

**SOROPTIMIST INTERNATIONAL OF RIO VISTA  
CLUB BYLAWS  
REVISED 2014. AMENDED February 2, 2017.**

**ARTICLE I  
NAME AND TERRITORIAL LIMITS**

**Section 1.** The name of the club shall be Soroptimist International of Rio Vista.

**Section 2.** The territorial limits of this club shall be those of the Founder Region which includes Rio Vista and Solano County.

**ARTICLE II  
PURPOSES AND OPERATION**

**Section 1.** Soroptimist International of Rio Vista (the "Club") is formed exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"), particularly to:

- a.** Promote the advancement of women through volunteer service to the community.
- b.** Serve as a global voice on issues of importance to women.
- c.** Engage in any other lawful activities that further the exempt purpose of the Club.

**Section 2.** No part of the earnings of the Club shall inure to the benefit of, or be distributable to its directors, officers, members, or other private persons, except that the 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 the Club shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Club shall not 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, the Club shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under 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.

**Section 3.** The Club shall be nonprofit, noncommercial, nonsectarian, and nonpolitical.

## **ARTICLE III MEMBERS**

### **Section 1. ADMISSION TO MEMBERSHIP.**

- a. Any person may apply for membership in this Club as an individual who is considered eligible per Soroptimist International Constitution. Such application shall be submitted on a form approved by the Club, to the Membership Committee, which shall verify eligibility. The Membership Committee shall send copies of its report to the Board of Directors.
- b. With the approval of the Board of Directors, the report will be presented to the membership of the Club at the next business meeting. An invitation will be extended to the prospective member by the Chairman on the Membership Committee to join the Club and attend an orientation meeting with the Membership Committee and other members who wish to attend.
- c. Invitations to membership shall remain open to the end of the Club year.
- d. All members shall be responsible for all dues, fees, and assessments.

### **Section 2. MEMBERSHIP PRIVILEGES AND RESPONSIBILITIES**

- a. The new member shall be enrolled upon receipt of acceptance of the invitation to membership, payment of all fees and dues, and transmittal of Federation new member fees and Form 5008 to Federation Headquarters.
- b. Members whose participation meets the requirements set by these Club bylaws, may speak, make motions, and vote.
- c. A member should pay luncheon fees monthly and shall be responsible for all dues and fees.
- d. A member shall be a voting member if all requirements of "Regular" membership are met.
- e. Only a member in good standing may be elected to or retain office in Club, serve as a member of the Board, or serve as a delegate or alternate to any convention, conference, or district meeting.
- f. Members in good standing may be elected to or retain office in the Club, serve as a member of the board or serve on the nominating committee.
- g. All members may serve on all committees.
- h. A member should not hold more than one elected office within the Soroptimist organization. The following are not considered elected officers: parliamentarian and delegate to federation convention; delegate to a regional conference or district meeting.

### **Section 3. ATTENDANCE REQUIREMENTS**

- a. To be a member in good standing and vote, a member must be active in the Club and have satisfied all financial obligations. A member is considered as having attended a meeting if present for at least one-half hour of such meeting.
- b. A member may make-up an absence from a regular meeting by attending other club's meetings or round tables within the Club, district meetings, or regional, federation,

international conferences and conventions. One make-up will be given for each day of attendance. All make-ups will be good for one year from date of function.

**Section 4. LEAVE OF ABSENCE** may be granted by the Board of a period of not less than three weeks or not more than six month for the following reasons:

- a. Illness
- b. Extended travel three weeks or more duration
- c. Temporary removal from community for the express purpose of further job opportunities or business related matters.
- d. For just cause such as serious illness in immediate family or extreme personal difficulties.

All mandatory fees and dues must be paid by a member on leave of absence.

**Section 5. TERMINATION OF MEMBERSHIP.**

- a. No membership may be terminated for reasons other than resignation without an opportunity for a hearing before the Board of Directors after 30 days written notice to the member. A two-thirds vote of the board is required for termination of such membership when grounds for termination have been determined to exist. The decision of the board is final.
- b. The Board of Directors shall have the authority to remove from office any elected officer or board chairmanship. Before action is taken by the board, notice shall be given to such officer, director, or committee chairman of the specific failure and provision made for such person to appear and answer. A two-thirds vote of the board shall be required for removal.
- c. The following may be reasons for termination of membership:
  1. Resignation
  2. Failure to fulfill financial obligations within 60 days after due date.
  3. Failure to maintain requirements of membership.

