



SOROPTIMIST
Best for Women

*Improving the lives of women and girls
through programs leading to social
and economic empowerment.*

SOROPTIMIST INTERNATIONAL OF THE AMERICAS

Soroptimist International of the Americas Procedures

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A. GENERAL

1. Clubs, districts and regions may take public positions:
 - a. in implementation of any adopted position of the Federation;
 - b. in support of the objects and purposes of the Soroptimist organization upon a two-thirds vote of those members, clubs, districts or regions advocating such support; however,
 - c. the Federation, its regions, clubs or members in their capacity as a Soroptimist shall not participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidate for elected public office.
2. Within the Federation, regions, districts, clubs and members have the privilege and responsibility of voting for candidates of their choice. There shall be no circularization of information or campaign materials by anyone for a candidate or nominee including but not limited to electronic and postal mail, facsimile, telephone, printed materials, brochures or leaflets. Only information about the nominees or candidates circulated by their respective nominating committees is allowed. While it is appropriate to have a presentation of all candidates and/or a reception hosted by the region, any social event to promote an individual candidate is prohibited.
3. There shall be no cross solicitation of Soroptimist clubs outside the region on subjects of policy, project promotion or requests for funds without authorization of the Federation Board. Cross solicitation includes sending of postal mail, email, petitions, telephone calls, posts on websites (including hosting online auctions on public sites using the club's name as the seller), or other forms of requests for project or fundraising support. Regions may adopt procedures for the canvassing of clubs within the region.
4. The Federation shall publish an official newsletter, *Best for Women*. There shall be at least two issues each year. The newsletter shall be available by annual subscription.
5. English is the official language of the Federation. Budgetary provisions will be made for appropriate materials, as established by the Board, to be translated into other languages used within the Federation. Clubs may choose to receive these translated materials rather than the English version. All appropriate Federation material that must be translated shall be authorized through Headquarters. If a region or club translates any material used by the Federation, it shall provide a copy to Headquarters.
6. Policy and Position Statements on behalf of Soroptimist International of the Americas may be made only by the elected Federation officers and the Executive Director. Statements made by other Soroptimists do not necessarily represent the official views of the Federation. However, members may utilize the information found in Soroptimist International of the Americas' "Be It Resolved" or Soroptimist International's "Where We Stand" published material.

7. Establishing a strong visual identity is an important component of SIA's branding strategy. Clubs and regions are urged to implement SIA's visual identity in a careful and consistent manner. SIA's logo consists of a stylized "S", the word "Soroptimist" and the tagline "Best for Women." Use of the logo is authorized and encouraged on all club or region stationery, websites, bulletins, programs, and educational materials, as well as on badges, decorations and printed matter for region conferences, district meetings, workshops and any other official Soroptimist function. The federation has available, free of charge, the logo (in various formats) as well as stationery, business card and envelope templates for use by regions and clubs. They are available from the members-only website at www.soroptimist.org. The logo should be printed in PMS 659 (blue) or black.
8. SIA has registered the Soroptimist International emblem, SIA logo, tagline (Best for Women), Live Your Dream logo and various federation programs for service and/or trademark protection in the United States of America and other Soroptimist countries. Use of the registered marks are governed by the "Use of SIA Registered Marks Policies", available on the SIA website www.soroptimist.org
9. SIA Headquarters shall be the sole supplier of all Soroptimist jewelry, including those items that employ the SI emblem, SIA logo, Live Your Dream logo or other registered marks. Non-jewelry items are subject to SIA's non-exclusive limited use license. Every Soroptimist should ensure that the official Soroptimist-owned registered marks continue to enjoy the respect they have earned over the years.
10. The membership pins shall be available only through federation headquarters. By custom in our federation, the membership pin is worn on the left, close to the heart. Members may choose to wear other Soroptimist jewelry in lieu of or with the membership pin, keeping in mind that headquarters is the sole supplier of jewelry. Members wear the pin that shows their highest rank at official functions and may simultaneously wear recognition pins such as the Laurel Society pin. Pins bearing the Soroptimist logo may be used for daily use to encourage conversation about Soroptimist and its mission and may be worn anywhere that is appropriate and in good taste.
11. Club or region websites must utilize the website templates or adhere to SIA's Web Site Development Guidelines available without charge from the members-only section of www.soroptimist.org. Specifically, such web sites shall not publish the name or contact information of any Soroptimist member on a publicly accessible site without the specific permission of that individual. In order to maintain SIA's club and member database, all club or member directory information must be obtained through Headquarters. No advertising or portal to purchase goods or services shall be established on a club or region web site without first obtaining the written permission of SIA. There shall be no replication of SI or SIA program information, applications or forms. Instead, links should be established to such sites that ensure that the information is kept current at its origin. Failure to comply with these guidelines will require that a club or region remove or modify the site upon request of Headquarters or jeopardize the club's good standing, or region's relationship with federation, until such time as the site is in compliance.

