

1 **SOROPTIMIST INTERNATIONAL OF THE AMERICAN RIVER**
2 **SIERRA NEVADA REGION**
3 **SOROPTIMIST INTERNATIONAL OF THE AMERICAS**

4
5 **BYLAWS**

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7 **ARTICLE I**
8 **Name and Territorial Limits**

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10 Section 1. The name of this club shall be Soroptimist International of the American River a 501(c) (3)
11 charitable organization. EIN: 27-3452707

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13 Section 2. The territorial limits of this club shall be that territory designated as **Sierra Nevada Region**.

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15 **ARTICLE II**
16 **Objectives**

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18 Section 1. The objectives of this club shall be:

- 19
20 a) Promote the advancement of women through volunteer service to the community
21 b) Serve as a global voice on issues of importance to women; and
22 c) Engage in any other lawful activities that further the exempt purpose of the club.

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24 **ARTICLE III**
25 **501(c) (3) Obligations'**

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27 Section 1.

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29 a) **Club Earnings.** No part of the net earnings of the Club shall inure to the benefit of, or be
30 distributable to, its directors, officers, members, or other private persons, except that the Club
31 shall be authorized and empowered to pay reasonable compensations for services rendered and
32 to make payments and distributions in furtherance of its exempt purposes.
33 b) **Political Participation.** No Club shall participate in, or intervene in (including the publishing or
34 distributing of statements), any political campaign on behalf of or in opposition of any candidate
35 for political office.
36 c) **Federal Income Tax Reporting**
37 1. A donor is responsible for obtaining written acknowledgement for any single contribution of
38 \$250 or more before the donor can claim a charitable contribution on the Federal Income Tax
39 Return.
40 2. The Club is required to provide a written disclosure to a donor who receives goods or
41 Services in exchange for a single payment in excess of \$75.
42 3. Advertisement and marketing of events must include the following type of language:
43 "Proceeds of this event/fund-raising activity will go to Soroptimist International of American
44 River, which contributes to projects such as shelters for domestic violence victims or girls
45 transitioning out of the foster care system, Women's Opportunity Awards and scholarships.
46 d) **Permanent Records.** Permanent records include the application for recognition of tax-exempt
47 status, the determination letter recognizing tax-exempt status, and organizing documents, such as
48 articles of incorporation and by-laws and minutes. (The Club also chooses to include the
49 Treasurer's reports, annual audit report, and tax return)
50 e) Upon the dissolution of the Club, its governing body shall, after paying or making provisions for
51 the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for
52 the exempt purposes of the Club in such manner, or to such organization or organizations

1 organized and operated exclusively for charitable, scientific, literary, or educational purposes
2 which at the time qualify as exempt organization or organizations under Section 501(c)(3) of the
3 Code, as the Club's governing body shall determine. Any assets not so distributed shall be
4 distributed by a court of competent jurisdiction of the county in which the Club's principal office is
5 then located exclusively for the Club's exempt purposes. The use of any surplus funds for private
6 inurement to any person in the event of a sale of the assets or dissolution of the corporation is
7 expressly prohibited.
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10 ARTICLE IV 11 Members

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13 Section 1. Classes. There shall be three classes of members as defined in the Constitution of
14 Soroptimist International and Federation Bylaws: regular, retired/unemployed and
15 embarking. In addition, those members who achieved Life status on or before July 1, 2001,
16 shall be recognized as long as membership is maintained in the Soroptimist organization.
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18 Section 2. Admission to membership. Upon payment of dues and fees, all eligible applicants will
19 become members.
20

21 Section 3. Privileges of membership.

- 22
23 a) All members whose participation meets the requirements set forth in these bylaws, may speak,
24 make motions and vote.
25 b) Members in all classes in good standing may be elected to or retain office. Any member in good
26 standing may serve as a delegate to federation convention, region conference, or district
27 meeting.
28 c) A member may make requests for specific projects or donations to be undertaken by the
29 membership. Any request that involves the time or money of the members must be reviewed by
30 the board of directors prior to proposing the project or request to the membership.
31

32 Section 4. Termination of Club Membership

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34 a) Failure to fulfill financial obligations
35 b) Courses of conduct that conflict with the Soroptimist objectives or the SIA Constitutional
36 requirements.
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39 ARTICLE V 40 Officers

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42 Section 1. Elected Officers.