## **ARTICLE IV OFFICERS AND DIRECTORS**

**Section 1.** The elected offices of this Club shall be:

- a. President
- b. First Vice-President
- c. Second Vice-President
- d. Secretary
- e. Treasurer
- f. Assistant Treasurer
- g. One Club Liaison (Director) is elected to serve as voting members of the board of directors.
- h. One Year Delegate
- i. Two Year Delegate

## **Section 2. ELIGIBILITY**

Only regular members in good standing may be elected to or retain office. A member shall be deemed to be in good standing if all requirements for membership as prescribed by Soroptimist laws have been met and attendance is greater or equal to 50%.

## **Section 3. TERMS OF OFFICE**

- a. All officers shall hold office for one year with the exception of the secretary, treasurer, and assistant treasurer who shall hold office for consecutive years.
- b. Officers and director shall not be eligible for more than two consecutive terms in the same office or until successor are elected.
- c. All officers and directors shall assume duties on the first day of July.

## **Section 4. VACANCY OF OFFICE**

In the case of vacancy in the office of President, Vice-Presidents, in order of their rank, shall automatically succeed to that office and complete the expired term. Other vacancies shall be filled in the following manner: the board of directors shall act as the nominating committee and shall report at the next business meeting or at a special meeting called for the purpose. Nominations may then be made from the floor and the Club shall elect.

## **Section 5. DUTIES OF OFFICERS**

- a. The President shall:
  1. Direct the conduct of the business of the Club.
  2. Preside at meetings of the Club and board.
  3. Appoint all committees except the nominating committee.
  4. Appoint a parliamentarian.
  5. Be an ex-officio member of all committees except the nominating committee.
  6. Appoint the chairman of the nominating committee.
  7. When needed, appoint a committee of three to review Special Projects and make recommendations for funding.
  8. Perform such other duties as pertain to office.
  9. Attend regional conferences and district meetings.
- b. The First Vice-President shall:
  1. Preside over meetings in the absence of the President.
  2. Be the coordinator of the programs of service committee.
  3. Coordinate programs for the Club meetings.
  4. Become familiar with all the phases of Soroptimist.
  5. Prepare for assuming the presidency.
  6. Attend regional conferences and district meetings as a delegate.
- c. The Second Vice-President shall:
  1. Preside over meetings in the absence of the President and First Vice-President.

2. Shall be a coordinator of technical committees.
3. Have such other duties and powers as arise from membership on the board or as assigned by the President.

d. The Secretary shall:

1. Keep the minutes of the meetings of the Club and board.
2. Be custodian of the permanent records of the Club.
3. Submit to the Club the minutes of the Club business meetings and the recommendations of the board.
4. Have such other duties and powers as arise from membership on the board or assigned by the President.
5. Conduct all correspondence of the Club that does not properly belong to other officers or committees.

d. The Treasurer shall:

1. Receive all the funds of the Club and deposit them in a financial institution as authorized by the board.
2. Sign all checks.
3. Make remittances as required by federation bylaws and regional bylaws.
4. Pay authorized bills.
5. Serve as ex-officio member of the finance committee.
6. Prepare monthly financial statements and comparative budget reports.
7. Prepare forms 5008 and 5010 and forward necessary copies and accompanying monies to the region and federation.
8. Have such other duties and powers as arise from membership on the board or assigned by the President.

e. The Assistant Treasurer shall:

1. Assist the Treasurer.
2. Serve as chairman of the attendance committee.
3. Maintain a roll of membership and keep accurate account of attendance.

### **Section 6: REMOVAL FROM OFFICE**

The Board of Directors shall have the authority to remove from office any elected officer, board member, or committee chairperson for failure to perform duties of office or duties required of such chairperson. Before action is taken by the board, notice shall be given to such officer, director or committee chairperson of the specific failure and provision made for such person to appear and answer. A two-thirds vote of the board shall be required for removal.

### **Section 7: BONDING**

The Treasurer shall be bonded.

**ARTICLE V  
DELEGATES**

**Section 1: ELECTED DELEGATES**

- a. Three delegates and one alternate may be elected by the Club.
- b. Only members in good standing may be elected to or retain the position of delegate. A member shall be deemed to be in good standing if all requirements for membership as prescribed by Soroptimist laws have been met.
- c. In the event of a vacancy in the position of the delegate, the alternate shall hold the position for the balance of the Club year.

**Section 2: DUTIES OF DELEGATES**

- a. Delegates shall perform the duties provided in this section and such other duties as are prescribed for the position in these bylaws, procedures and in the adopted parliamentary authority.
- b. Delegates shall attend caucuses, district meetings, and Founder Region Conference.
- c. One delegate, preferably the president, shall be the Club delegate at the meeting of the federation convention held at the time of the federation convention, provided there are funds available.