12. Personal contact data (directory information) shall be maintained by headquarters in a secure and confidential manner. Its use for commercial or solicitation purposes shall be denied to all. Requests from non-Soroptimists for contact information shall also be denied. Only the Federation board of directors may grant exceptions. Soroptimists have access to directory information through the secure members only section of the SIA web site. Regions may request electronic rosters or mailing labels of clubs and/or members in their own region. Headquarters shall maintain a full privacy policy that complies with the highest ethical and legal standards concerning the collection and security of data obtained. This policy will be updated as changes are made both within the organization and within the business community. The full policy is available on the external part of the Federation's web site at www.soroptimist.org.

B. PROCEDURES GOVERNING CLUBS

1. Charters are granted by the Federation according to guidelines available from headquarters to a club that has a minimum of 12 regular members. Club names shall reflect distinct geographic place names and represent the community served, and are subject to approval by SIA headquarters.
2. Officers of a club shall be a president, secretary, treasurer and such additional officers and/or directors as the club may provide in bylaws.
3. Clubs shall hold a minimum of one meeting each month except during regularly scheduled vacation periods of the clubs. Should an emergency resulting from warlike damage or an attack on the nation in which the clubs exist, or any nuclear or atomic disaster, or large-scale natural disaster that makes it inadvisable to hold a meeting, the board may postpone or suspend the meeting. In these cases the clubs shall notify their members, region and federation.
4. Clubs should maintain 12 or more regular members. Headquarters shall monitor club membership on a monthly basis and direct letters to those club presidents with 11 or fewer regular members (copies to the Region Membership Chair and Region Governor). No club shall forfeit its charter due to having 11 or fewer regular members.
5. In order to be in good standing, a club must remain current in all financial obligations to the region and Federation, and have submitted all required final reports from Federation club grants and disaster relief grants. Clubs not in good standing are not eligible to vote in Federation elections or mail ballots, and cannot receive grants or awards from the Federation.
6. Dues for new members and charter members of a new club shall be prorated. The member's month of induction shall be the date used for proration. Club treasurers should use the chart below to determine the amount to remit along with the new member fee and the 5008.

Beginning July 1, 2015

Members inducted July 1 through December 31 pay \$68.00

Members inducted January 1 through June 7 (or the annual dues billing for the upcoming year) pay \$34.00

Beginning July 1, 2016

Members inducted July 1 through December 31 pay \$70.00

Members inducted January 1 through June 7 (or the annual dues billing for the upcoming year) pay \$35.00

Beginning July 1, 2017

Members inducted July 1 through December 31 pay \$72.00

Members inducted January 1 through June 7 (or the annual dues billing for the upcoming year) pay \$36.00

7. Clubs working with youth

SIA is committed to providing a safe and secure environment for youth participating in Soroptimist activities. Soroptimist has zero tolerance for any inappropriate behavior or abuse when working with children or any vulnerable population. SIA also seeks to minimize vulnerability to accusations of improper behavior that Soroptimist members and other volunteers may experience in carrying out Soroptimist project work that involves youth. The “SIA Standards for Working with Youth” enumerates the steps required for volunteers to engage in youth projects in clubs in any SIA country, without exception. The standards apply to any new or existing youth projects. (see SIA website under the Program Resources and Federation Information pages)

All Soroptimist clubs working with youth agree to:

- a) Training

Prior to beginning a project involving youth all participating volunteers must read, sign, and submit to the club the “SIA Standards for Working with Youth”. All participating volunteers must complete a training module available on the SIA website, on working with youth, and reporting suspected abuse or allegations of abuse.
- b) Conform to all applicable local, state/province, and national requirements pertaining to background checks/clearances for working with youth. SIA requires clean background checks/clearances for all adults working with youth. Background checks must be completed and submitted to the club prior to any activity with youth commencing.
- c) Maintain the signed standards and any background checks/clearances submitted in a secure location, and maintaining the strictest confidentiality and access to these documents.
- d) Reporting of Suspicions or Allegations of Injury, Abuse, or Molestation
 - i. Anyone who witnesses or has reasonable suspicion of inappropriate behavior, suspected injury, abuse or molestation connected with any

club activity must immediately inform the club president or treasurer who will follow applicable legal requirements for reporting to appropriate agencies or law enforcement.

- ii. At the same time, an information report must be submitted to the SIA Chief Operating and Financial Officer and the SIA Executive Director, who will contact legal counsel and the insurance carrier.
 - iii. Under no circumstances should a club officer or member undertake any inquiry or investigation of such situations.
- e) **Annual Reporting to SIA**
On an annual basis, each club participating in any youth project shall report their compliance with the “SIA Standards for Working with Youth” to SIA headquarters through a website database interface or other documentation. Such reporting will be maintained on the club’s membership database record.

SIA, with the assistance of their legal counsel, will regularly review the SIA Standards for Working with Youth. If necessary, the standards will be modified in accordance with current laws and insurance requirements. When changes are made, SIA will communicate the changes to all clubs.

8. Merging clubs will receive a new charter and new club number for the club. Merging clubs shall agree on the name of the merged club, which shall reflect distinct geographic place names and represent the community served, and are subject to approval by SIA headquarters. Merging clubs must complete the steps outlined in the current version of Form 205-Merging Clubs and submit the form for region and SIA approval.