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44 The officers shall be president, president elect, secretary, treasurer, assistant treasurer,
45 delegate, alternate delegate, director of fundraising, director of membership, director of
46 program, director of public awareness, and immediate past president.
47

48 Section 2. Term of Office.

49
50 Elected officers shall hold office for **1 year** beginning July 1 or until their successors are
51 elected. Officers shall be eligible for no more than two (2) consecutive terms in the same
52 office.
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2 Section 3. Removal from Office.
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4 Any officer may be removed by the board whenever in the judgment of the board the best
5 interests of the Club will be served. Removal shall occur only upon a two thirds vote of the
6 officers then in office, exclusive of the person being removed and only after being given an
7 opportunity to be heard at a meeting of the board.
8

9 Section 4. Vacancy in Office.
10

11 In the event of a vacancy in the office of president the president elect shall become
12 president. For all other vacancies an election will be held as soon as practical, but no later
13 than the next business meeting.
14

15 Section 5. Duties.
16

17 a) President

- 18 1. Be the chief officer of the organization
- 19 2. Direct the conduct of the business of the club
- 20 3. Preside at the meetings of the club and board
- 21 4. Serve as delegate
- 22 5. Be a signatory on the bank account
- 23 6. Perform such other duties as directed by the board
24

25 b) President Elect

- 26 1. Preside in the absence of the President
- 27 2. Serve as delegate
- 28 3. Be a signatory on the bank account
- 29 4. Perform such other duties as directed by the President
- 30 5. Prepare to serve as Club President
31

32 c) Secretary

- 33 1. Record, report and keep records of the minutes of the Club and Board.
- 34 2. Be a custodian of the permanent records of the club
- 35 3. Submit Program Focus Reports to Region and Federation
- 36 4. Perform other such duties as directed by the President
37

38 d) Treasurer

- 39 1. Receive all funds of the Club and deposit them as soon as practical but no longer than 5
40 working days in the appropriate bank accounts.
- 41 2. Be a signatory on all bank accounts
- 42 3. Pay bills as directed by the board or approved by the club
- 43 4. Submit a written financial report which documents expenditures and balances of both
44 general and undesignated monies at each club business meeting and board meeting
- 45 5. Transmitting dues to Region and Federation
- 46 6. Work with the Assistant Treasurer to insure familiarity with the duties of Treasurer
- 47 7. Perform other such duties as directed by the President
48

49 e) Assistant Treasurer

- 50 1. Perform the duties of the Treasurer in her absence
- 51 2. Be a signatory on all bank accounts
- 52 3. Send out dues statements to all members in May and be responsible for the tracking and
53 collection of the dues
- 54 4. Perform such other duties as directed by the President or the Treasurer

1 5. Have the option of serving as Treasurer

2
3 f) Directors

4 1. Serve as liaisons between the membership and the Board

5
6 g) Delegate

7 1. Attend district meetings, region conferences and federation conventions

8 2. Provide awareness of and coordinate attendance of members to district meetings, region
9 conferences and federation conventions.

10 3. Prepare a written report for the membership following the meetings to be distributed at
11 the direction of the president.

12
13 h) Alternate Delegate

14 1. Act as delegate in the absence of the President, President elect or Delegate at district
15 meetings, region conferences or federation conventions.

16 2. Assist the Delegate as needed

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18 i) Immediate Past President

19 1. Serve for a 1-year term

20 2. Perform such other duties as directed by the president

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23 ARTICLE VI
24 Elections

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26 Section 1. Elections. In March of each year, any member interested in running for a term of office shall
27 submit in writing her name to be placed on the ballot for a specific office to the Director of
28 Membership or her appointee.

29
30 Section 2. A mail election ballot containing the slate of officers shall be emailed, faxed, hand
31 distributed or mailed out to all members in good standing within seven days following the
32 April business meeting. The mailing will offer members in good standing the option of
33 marking an absentee ballot prior to the May business meeting.

34
35 Section 3. If there is only one candidate for any office, election may be by voice. The slate may be
36 adopted by consent if there is only one candidate for each office. A majority vote shall elect.
37 The number of votes shall not be reported.