**Section 3: EXPENSES OF DELEGATES**

The Club shall defray the expenses of a delegate to the convention and of delegates to regional conferences and district meetings in amounts to be suggested by the Finance Committee and Treasurer approved by the Club.

**ARTICLE VI  
NOMINATIONS AND ELECTIONS**

**Section 1: NOMINATING COMMITTEE**

- a. Composition: In February, of each year a nominating committee of three regular or embarking members shall be chosen as follows:
  - 1. The president shall appoint the chairman.
  - 2. The board shall elect a second member.
  - 3. The Club shall elect the third member at the February business meeting.
  - 4. Only one member of the committee shall be a member of the board of directors.
- b. Term of office: Members of the nominating committee shall serve for one year or until their successors are appointed or elected.
- c. Vacancies: A vacancy on the nominating committee shall be filled by the Club's Board of Directors.

**Section 2: PROCEDURES FOR NOMINATION**

- a. On or before March 1 of each year, the chairman of the nominating committee shall invite members to suggest names of regular members for consideration by the nominating committee.
- b. The committee may contact other members as to their willingness to serve.
- c. The consent of the Club nominee must be obtained before the name is placed in nomination.
- d. The committee shall nominate one or more candidates for each office.
  - 1. President (1 year)
  - 2. First Vice- President (1 year)
  - 3. Second Vice- President (1 year)
  - 4. Secretary (2 years)
  - 5. Treasurer (2 years) elected on alternate years.
  - 6. Assistant Treasurer (2 years) elected on alternate years.
  - 7. Club Liaison (Director) (1 year)
  - 8. In addition, the committee shall nominate candidates for regional delegate and alternate delegate.
- e. The report of the nominating committee shall be read to the Club at the March business meeting and again at the April business meeting.
- f. At the April business meeting, additional nominations may be made from the floor.

**Section 3: ELECTIONS**

- a. The election shall be held at the business meeting in April.
- b. If there is only one candidate, voting shall be by voice vote. If there are two or more candidates, voting is by ballot. Only the names of those elected should be read, not the number of votes cast.

**ARTICLE VII  
MEETINGS**

**Section 1: REGULAR MEETING DAYS**

- a. Board of Directors Meeting: unless otherwise ordered by the Club or board, regular meetings of the board shall be held at least once a month at a time and place determined by the president.
- b. Regular meetings of the Club shall be held at twelve o'clock noon on the 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> Thursday of the month . The place of the regular meetings of this Club shall be determined by the Club, except in cases where it delegates this responsibility to the board or to a committee. The meeting on the first Thursday shall be a business meeting. The months of July and August shall be dark. The 5<sup>th</sup> Thursday may be designated as a special meeting, i.e. Round Table.
- c. The regular business meeting on the first Thursday in June shall be known as the Annual Meeting and shall be for the purposes of receiving reports of officers, the Board of Directors, and committees and for any other business that may arise.
- d. Attendance at business and annual meetings shall be limited to Soroptimist members.

- e. No regular meeting of the club shall be held on Thanksgiving, Christmas, or New Year's Day.

**Section 2: SPECIAL MEETINGS**

- a. A special meeting may be called by the president and/or a written consent of three or more members.
- b. It shall require a 48 hour notice: personal, written, telephone or email to each member.
- c. The business of a special meeting shall be stated at the time of the notification. No other business shall be addressed without prior notification.

**Section 3: QUORUM**

- a. Board of Directors: A majority (51%) shall constitute a quorum at Board Meetings.
- b. Club Quorum: The quorum for any regular or special meeting shall be fifteen voting members.

**ARTICLE VIII  
BOARD OF DIRECTORS**

**Section 1: THE COMPOSITION OF THE BOARD**

- a. The Board of Directors shall be composed of all officers stated in Article IV with the addition of a Parliamentarian. A majority of the Board of Directors shall constitute a quorum.

**Section 2: DUTIES OF THE BOARD**

- a. Have administrative control over the affairs, funds, property of the Club, except that of modifying any action taken by the Club.
- b. Authorize payment from Club funds within the budget, and unbudgeted payments of up to \$200 per request, provided funds are available. Any unbudgeted payments over \$200 shall require a majority vote of the membership.
- c. Act upon invitations to membership, resignations, terminations, and disciplinary matters.
- d. Receive reports of committees.
- e. Submit policy recommendations to the Club.

Perform such other duties as these bylaws, the Club, region, or federation may require.

**Section 3: BOARD OF DIRECTORS MEETINGS**

Unless otherwise ordered by the Club or board, regular meetings of the board shall be held at least two days before the first business meeting of each month at a place designated by the President.