C. FEES

1. A new member fee of \$10 shall be assessed to any incoming new, charter, or former member being added to or returning to membership.
2. A licensing fee of \$50 per item will apply to non-jewelry items for sale by clubs or regions as outlined in the Use of SIA Registered Marks Policies.
3. Each club shall pay an annual mandatory assessment for club liability insurance in an amount established by the Board based on the annual premium charged to the Federation. A fee of \$3 per capita shall be paid for members living in the United States, Canada, Guam and Puerto Rico.
4. Annual subscriptions to Best for Women newsletter shall be \$11 in U.S.A. and Canada, and \$15 for all others. Annual member dues include a newsletter subscription, except for life members.
5. Not later than March 15 immediately preceding the biennial convention, each club shall remit a mandatory convention registration fee in the amount established by the Board. Clubs chartered

- from May 1 to the end of convention in a convention year are not required to pay the mandatory club registration fee for that convention.
6. Annual dues are payable on or before July 1. Clubs that have not remitted dues by August 1 shall also remit a late fee of \$100. Clubs that have not remitted dues by September 1 shall also remit a late fee of \$150. Those clubs whose dues payments are not received by September 1 will receive a letter from the Executive Director stating that the club charter will be forfeited unless dues and late fee of \$150 are received by October 1.
 7. A \$75 processing fee will be charged for cancelled convention registrations.

D. REQUESTS FOR REDUCTIONS OF DUES, FEES, ASSESSMENTS

1. The Board of Directors shall consider an adjustment in club dues, fees or assessments upon request from the club or Region Governor.
2. Requests should be sent to Headquarters (with a copy to the Region Governor) within 30 days prior to the original due date of the invoice and should include information that substantiates the amount of reduction requested.
3. Headquarters will mail notification of the Board's decision to clubs requesting reduction, with copies to the Region Governor.
 - a. Those clubs whose requests for reduction have been approved, must remit payment to Headquarters within 60 days of the notification.
 - b. Those clubs whose requests for reduction have been denied, may make no further requests for reduction unless there is a substantial change in circumstances. The outstanding obligation must be paid in full within 60 days of notification.
4. Those clubs that do not fulfill the outstanding obligation within 60 days of notification will forfeit their charter.

E. FAILURE TO FULFILL FINANCIAL OBLIGATIONS

1. When any financial obligation of a club is not paid within 30 days from the due date, Headquarters shall send a notice of delinquency to the club's president and treasurer with a copy to the Region Governor.
2. The Board of Directors shall declare a club's charter forfeited if the financial obligation remains unpaid 60 days following such notice. At its discretion, the Board of Directors may grant a reasonable extension of time for payment of such financial obligations.

F. PROCEDURES GOVERNING REGIONS

1. Each region shall adopt bylaws for the effective operation of the region that promote the aims, objects and programs of Soroptimist, provided that such bylaws are not in conflict with the SIA Bylaws or Procedures. Proposals to revise the region bylaws must be submitted to headquarters for review prior to publishing the information in the call to the meeting at which they are to be considered.
2. A region may be divided into districts in accordance with its bylaws.
3. Any member who meets the qualifications in accordance with SIA and region bylaws is eligible to serve as region governor. There shall be no rotation of the office of region governor based on districts, countries, or any other subdivision of the region.
4. Each region shall hold at least one region conference annually at a time and place to be determined by region bylaws. Should an emergency resulting from warlike damage or an attack on the nation in which the regions exist, or any nuclear or atomic disaster, or large-scale natural disaster that makes it inadvisable to hold a conference, the board may postpone or suspend the meeting. In these cases the board shall request the federation to approve and notify their members.
5. The President shall call a meeting of the Governors Round Table annually. Every region governor shall belong to the Governors Round Table, the purpose of which is to enhance leadership and administrative skills and communication among the Governors, and facilitate their communication with the Board and the staff. Each region governor shall have the opportunity to attend two Governors Round Tables at Federation expense; once as governor-elect and once as governor. Funding for the Governors Round Table shall be as follows:
 - a. In even-numbered years, the incoming governors for the biennium shall attend the Governors Round Table, which will be funded by the Federation. This even-year event will be held in conjunction with convention, and is open only to incoming governors.
 - b. In odd-numbered years, governors-elect will attend the Governors Round Table at Federation expense. Current governors may attend the Governors Round Table at region expense via a pooled fee. The region shall submit to Headquarters a pooled fee designated by the Board of Directors for the equal sharing of costs (lodging at double occupancy rate, scheduled meals and economy-class transportation) by those regions whose governors plan to attend. All other expenses are the responsibility of the individuals attending and/or the region.
 - c. The expenses of the Federation President, President-elect, any other officers or staff deemed necessary to attend by the Board of Directors, speakers, meeting rooms, interpreters, and supplies, etc., shall be paid by the Federation.
6. A new region may be formed from existing region(s) if the clubs affected approve by a two-thirds vote, or if because of expansion into new territory or because of significant increased or