38
39 ARTICLE VII
40 Voting

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42 Section 1. Voting by the membership will occur at business meetings unless a special meeting has
43 been called by the President with appropriate notice.

44
45 Section 2. Voting shall be by voice unless the results are not able to be determined, then a vote by
46 show of hands or standing shall be used. While not the preferred method, if time constraints
47 make it necessary, a vote of the membership may be conducted by email.

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50 ARTICLE VIII
51 Meetings

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53 Section 1. Regular meetings-Unless otherwise ordered by the club, regular meetings will be held on
54 the 2nd and 4th Wednesdays at a location determined by the current Board.

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2 Section 2. The first meeting of the month will be designated a business meeting.
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4 Section 3. Special meetings may be called by the president and shall be called upon the written
5 request of at least 5 active members of the club. At least 48 hours' notice (personal, written, or
6 telephoned) shall be given each member. The business to be transacted at any special
7 meeting shall be limited to that noticed in the call
8

9 Section 5. A quorum of the Board shall be a majority of the voting members of the Board. A quorum of
10 the club shall be 40% of club membership.
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13 ARTICLE IX
14 Board of Directors
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16 Section 1. All officers as listed in Article V constitute the board of directors.
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18 Section 2. Duties. Between business meetings of the club the board has administrative authority over
19 the affairs, funds, and property of the club, except that of modifying any action taken by the
20 club.
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22 Section 3. Regular Meetings of the Board will be held once a month as determined by the President
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24 Section 4. Special Meetings. Special meetings may be called by the president and shall be called upon
25 the written request of at least 3 members of the board. At least 48 hours' notice (personal,
26 written or telephoned) shall be given. The business transacted at any special meeting shall
27 be limited to that noticed in the call.
28

29 Section 5. Quorum for a Board meeting or Special meeting shall be a majority of the voting members of
30 the Board. Email or alternative written methods will be allowed.
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32 ARTICLE X
33 Committees
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35 Section 1. Committees will consist of Fundraising, Membership, Programs, and Public Awareness, .
36 Sub committees may be appointed as needed.
37

38 Section 2. Committees shall perform the duties set forth in these bylaws and such other duties as
39 directed by the president, the board, or as prescribed in the parliamentary authority.
40

41 ARTICLE XI
42 Dues, Fees and Assessments
43

44 Section 1. Fiscal Year. The fiscal year shall be July 1 through June 30th.
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46 Section 2. Annual Dues and Fees will be reassessed by the Director of Membership or her appointee
47 on an annual basis to be approved by a majority vote of the club.
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50 ARTICLE XII
51 Parliamentary Authority
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1 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the
2 parliamentary authority for all matters not specifically covered in these bylaws, Sierra Nevada Region
3 bylaws and standing rules, SIA bylaws and procedures, or Soroptimist International constitution.
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5 ARTICLE XIII
6 Amendments
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8 Section 1. By Club Vote. These bylaws may be amended at any business meeting of the Club by a two
9 thirds vote provided that the amendment has been submitted to each member fourteen days
10 prior to the business meeting at which it will be considered.
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12 Section 2. By Higher Authority. Any amendment from higher law that affects these bylaws will cause
13 automatic amendment without further notice.
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APPENDIX – 1
Modifications

Soroptimist International of the American River

Summary of Modifications and corresponding Dates

Adopted: October 27, 2010

Modified: May 11, 2011

General Notes Regarding Modifications

1. Added office of Alternate Delegate
2. Added office of Assistant Treasurer
3. Added office of Immediate Past President
4. Altered language in other sections as required by the addition of new positions

Modified: May 9, 2012

General Notes Regarding Modifications

1. Deleted office of Director of Administration
2. Altered language in other sections as required by the deletion of position
3. Added ability to vote via email when necessary