**Section 4: SPECIAL MEETINGS**

At least 48 hour notice, written, personal, telephone or email shall be given each board member for special board meetings called by the President or any 2 board members.



## **Section 5: LIABILITY**

Board members shall not be personally liable for monetary damages for any action taken, or any failure to take any action in the performance of their duties, unless the board member has engaged in willful misconduct or recklessness in the performance of their duties.

## **ARTICLE IX COMMITTEES**

### **Section 1: SERVICE COMMITTEES**

Coordinator: First Vice-President

These committees shall support the objects of the federation including the Soroptimist Identifying Projects:

- a. Women's Rights –shall be responsible for the Live Your Dream Award and projects that support the Soroptimist mission.
- b. Education and Foundation -shall be responsible for promotion and support of the Club Giving (which help funds SIA Dream Programs) , Founder Region Fellowship Foundation, Violet Richardson Award and Scholarships
- c. Dream It Be It -shall support the SIA Dream It Be It career support programs for girls.

### **Section 2: TECHNICAL COMMITTEES**

Coordinator: Second Vice President

- d. **Membership** shall be responsible for the coordination of recruitment of new members, education for them, retention of them as Club members, development of new clubs (cooperating with the region and federation in establishing new clubs), and review all proposed amendments to Club bylaws and procedures and for making recommendations to the Club. They should also communicate resolutions to region or federation as proposed by the Club. They are responsible for setting up the clubroom with banner, gavel, guestbook and fine basket. They send birthday and other greeting cards and are in charge of the club birthday. They collect fines.
- e. **Fundraising Committee** shall suggest methods of raising money to the club at the first Business Meeting in September and shall be responsible to direct fundraising projects that are approved by the Club.
- f. **Publicity Committee** works toward favorable public relations in accordance with the public relations program of the federation. To avoid confusion, one person should be responsible for media relations. A monthly newsletter, weekly meeting updates of meetings, updating Facebook and the club website would be under the responsibilities of this committee.

**Section 3: Finance Committee** is responsible for preparing the budget and presenting it all at the May business meeting for approval at the Annual Meeting in June. They shall evaluate the monthly financial statements and quarterly budget comparisons and make recommendations as necessary. They will serve as the financial review committee at the end of the year with the Treasurer as ex-officio member of the committee.

**ARTICLE X  
FINANCE**

**Section 1:** The fiscal year shall be July 1st through June 30th.

**Section 2: DUES AND FEES**

- a. Yearly dues and fees shall be determined by the Treasurer and Finance Committee billed in May and are delinquent June 15<sup>th</sup> of each year.
- b. Luncheon fees shall be paid monthly, on the first Thursday meeting of each month.
- c. Club dues shall be prorated as follows.
  1. Founder's Day Pennies are included in dues. Members have agreed to make a contribution, called Founder's Pennies, as designated by Founder Region.
  2. A former member of this Club in good standing when their membership terminated shall pay no new membership fee, provided they are reinstated within one club year. They shall, however pay membership dues as set forth above.
  3. A former member of another Soroptimist club in good standing when membership was terminated. If admitted to membership in this Club within one year after termination of their former membership, shall pay the new member fee in addition to dues and fees.
  4. A member in good standing, if admitted to this Club after expiration of one club year from date of termination, shall pay dues and new member fees.
  5. A former member in good standing, if admitted to this Club after the expiration of one club year from the termination, shall pay dues and new member fees.
  6. Reinstatement of a former member whose membership was terminated for non-payment of dues shall be made only upon payment of all obligations, including luncheons owed at the time of such termination, together with annual dues of the current year, if these are not a part of the indebtedness.
  7. A new member admitted to active membership shall pay a new member fee in addition to the dues and fees above.

**Section 3: FINANCIAL REVIEW**

- a. A financial review of the Treasurer's books shall be done within 45 days of the close of the fiscal year by the Finance Committee.

**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

**Section 1: ROBERT'S RULES OF ORDER NEWLY REVISED**

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, Soroptimist International of the Americas (SIA) Bylaws and Procedures, or the Soroptimist International Constitution.

**ARTICLE XII  
AMENDMENTS TO CLUB BYLAWS**

**Section 1:** These bylaws may be amended at any regular business meeting of the club by a two-thirds vote of the members present (minimum of 10 voting members present) provided notice of the amendments has been given at the preceding business meeting.

**ARTICLE XIII  
DISSOLUTION OF CLUB**

**Section 1:** Upon dissolution of the Club, the Board of Directors 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 organization organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 5010(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 funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.