- decreased membership, the Federation Board deems it necessary to effect a change in territorial limits. Any change regarding territorial limits shall be made only after consultation with the affected regions and clubs, however, the final determination is at the sole discretion of the Board of Directors. (see Appendix 1: Territorial Limits of Regions.)
- a. When new regions are to be formed from existing region(s), the following information regarding each region to be formed shall be provided to the Federation Board of Directors:
 - Number of clubs
 - Number of members
 - Languages
 - Geographic factors
 - Economic considerations
 - Territorial limits
 - Distribution of region funds
 - b. Formation meetings shall be held to elect provisional officers and establish region bylaws to handle administrative and service business as necessary.
 - c. Any such new region shall become effective July 1 following approval by the Board of Directors.
7. When lacking these defined characteristics, a region shall be administered by the Federation for a period of one to five years as a Federation Directed Region, under the following conditions:
- a. Groupings of clubs established in new countries or territories.
 - b. Clubs in established regions that are unable to maintain the desired numbers of clubs or members, and/or are experiencing economic or leadership difficulties.
8. Insurance
- All Soroptimist regions must have the appropriate insurance coverage to mitigate headquarters risk.
- a. All regions based in the US, its territories and Canada are required to have General Liability and Directors' & Officers' insurance coverage through SIA's broker of record.
 - i. The General Liability coverage will be made available as part of the club and region general liability insurance policy
 - ii. The Directors' & Officers' insurance will be purchased by each region from SIA's broker of record for the policy period established by headquarters.
 - iii. SIA is to be named as an additional insured on these insurance policies with a cross-liability clause (i.e. the region and SIA are treated as separate insureds for claim purposes).
 - b. All regions outside of the U.S., its territories and Canada are required to purchase all appropriate insurance policies as is necessitated by the country they operate in. These insurance policies are to be purchased by the region with an insurance broker of their

choice. All regions (whether within or outside the U.S.) are to forward certificates of insurance (in English) to SIA headquarters when each insurance policy issues or is renewed or upon request of SIA headquarters.

9. Reporting

- a. All Soroptimist regions are required to provide SIA Headquarters with their year-end financial statements by October 31. 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.
- b. All Soroptimist regions based in the US, its territories and Canada are required to provide SIA Headquarters with a copy of any future contracts with a value of \$10,000 or more at the time of their execution.

G. CONVENTION

1. The biennial convention shall normally be three and one-half to four and one-half days in duration. The convention dates shall avoid major national holidays.
2. Headquarters shall be responsible for registration, necessary contracts, physical arrangements and fiscal control.
3. The call to convention shall include a tentative agenda, information regarding registration and credentials, as required by Federation Bylaws, and such other information as the Board may determine necessary to advise clubs of matters to be considered.
4. Registration shall open at least 120 days prior to the beginning of convention, with a reduced early registration fee. Sixty days prior to the opening, registration fees will increase 25 percent. Registration shall close 30 days prior to the beginning of convention, and all other registrations will be handled at the convention site.
5. Refunds for convention registration must be requested in writing to SIA headquarters at least 30 days prior to the opening of convention. Refund requests received after that date will be considered on an individual basis for 30 days upon the conclusion of convention. No refunds will be made during the convention.
6. Visa invitation letters will be sent upon request with confirmation of paid registration in the registered member's name only.

H. NOMINATIONS AND ELECTIONS PROCEDURES

1. Board of Directors

Electoral Areas are established in Article VIII of SIA Bylaws. The chart below shows the method of nomination and election chosen by the internal divisions:

Electoral Area 1 (Brazil)	At-Large
Electoral Area 2 (Eastern and Western Canada Regions)	Rotation
Electoral Area 3 (Japan Minami and Nishi Regions)	Rotation
Electoral Area 4 (Japan Higashi and Kita Regions)	Rotation
Electoral Area 5 (Korea and Taiwan Regions)	Rotation
Electoral Area 6 (Mexico/Centroamerica and America del Sur Regions)	Rotation
Electoral Area 7 (Philippines Region)	At-Large
Electoral Area 8 (Japan Chuo Region)	At-Large
Electoral Area 9 (Camino Real, Desert Coast, Golden West Regions)	At-Large
Electoral Area 10 (Founder, Sierra Nevada, Sierra Pacific Regions)	Rotation
Electoral Area 11 (Midwestern, North Central, South Central, Southern)	Rotation
Electoral Area 12 (North Atlantic, Northeastern and South Atlantic)	Rotation
Electoral Area 13 (Northwestern and Rocky Mountain Regions)	Rotation

- a. By August 1, the Secretary/Treasurer shall invite each club in the internal division of Electoral Areas due for election to suggest names for consideration as candidates for director from their electoral area. Clubs desiring to present names shall send them to Headquarters on or before September 15. Headquarters shall verify eligibility and mail to each suggested member a form for a statement of qualifications, and acceptance of consideration for nomination, with the request that the form be returned no later than October 25. Headquarters shall send a mail ballot by November 10, to all clubs in good standing. All ballots will be returned to headquarters for counting.
- b. If no nominations are received by the deadline, headquarters shall wait a period of 60 days and then solicit the clubs for nominations again. The process for nomination and election of the President-elect shall occur on schedule, without prolonged waiting, for the delayed election to be completed. In the event no candidates are proposed after the second solicitation, the current Board member shall remain in office for an additional year and the Electoral Area will resume the process the next year.
- c. Electoral areas consisting of two or more regions may change their method of election between at-large and rotation. The proposing region should contact SIA headquarters and the other regions in the electoral area with their intent to request a change in election method no later than December 15. Headquarters will prepare the question, with rationale and other supporting information, for inclusion in each region's call to conference; all regions affected must vote on the same question, with the same supporting documentation. A majority of delegates present and voting (or clubs in the case of a mail ballot) will determine the region's position; a majority of regions in the electoral area will decide the question. If there is no clear order of rotation when the rotation method is chosen, SIA headquarters and the regions will determine the rotation order. Changes will take effect with the next election involving the electoral area.

