
SOROPTIMIST INTERNATIONAL OF FORT BRAGG, INC.
CLUB BYLAWS
October, 2014

Article I

Name and Territorial Limits

- Section 1.1 The name of this club shall be Soroptimist International of Fort Bragg, hereinafter referred to as the Club.
- Section 1.2 The territorial limits of this club are within the bounds of Founder Region.
- Section 1.3 The club belongs to District V.

Article II

Purpose

Objects

Section 2.1 Soroptimist International of Fort Bragg is dedicated to improving the lives of women and girls, in local communities and throughout the world.

Section 2.1 The objects of this club shall be:

- a) to pursue the vision that women and girls have the resources to reach their full potential to live their dreams;
- b) to improve the lives of women and girls through programs leading to social and economic empowerment;
- c) to serve as a voice on issues of importance to women and girls; and
- d) engage in any other lawful activities that further the exempt purpose of the club.

Section 2. No part of the net earnings of any Club shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that each 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 any Club shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. No Club shall 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, no Club shall carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in 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.

Article III

Members

Section 3.1 Admission to Membership:

Any member may propose for membership in this club an individual considered eligible. Persons may apply for membership and if eligible for membership shall be welcome to join. Membership shall be based on eligibility as provided in Soroptimist International of the Americas Bylaws and the Soroptimist International Constitution.

Section 3.2 Membership privileges and responsibilities:

- a. The new member shall be enrolled upon the acceptance of the invitation to membership, payment of all club and region fees and dues, and transmittal of Federation and Founder Region new member dues/fees and required forms to Soroptimist of the Americas (SIA) and Founder Region.
- b. All members whose financial obligations are met and participation meets the requirements set by the club procedures may speak, make motions, hold office and vote. The club membership shall be responsible to participate in all events, as they are able.
- c. All members in good standing may serve as a delegate to Federation convention, region conference, or district meeting in accordance with Federation Bylaws in place at the time of the writing of these Bylaws.

Section 3.3 Attendance requirements:

- a. There shall be no attendance requirements for this club.
- b. Leaves of absence must be in writing to the Board or sent to the Board by email.
- c. The following shall be reason for termination of membership:
 1. Resignation
 2. Failure to fulfill financial obligations within 60 days
 3. Failure to maintain the requirements for membership.

No membership shall 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 found to exist. The decision of the board is final.

**Article IV
Officers**

Section 4.1 Elected Officers:

The elected officers of the club shall be: President, President-Elect, Corresponding Secretary, Recording Secretary, Treasurer, Co-Treasurer and/or directors as the club may provide.

Section 4.2 Eligibility:

- a. **President**—The President shall have been the President Elect in the preceding year.
- b. **President-Elect**—The President Elect must be a regular member for at least two years and have served one term on the Board of Directors.
- c. **Corresponding Secretary**—The Corresponding Secretary shall have been a regular member for at least one year.
- d. **Recording Secretary**—The Recording Secretary shall have been a regular member for at least one year.
- e. **Treasurer**—The Treasurer shall have been a regular member for at least one year.
- f. **Co-Treasurer**—The Co-Treasurer shall have been a regular member for at least one year.
- g. **Directors**--There are four Directors who shall serve as liaison between the club members and the board of directors. They shall have been a regular member for at least six months.

Section 4.3 Term of office:

The club officers shall take office July 1 following their election.

All officers of this club shall hold office for one year or until their successor is elected, not to exceed two consecutive terms.

Section 4.4 Vacancies:

In case of a vacancy in the office of President, the President Elect shall become President. If a vacancy occurs in any office other than president, the board of directors shall act as a nominating committee, with notice to club members and an election to occur at the following business meeting unless the vacancy occurs during the last two months of the club year, at which time the Board of Directors shall appoint a replacement. In the event of a vacancy of a delegate or alternate, the board shall appoint a replacement.

