs within the district.
- e. The region board shall assign at least one officer to each district meeting with others to attend as feasible within the limits of time and financial commitments of the officer and budget.

Section 4. Presidents' Round Tables. Each district shall hold Presidents' Round Tables as scheduled by the district director. Attendees may be limited to current presidents and/or president-elects and vice presidents as directed by the district director. Site to be determined by the district director.

Article VI Board of Directors

Section 1. Composition. The board of directors shall be composed of the officers and district directors of the region. The parliamentarian may attend board meetings in an advisory capacity.

Section 2. Duties. The board of directors shall:

- a. have control and authority over the affairs of the region except that of modifying any action taken by the region conference or the federation.
- b. have responsibility for the implementation of federation programs within its territorial limits.
- c. select an alternate delegate from its membership before the International Board meeting.
- d. perform such other duties as these bylaws, the region conference, or the federation may prescribe.

Section 3. Meetings. Meetings of the region board shall be held immediately before and after the conference in the city where the conference is held, and at such times during the conference as the governor or the board deems necessary to complete business and to consider any questions or recommendations referred to it by the conference. The governor or a majority of the board shall call meetings of the board when deemed necessary and possible within the budget.

Section 4. Quorum. A majority of the board shall constitute a quorum.

Section 5. Expenses. The region shall pay for the meals and lodging during the conference for region board members and the parliamentarian. A per diem for meals and lodging may be adopted for each board meeting and shall be charged to the region board meeting budget.

Section 6. Mail ballot. The region board may vote by mail except when a meeting will be held within 15 days. The subject matter of the mail ballot may be initiated by any member of the board, by region committees, by a club or district, or by the federation the ballots, prepared and mailed by the region secretary upon the request of the governor, shall contain background information concerning the subject matter.

The question shall be clearly stated and capable of an affirmative or negative response. If the action proposed requires use of region funds the ballot shall state from which account it is proposed to draw. Response to any ballot shall be made to the region secretary within a time limit set by the governor. The region secretary shall report the results promptly to the governor and provide a written report to the board members on the results of the vote.

Article VII Committees

Section 1. Service Committees

- a. Federation Programs of Service and identifying projects.
- b. Soroptimist sponsored organizations
- c. Sub-committees may be appointed by the governor.

Section 2. Technical Committees. Technical committees shall include, but not limited to: Finance and Laws and Resolutions.

Section 3. Committees are appointed entities and therefore, the elected officers of Founder Region board maintains a fiduciary responsibility to the membership for all committee expenditure of funds.

Section 4. Duties. The committees shall carry out their responsibilities as defined in these bylaws, region procedures, region committee manual, federation bylaws, or federation procedures. Committees will submit proposals to the region board for their consideration. Committees shall work in cooperation with federation, region, and clubs to implement the objects of the federation and region, by promoting the activities, programs and projects adopted by the federation and region.

Section 5. Term of appointment. Committee chairman shall serve for no more than two consecutive bienniums or until their successors are appointed.

Section 6. Vacancies. The governor shall fill any vacancy in the position of chairman or member of a committee, except the nominating committee.

Section 7. Resignations. If a region committee chairman 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 after the club's approval of said leave.

Section 8. Ex-officio members.

- a. The governor and governor-elect shall be ex-officio members of all committees except the nominating committee.
- b. The treasurer shall be an ex-officio member of the finance committee.

Article VIII
Fiscal Matters

Section 1. The fiscal year of the region shall be July 1 through June 30.

Section 2. Dues and Fees.

- a. The dues of this region shall be \$20.00 for regular members, retired/unemployed, and embarking members. Dues shall be prorated at \$10.00 for those members joining January 1 through June 30.
- b. Each member, regardless of type of membership, shall pay \$2.00 annually to Founder Region Fellowship.
- c. Each member, regardless of type of membership, shall pay \$2.00 annually to the Founder Region Recruitment/Retention/Extension/Soroptimist Orientation and Leadership Fund.
- d. Region fees shall be \$60.00 annually per club. This fee shall provide for the registration of the three club delegates at the district meetings and 2 copies of the region roster.
- e. Two (2) copies of the region bylaws and procedures will be given to each club. A copy of the region bylaws and procedures will be given to each committee chairman, past governors, region board members and the parliamentarian.
- f. A region conference fee shall be established by the region board based on the conference budget, but shall not exceed \$60 per Soroptimist registrant. The amount shall be published in the call to conference and is payable at the time of registration.
- g. Each club shall send \$10.00 for each newly chartered Soroptimist club to the region treasurer for recording and forwarding to the new club. All clubs who have not paid the \$10.00 within sixty (60) days of the charter of the new club shall be assessed a \$5.00 late fee to be paid to Founder Region for use in the administrative fund.
- h. All clubs in Founder Region who have not paid region dues and fees by August 1 for the ensuing club year shall be assessed an additional \$25.00 late fee to be paid with their dues.
- i. All financial obligations to the region shall be waived for clubs chartered from May 1 through June 30.

Section 3. Region fees.

Within the budget limitations the region may pay all or a portion of the expenses with substantiating receipts of the region delegate attending the International Board meeting and the International Convention.

Section 4. Special Accounts.