2. President - Immediately following the election of Directors for the forthcoming fiscal year, the President shall, according to the following schedule, provide for the nomination and election of the President-elect:

By February 1 Invitation to eligible Board members to stand for election.

By March 1 Headquarters sends ballots to clubs in good standing.

By May 1 Completed ballots returned to Headquarters.

3. Filling a vacancy on the Federation Board of Directors - Should a vacancy occur on the Board of Directors, the Electoral Area represented by the vacancy shall be instructed to conduct another election to replace the member. If the Electoral Area follows the rotation system of election, the replacement shall come from the same region as the vacancy. Time frames should be shortened so that a replacement is duly elected within 90 days.

If through the normal schedule of elections, the Electoral Area will complete the election of a successor within 90 days, or a Board member-elect from that Electoral Area has already been determined, that member will immediately fill the vacancy and complete the unexpired term in addition to the term to which they were elected.

- a. Should the vacancy occur in the office of President, the President-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected, regardless of length.
- b. Should the vacancy occur in the office of President-elect, the Federation will conduct another election, soliciting candidates from those members of the Board currently serving.

4. Fundraising Council – By August 1, the SIA Secretary/Treasurer shall invite each club to suggest names for consideration as candidates for vacancies on the Fundraising Council. Clubs, regions, or members of the Fundraising Council or SIA Board desiring to present names shall send them to Headquarters on or before September 15. Headquarters shall mail to each suggested member a form for a statement of qualifications, and acceptance of consideration for nomination, with the request that the form be returned no later than October 25. By November 5, Headquarters shall prepare a list of the names and qualifications of all members who have consented to serve if nominated and elected. Copies shall be sent to each member of the Fundraising Council.

The nominating committee shall be composed of five members: the SIA President, the SIA President-elect, and three members not seeking election to the Council appointed by the SIA President chosen from the following categories:

- 1) current members of the Fundraising Council;
- 2) former Fundraising Council chairs, whose term on the Fundraising Council was completed in the previous three years;

3) former Fundraising Council members, whose term on the Council was completed in the previous three years.

Ensuring the necessary skills and diversity are considered for representation on the Council, the nominating committee shall prepare a slate of nominees, not more than three for each position to be filled.

- a. Appointments shall be made by the SIA Board. The term of office for each Council member shall be for two years beginning on September 1 after appointment. Members who have served two consecutive terms may be re-appointed to the Fundraising Council after a break of at least 12 months.
- b. In accordance with SIA bylaws (section 9.02) the Board shall appoint the Fundraising Council Chair. Each year, the SIA Secretary/Treasurer shall invite every member who will be on the Council on September 1 and those seeking appointment to the Council beginning on September 1 to stand for appointment as Chair. Those who indicate an interest will be considered nominated. The Chair shall attend the meetings of the SIA Board at the invitation of the SIA President for the purposes of advising the Board. The Executive Director shall ensure the proper budgeting to enable the Fundraising Council Chair to attend the SIA Board meetings.
- c. Any Council member may be removed either for or without cause by the SIA Board of Directors, whenever in the judgment of the board the best interests of the federation will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed. Removal shall occur only upon a two-thirds vote of the directors then in office and only after the Council member is given an opportunity to be heard at a meeting of the Board of Directors
- d. Vacancies in the Fundraising Council shall be filled by the Board of Directors upon recommendation of the remaining members of the Council and each person so selected shall serve as a Council member completing the balance of the unexpired term.

I. BOARD OF DIRECTORS

1. Board members required to attend meetings or functions shall be reimbursed for transportation costs and expenses as budgeted, in accordance with financial policies.
2. Board actions will be shared with the members; however, Board deliberations and discussions shall be confidential. Current issues under consideration by the Board may be shared with the members.
3. Members of the Board of Directors will be made available to attend the annual conference of each region for the purpose of providing information and promoting the programs of Soroptimist International and the Federation, to maintain a linkage to the membership, and act as a resource to provide guidance in administration, direction and goals. The Federation shall

pay transportation for the Board member. The region shall be responsible for the costs of registration, lodging and conference meals. The region should invite the Board member to attend any region board meetings occurring around the time of the conference and must provide adequate time on the agenda for the Board member to address the conference. Workshop presentations and installation of officers are additional duties that a region Governor may ask a Board member to perform.

J. DISBAND PROCEDURES

1. The Region Governor, in conjunction with the region membership chair, shall supervise the disbanding of a club and shall ensure that:
 - a. The club's governing body pays, or makes provisions for payment of all the liabilities of the club.
 - b. The club's governing body disposes of the assets of the club to its own organization - Soroptimist International of the Americas. In addition, the club may also make donations to other such organizations that support a similar mission of empowering women and girls that are organized and operated for charitable, scientific, literary, or educational purposes:
 - i. For clubs in the United States, such organizations must qualify at the time of the donation as a tax exempt organization under Section 501(c)(3) of the IRS Code of the United States of America.
 - ii. For clubs outside of the United States, such organizations should be of a charitable status or nature in the country where the club operates.
 - c. No surplus funds are used for the private benefit of any person.
 - d. Form 202 - Disbanding a Soroptimist Club – is completed and sent to headquarters within 30 days of official disband date. Clubs in the United States must include copies of the IRS' 501(c)(3) determination letter for any organizations that receives a donation from the club, excluding Soroptimist.