Modified: April 9, 2014

General Notes Regarding Modifications

1. Article III, Section 1, c), 3 – changed Auburn to American River
2. Article III, Section 1, c), 3 – changed
 - a. Advertisement and marketing of events must include the following type of language: “Proceeds of this event/fund-raising activity will go to Soroptimist International of American River, which contributes to projects such as Women’s Opportunity Awards, scholarships, and; to
 - b. Advertisement and marketing of events must include the following type of language:
“Proceeds of this event/fund-raising activity will go to Soroptimist International of American River, which contributes to projects such as shelters for domestic violence victims or girls transitioning out of the foster care system, Women’s Opportunity Awards and scholarships.
3. Article IV, Section 6 – Honorary recognition – Deleted
4. Article IV, Change the order of Section 2 and Section 3, so that we address Admission to Membership prior to the Privileges.
5. Article IV, Members – Moved Section 4 to (c) in Section 3 - *A member may make requests for specific projects or donations to be undertaken by the membership. Any request that involves the time or money of the members must be reviewed by the board of directors prior to proposing the project or request to the membership.*
6. Article IV, previous Section 4, Termination of Club Membership - renumbered to Section 5
7. Article IV – Officers – updated to Article V to correct Section numbering sequence
8. New numbered Article V, Section 2. Term of Office – Deleted the words: with the exception of the office of Assistant Treasurer who will be promoted to the office of

- 1 Treasurer for the following Club year thus serving for two (2) years on the board
2 without need for nomination and election
- 3 9. Newly numbered Article V, Section 1, Elected Officers – alphabetized listing of
4 Directors by title
- 5 10. Newly numbered Article V, Section 5. Duties. b) Vice President – Changed Vice
6 President to President Elect
- 7 11. Newly numbered Article V, Section 5, Duties b) President elect – added Be a signatory
8 on the bank account as number 3
- 9 12. Newly numbered Article V, Section 5, Duties b) President Elect – added 5. Prepare
10 to serve as Club President
- 11 13. Newly numbered Article V, Section 5, Duties. c) Secretary 1. Removed the word “the”
12 after “keep” and added the word “of” after the word “records”
- 13 14. Newly numbered Article V, Section 5, Duties, d) Treasurer – Added The transmission
14 of dues to Region and Federation as number 5
- 15 15. Newly numbered Article V, Section 5, Duties, e) Assistant Treasurer 3. Deleted the
16 words “transmitting dues to Region and Federation”
- 17 16. Newly numbered Article V, Section 5, Duties, e) Assistant Treasurer 5. Changed the
18 words “Serving as Treasurer for the following Club year” to “Have the option to serve
19 as Treasurer”
- 20 17. Newly numbered Article V, Section 5, Duties, g) Delegate 1. And 2. – Deleted the word
21 “all” before the words “district meetings”.
- 22 18. Newly numbered Article V, Section 5, Duties, i) Immediate Past President, 1 – Deleted
23 the words “as a director”
- 24 19. Changed Article V to Article VI
- 25 20. Newly numbered Article VI Elections, added a new Section 2 – A mail election ballot
26 containing the slate of officers shall be emailed, faxed, hand distributed or mailed out
27 to all members in good standing within seven days following the April business
28 meeting. The mailing will offer members in good standing the option of marking an
29 absentee ballot prior to the May business meeting.
- 30 21. Changed newly numbered Article VI, Section 2 to Section 3
- 31 22. Changed Article VI to Article VII
- 32 23. Changed Article VII to Article VIII
- 33 24. Newly numbered Article VIII, Section 5 – Changed from:
34 a. A quorum of the Board shall be 6. A quorum of the club shall be; to
35 b. A quorum of the Board shall be a majority of the voting members of the Board. A
36 quorum of the club shall be 40% of club membership.
37 c. And deleted the ancillary comment (Include the quorum established for the
38 meetings of the club)
- 39 25. Changed Article VIII to IX
- 40 26. Newly numbered Article IX, Board of Directors, Section 1, change the Article IV to
41 Article V
- 42 27. Newly numbered Article IX, Section 5, changed quorum from 6 to shall be a majority of
43 the voting members of the Board.
- 44 28. Changed Article IX to X
- 45 29. Newly numbered Article X, Committees, Section 1 – Alphabetized committees
- 46 30. Newly numbered Article X, Committees, Section 2 – Deleted the words “It is not
47 necessary to detail specific duties of each committee in the bylaws, unless the club
48 wishes to do so.”
- 49 31. Changed Article X to XI
- 50 32. Newly numbered Article XI, Dues, Fees and Assessments, Section 1. Fiscal Year –
51 added the word “be” after the word “shall”.
- 52 33. Changed Article XI to XII
- 53 34. Changed Article XII to XIII

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