- a. An account in the name of Barbara Stevenson “S” Club Award to be used for “S” club awards presented annually.
- b. A restricted fund for the Memorial Grove, interest to accrue from which the principal and interest may be used for future potential capital outlay.
- c. An account in the name of Soroptimist Sponsored Organization Fund to be used in providing grants for the establishment of Soroptimist sponsored organization such as “S” clubs, Sigma Societies, and Venture Clubs; grants for special projects 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.
- d. The Recruitment/Retention/Extension/Soroptimist Orientation and Leadership Training fund shall be used for: Extension grants to sponsoring clubs in amounts(s) as established by the Founder Region Board; other extension funds as approved by the Founder Region Board; Founder Region gifts to clubs of club banner, pole set and traveling president’s pin for newly chartered clubs in the region; development and production costs for recruitment and retention/extension and Soroptimist Orientation and Leadership Training materials as approved by the Founder Region Governor; workshops and seminars as approved by the Founder Region Board.

Section 5. Administrative Account. The administrative reserve shall be maintained at a minimum of \$12,000.

Section 6. Financial Review.

A financial review of the treasurer’s books shall be done by a certified public accountant by October 31 following the close of the biennium with copies to governor, immediate past governor, and finance committee chairman.

Section 7. Bonding. The treasurer, and at the discretion of the region board, any other member responsible for funds, shall be bonded in such amount as the region board shall determine.

Section 8. Budget. The region board shall adopt the biennial budget and review and adjust as necessary.

Article IX

Election of Federation Director from Electoral Area 10

Section 1. Electoral area. Founder Region is assigned to Electoral Area 10 with Sierra Nevada Region and Sierra Pacific Regions

Section 2. Election basis option. Option selected for Electoral Area 10 is the At-Large Basis. Nominees may be proposed by any club in the Electoral Area and elected by clubs in good standing in the Electoral Area.

Section 3. Nominating Committee.

- a. Within the electoral area, a nominating committee of at least 3 regular members shall be selected from the electoral area by the region governors. At least one member shall come from each of the internal divisions.
- b. The nominating committee shall select a chair from among its members. After appropriate requests for nominations from voting clubs, with prior notice and time deadlines, they shall screen nominees for eligibility for election to the federation board.
- c. The nominating committee shall cause to be sent to each club in good standing a mail ballot and standardized curriculum vitae on each candidate. Each voting club may cast one vote for one candidate, and the ballot must be received by the nominating committee by the Federation deadline of the year the person is to become a board member. The candidate with the majority of votes shall be elected to the federation board from that electoral area.
- d. Term of office. In odd-numbered years, a director shall be elected from Electoral Area 10. The director shall be elected for a full 2 year term, unless the Federation board reduces the term to 1 year, as necessary, to more nearly equalize the number of directors to be elected if more than 60% or less than 40% of the total number of directors otherwise would be elected in any 1 year.
- e. Vacancies. The vacancy of a director from Electoral Area 10 shall be filled by special election in accordance with procedures approved by the Federation board. The person elected shall serve for the balance of the unexpired term.

Article X

Founder Region Fellowship

Section 1. A non-profit corporation for the purpose of maintaining an endowment fund shall be established in Founder Region and be named Founder Region Fellowship. All clubs of the region shall be voting members of the corporation with three votes per club. The voting body shall consist of three regular members from each club. A board of directors shall consist of a president appointed by the governor-elect in the second year of the biennium and directors from each district.

Section 2. There shall be a \$2.00 individual member contribution collected annually by Founder Region. This and all other income designated for Founder Region Fellowship shall be transferred to Founder Region Fellowship and used for annual awards. There shall be \$200,000 in principal to ensure funding of

awards. A program of recognition shall be established to encourage donations to increase the principal of the fund.

Article XI Emergency Procedures

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

Article XII 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 Founder Region Bylaws, Procedures, or higher Soroptimist law.

Article XIII Resolutions

- Section 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.
- Section 2.** Resolutions which are to be considered at the region conference shall be sent by December 15, by mail for which there is evidence of delivery, as follows: 1 copy to the chairman of the laws and resolutions committee, 1 copy to the region governor, and 1 copy to the region secretary.
- Section 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 of that body to consider such resolution.
- Section 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.
- Section 5.** All resolutions properly filed shall be included in the call to conference.

Article XIV Amendments

Section 1. These bylaws may be amended by a two-thirds vote at conference provided such amendment has been submitted by a club, a region committee, the region board or any of its members, or 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 member.

Section 2. Proposed amendments shall include advantages, disadvantages, and an estimate of the financial impact of the proposal.

Section 3. Proposed amendments shall be sent by December 15, by mail for which there is evidence of delivery as follows: one copy to the chairman of the laws and resolutions committee, one copy to the region governor, and one copy to the region secretary.

Section 4. All proposed amendments properly filed, together with the report of the laws and resolutions committee shall be included in the call to conference.

Section 5. Any amendment, the subject of which has been considered and lost at two conferences, shall not be considered during the succeeding biennium.

Section 6. Amendments shall become effective July 1 unless otherwise stated.

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- Revised Conference 1998
- Amended Conference 1999
- Amended Conference 2000
- Amended Conference 2001
- Amended Conference 2002
- Amended Conference 2003
- Amended Conference 2004
- Amended Conference 2005
- Amended Conference 2006
- Amended Conference 2007