K. MAIL BALLOTS

1. The Board of Directors may take action by mail ballot in accordance with the following provisions:
 - a. All proposals for mail ballots must be accompanied by a financial impact statement and shall be submitted to the President and the Executive Director who shall determine that the subject matter presented does not conflict with current law, is timely and is a matter of Federation business that requires action by mail ballot. The President shall report to

the Board, for its consideration, any request for ballots that were deemed improper for Board action, and give reasons for such decision.

- b. The Executive Director shall prepare a ballot in accordance with the Federation's parliamentary authority. The source of the proposal and the rationale of the presenter shall be included on all mail ballots. The actual wording of the proposal may be edited, provided the intent is not changed. All mail ballots are to be mailed in separate envelopes marked "Ballot" and are not to be included with other mailings.
 - c. Directors shall have the right to change their vote up to the time the vote is finally announced.
 - d. Ballots may be protested or challenged by any Director by sending a telegraphic or written notice of protest or challenge to the President, with a copy to Headquarters, within ten (10) days of the receipt of the ballot. This action is to be followed, within ten (10) days, by a letter, with evidence of delivery, setting forth the reason for protest or challenge. When a ballot is protested or challenged, another ballot shall be issued immediately to determine:
 1. the validity of the protest or challenge, and
 2. a final decision on the subject matter.

The reasons for the protest or challenge shall accompany the second ballot. Any action required by the initial vote shall be suspended until final disposition of the legal protest or challenge.
 - e. The Executive Director shall advise the President as soon as a majority vote has been received. The Executive Director shall then notify all Directors and any others directly concerned within fifteen (15) days thereafter. Individual comments by voting members shall be included in the report.
 - f. A summarized report of mail ballots shall be included on the agenda of the next Board meeting. Electronic mail ballots require ratification by the Board. Ballots shall be destroyed thirty (30) days after the summary is presented to the Board of Directors.
2. Mail ballots to clubs shall be subject to the same criteria as mail ballots to the Board of Directors. In addition, the following shall apply:
- a. Clubs that are not in good standing on the day ballots are sent from headquarters are not eligible to participate in that ballot.
 - b. The return envelope of the club ballot shall state the club number, name and region. The envelope shall be signed by any two of the elected officers of the club (president, president-elect, vice president, secretary, treasurer).
 - c. The exact number of ballots mailed to clubs shall be recorded. The deadline for the return of ballots shall be at least sixty (60) days following the date of mailing, and shall be clearly noted on the ballot. The total number of ballots returned to Headquarters by

the deadline shall constitute the basis for determining the appropriate majority required.

- d. Notification to clubs regarding the results of a club ballot shall be included on the Soroptimist members' website and the next issue of the newsletter. Mail ballots shall be retained at Headquarters for 90 days following the deadline for receipt of the ballots and then destroyed.

L. SOROPTIMIST INTERNATIONAL

1. Nominees for Soroptimist International President shall be selected as follows:
 - a. When the Federation is responsible for such nomination, the Board of Directors shall ask eligible candidates who wish to serve to submit a resume. The board of directors shall review the qualifications of the candidates and may propose any number of candidates to be on the mail ballot to clubs. If the board decides to propose no eligible candidates for mail ballot, the Federation shall waive its turn to nominate for the office.
 - b. A ballot shall list the names of the candidates in alphabetical order. A statement of the qualifications of each member shall accompany the ballot. When three or more candidates are on the ballot, each voting club shall use preferential voting by ranking the preference for each candidate on the ballot.
 - c. Headquarters shall implement a mail ballot to clubs in accordance with Federation Procedures and the time constraints of Soroptimist International. The Executive Director shall submit the name of the nominee to Soroptimist International in compliance with its requirements.
 - d. Should the Federation's nominee decline or be unable to serve at any time before the election by the Soroptimist International board, the person next in order of preference in the voting results shall become the nominee. If there was only one name on the ballot, the SIA Board shall determine whether another eligible member, who then consents to serve, shall be the nominee, or if the Federation should waive its turn to nominate for the office.
2. Nominees for Soroptimist International Treasurer shall be selected as follows:
 - a. When Soroptimist International solicits the Federation for such nomination, the Board of Directors shall solicit candidates to consent to serve. Nominees should be knowledgeable about the Soroptimist organization and should have experience at the Federation level, financial training, knowledge of international exchange and knowledge of investments.
 - b. The Board of Directors shall review the qualifications of the candidates and elect not more than one candidate for election by the Soroptimist International Board in accordance with

the time constraints of Soroptimist International. The Executive Director shall submit the name of the nominee to Soroptimist International in compliance with its requirements.

3. The Federation President shall serve as the Authorised Representative to all Soroptimist International Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) in accordance with the SI Bye-laws.
4. In accordance with the SI Bye-laws, the Federation President shall serve as a member of the SI Board of Directors. The Immediate Past President and President-elect of the Federation will serve as the Federation's two additional representatives on the Soroptimist International Board. If the Immediate Past President is holding office in Soroptimist International, or if one of the representatives is unable to attend, the incoming President-elect shall serve as the third representative to the board meeting. In the event a second representative is unable to attend, the Federation Board of Directors shall elect a replacement. The President may appoint one or two consultants to the representatives to attend the meetings of the board in accordance with the SI Bye-laws.

M. PROCEDURES REGARDING FEDERATION RESOLUTIONS

1. Resolutions shall be related to matters of great importance, have broad concern and be international in scope. Topics should be of relevance and significance to the Soroptimist mission of improving the lives of women and girls. There shall be no resolutions on partisan political matters, resolutions commending living individuals or memorializing deceased members. Resolutions regarding Federation policy, administrative or structural matters will be referred to the Federation Board of Directors for prompt consideration and disposition.
2. Resolutions shall continue to be active until rescinded, or until their purpose has been deemed accomplished by the Laws and Resolutions Committee, with the concurrence of the Federation Board of Directors.
3. Clubs and regions are encouraged to review all resolutions and submit comments and recommendations to the Laws and Resolutions Committee. In addition to receiving all new proposals, the Laws and Resolutions Committee shall review all existing resolutions that have been in force for ten years for relevance to Soroptimist programs, timeliness, change of opinion and new information. By recommendation of the Laws and Resolutions Committee, notice to reaffirm, amend or rescind such resolutions shall be included in the call to convention at which action is to be taken. Resolutions in force for fewer than ten years may also be reviewed and recommended for action by the clubs.
4. When drafting proposed resolutions, the preparer should be aware of germane existing resolutions and Soroptimist International position statements listed in "Where We Stand" to avoid redundancy. Include measurable objectives and timeframes. Questions to be answered when considering topics include:
 - What, precisely, is the concern, problem or opportunity implied by the topic?
 - How does the topic relate to the objects of Soroptimist?

- What specific awareness, advocacy or action by Soroptimist clubs is needed?
 - How would accomplishing the resolution benefit women or girls or the organization?
5. Resolutions of an emergency nature that may arise after the deadline for submission, may be introduced for consideration at convention in accordance with Federation Bylaws, Article XII, Section 12.02.

N. AWARDS FOR CLUBS AND REGIONS

1. The Federation presents the following awards annually:
 - a. **Membership Award:** Recognition shall be awarded to the club with the greatest net regular membership growth between June 1 and May 31.
 - b. **Soroptimists Celebrating Success! Awards:** Clubs may enter programs for awards for club projects that further the goals of SIA's Strategic Plan. Entries should benefit women or girls or promote Soroptimist as an organization that improves the lives of women and girls, in local communities and throughout the world. Entries should be innovative and successful; replicable in other communities/regions; ongoing or completed during the past year. The Board of Directors will select one federation finalist in each area (Program, Membership, Fundraising, and Public Awareness) from the region finalists. Federation and region finalists shall receive recognition.
 - c. **Region Awards:** Region awards are an opportunity to celebrate the valuable work of the regions, share and replicate best practices and to publicize successful endeavors that further the goals of the federation. Recognition shall be given to the Governors that submit entries in categories determined by the Board of Directors.
2. Soroptimist members, SIA employees and their immediate families are not eligible for any Soroptimist monetary award available to the public. Immediate family is defined to include spouse/partner, parents, siblings, children and grandchildren by adoption, blood or marriage.

O. FEDERATION VOLUNTEER POSITIONS

1. The Board of Directors of SIA, with input from the Executive Director, will develop outcome-based goals to be accomplished by a volunteer before establishing such a position at Federation level.
2. A Federation volunteer will generally work in liaison with a designated staff member as indicated in the volunteer job description.
3. The job description for each volunteer position will include:
 - a. title of position and areas of responsibility,
 - b. goals/outcomes,
 - c. specific duties,

- d. position eligibility requirements,
 - e. to whom the volunteer is responsible,
 - f. reporting/monitoring,
 - g. term of assignment,
 - h. finances,
 - i. application process.
4. A procedure will be identified for publicizing the opening of such a position in a manner appropriate for the specific position, with a closing date noted. Such procedures may include club mailings, recommendations from Region Governors or other interested parties. The advertising and selection procedure will provide fair and equitable opportunities for qualified volunteers. The President, in consultation with the President-elect and the Executive Director, will make the selection from resumes submitted by interested volunteers, and will include a personal statement of qualifications compared to the job description.
 5. There will be an annual evaluation of job performance which will be filed at SIA's Headquarters office.

P. LIVE YOUR DREAM PARTICIPANTS

1. SIA headquarters shall maintain a virtual engagement opportunity, the Live Your Dream community. Participation will be open to any individual interested in helping SIA deliver its mission, including current Soroptimist members. Invitations to participate also will be extended to former Soroptimist members who have terminated their membership, including those in disbanding Soroptimist clubs.
2. Participation in the Live Your Dream community is not considered membership in Soroptimist. Participation does not confer any benefits of Soroptimist membership on the community participants, including the right to vote or hold office in the Soroptimist organization.
3. There is no fee for participants to join the Live Your Dream community.

Q. AMENDMENTS

1. These Procedures may be amended without notice by the Board of Directors by a two-thirds vote of the members present and voting. Any change in procedures that affects region, district or club bylaws or operation, shall specifically set forth the effective date.
2. To ensure accuracy in the publication of the Federation bylaws, the outgoing and incoming chairs of the Laws and Resolutions Committee shall review the final version before publication. Such reviews are to be completed and returned to Headquarters within 14 days of receipt.

APPENDIX 1: TERRITORIAL LIMITS OF THE REGIONS

AMÉRICA DEL SUR -The countries of Argentina, Bolivia, Chile, Colombia, Ecuador, Guyana*, Paraguay, Peru, Uruguay* and Venezuela.

BRAZIL-Federative Republic of Brazil

CAMINO REAL-The Counties of Santa Barbara, Ventura and Los Angeles west of the San Gabriel River, in California.

MEXICO/CENTROAMÉRICA-Belize*, Costa Rica*, El Salvador*, Guatemala*, Honduras*, Mexico, Nicaragua*, and Panama

DESERT COAST-The Counties of Orange, San Diego, Imperial and Los Angeles east of the San Gabriel River in California; and Yuma County in Arizona.

EASTERN CANADA-The provinces of New Brunswick, Nova Scotia, Ontario, Prince Edward Island, Newfoundland and Labrador, and Quebec.

FOUNDER-The counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Medocino, Napa, Solano, and Sonoma in California; Hawaii; Guam; the Northern Marianas Islands; and Palau*.

GOLDEN WEST-San Bernardino and Riverside counties in California; Arizona, except Yuma County; New Mexico; and El Paso County in Texas.

JAPAN CHUO-The prefectures of Aichi, Fukui, Gifu, Hyogo, Ishikawa, Kyoto, Mie, Nagano, Nara, Osaka, Shiga, Shizuoka, Toyama, and Wakayama.

JAPAN HIGASHI-The prefectures of Chiba, Gunma, Ibaraki, Kanagawa, Niigata, Saitama, Tochigi, Tokyo, and Yamanashi.

JAPAN KITA-The prefectures of Akita, Aomori, Fukushima, Hokkaido, Iwate, Miyagi, and Yamagata.

JAPAN MINAMI- The prefectures of Fukuoka, Kagoshima, Kumamoto, Miyazaki, Nagasaki, Oita, Okinawa, and Saga.

JAPAN NISHI-The prefectures of Ehime, Hiroshima, Kagawa, Kochi, Okayama, Shimane, Tokushima, Tottori, and Yamaguchi.

KOREA-Republic of Korea.

MIDWESTERN-Illinois, Indiana; Kentucky; Michigan; Ohio; and Wisconsin.

NORTH ATLANTIC-Delaware; New Jersey; New York; Pennsylvania.

NORTH CENTRAL-Nebraska except the counties of Sioux, Dawes, Sheridan, Scottsbluff, Morrill, Garden, Banner, Kimball, Box, Butte, Cheyenne and Duel; Iowa; Minnesota; North Dakota; South Dakota.

NORTHEASTERN-Connecticut; Maine; Massachusetts; New Hampshire; Rhode Island; and Vermont.

NORTHWESTERN-Idaho, north of Washington state line or 46 degrees latitude; Montana; Oregon except Malheur County; Washington and Alaska.

PHILIPPINES-Republic of the Philippines.

ROCKY MOUNTAIN-Colorado; Idaho south of Washington state line or 46 degrees latitude; Utah; Wyoming; and the Counties of Sioux, Dawes, Sheridan, Scotts Bluff, Morrill, Garden, Banner, Kimball, Box Butte, Cheyenne and Deuel in Nebraska; Malheur County in Oregon.

SIERRA NEVADA-Nevada and the counties of Alpine, Butte, Colusa, El Dorado, Glenn, Inyo, Lassen, Modoc, Mono, Nevada Placer, Plumas, Sacramento, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, Yolo and Yuba in California.

SIERRA PACIFIC-The Counties of Amador, Calaveras, Fresno, Kern, Kings, Madera, Mariposa, Merced, Monterey, San Benito, San Francisco, San Joaquin, San Luis Obispo, San Mateo, Santa Clara, Santa Cruz, Stanislaus, Tulare and Tuolumne in California.

SOUTH ATLANTIC-District of Columbia; Maryland; North Carolina; South Carolina; Virginia; and West Virginia.

SOUTH CENTRAL-Arkansas; Kansas; Louisiana; Missouri; Oklahoma; and Texas, exclusive of El Paso County.

SOUTHERN-Alabama; Florida; Georgia; Mississippi; Tennessee; Puerto Rico; and the Bahamas*.

TAIWAN-Republic of China.

WESTERN CANADA-The provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Yukon Territory, Nunavut and that portion of the Northwest Territories situated west of Hudson Bay.

The countries of Cuba, North Korea and the U.S. Virgin Islands have been assigned to SIA by SI, but there are currently no clubs in these countries and this territory has not been assigned to any region.

* = No clubs in these countries at present