Section 4.5 Duties of Officers:

- a. **President:** shall sign checks with the President-Elect, Treasurer, or Co-Treasurer; shall conduct the business of the club, preside at all meetings of the club and board of directors, appoint all committees unless otherwise provided by these bylaws or in the motion authorizing the committee, and shall be an ex-officio member of all committees except nominating.
- b. **President-Elect:** sign checks with either the President, Treasurer and /or Co-Treasurer, shall be an ex-officio member of all committees except nominating and will be the delegate to the SIA Convention in the year it is held.
- c. **Corresponding Secretary:** shall read/summarize incoming correspondence at board and business meetings of the club; send communications on behalf of the club, except those communications which are the responsibility of the board members or committees.
- d. **Recording Secretary:** shall record minutes of the club and board meetings; be custodian of the permanent recording records of the club: submit to the club minutes of the business meeting(s) and recommendations and actions of the board; submit to the board minutes of the board meetings; give written copy of all club by-laws or procedures changes to the Laws and Resolution committee chair.

- e. **Treasurer:** shall sign all checks with president, president-elect or co- treasurer; make remittances and complete official member forms as required; pay all bills authorized in budget or by club action; take charge of general and delegate funds and any other funds the club deems necessary; be custodian of the records of these funds; bill and collect all dues moneys; present written monthly reports at the monthly board meeting and to the club membership at the business meeting; serve as an ex-officio member of the Finance and Budget committees.
- f. **Co-Treasurer:** shall take charge of Project Fund certificate of deposit and any other funds the club deems necessary; be custodian of the records of these funds; present written monthly reports on accounts at the monthly board meeting and to the club at the business meeting; serve as ex-officio member of the Finance Committee; sign checks with the President, President-Elect or Treasurer.

Section 4.6 Removal from office:

The Board of Directors shall have authority to remove from office an elected officer, board member, or committee chairperson for failure to perform duties office or duties required. Before action is taken 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 is required for removal.

Article V Delegates

Section 5.1 Elected Delegates:

- a. Two Delegates and one alternate will be elected. The election for Delegates are held at the same time as officers of the club.
- b. Any member in good standing may be elected to or retain the position of delegate.
- c. In the event of a vacancy in the position of the delegate, the alternate shall hold the position for the balance of the year.

Section 5.2 Duties of Delegates:

- a. Delegates shall attend Caucus's, District meetings and Founder Region Conferences.
- b. Delegates shall vote on behalf of their members, speaking for their concerns and reporting back complete information concerning all Soroptimist matters that affect the club. Delegates should be informed about matters on which a vote is to be taken and know how their club members feel about it.
- c. The alternate will stand in for the delegate if the delegate cannot attend one of the required meetings.

**Article VI
Nominations and Elections**

Section 6.1 Nominating Committee:

a. Selection of Nominating Committee:

The president shall appoint the chair, the board shall elect a second member, and the club shall elect a third member. Only one member of the committee may be a member of the board of directors.

b. Nomination procedures:

1. The committee shall invite each member to suggest names for consideration. The committee shall prepare a form to be distributed for nomination suggestions. The Nominating committee shall nominate one or more candidates for each office. Further nominations may be made from the floor the day of the election.

The consent of the nominee shall be obtained before the name is placed in nomination.

2. The nominating committee shall meet in February and shall read the slate of proposed officers at the club business meeting in March.

Section 6.2 Elections:

The election shall be held at the April business meeting. If there is only one candidate for any office, election may be by voice vote. If there is more than one candidate for any office, the election shall be by ballot. The president shall appoint three tellers to count the ballots. The ballots shall be destroyed after the results are announced and accepted. A majority vote shall elect.

**Article VII
Club Meeting and Special Meetings**

Section 7.1 Regular meeting day:

Unless otherwise ordered by the club, the regular meetings of the club shall be on Thursday at noon every week. The first Thursday of the month shall be the the business meeting. The club

will be dark during the month of July. There will be no meetings for a two week period during December and January.

Section 7.2 Special meetings:

Special meetings of the club may be called by the President and shall be called upon the written request of at least three members of the club. At least twenty-four hours notice, personal, written or telephone shall be given. The business transacted at any special meeting shall be limited to that mention in the call.

Section 7.3 Joint Board Meeting:

The June board meeting shall consist of the incoming and outgoing Board members.

Section 7.4 Quorum:

A record shall be kept each year of number of attending members at the May business meeting. For the following fiscal year a quorum shall consist of 1/2 of that number, rounded up, plus one.

**Article VI
Board of Directors**

Section 8.1 Board Membership:

The Board of Directors shall include all officers as set forth in Article IV

Section 8.2 Board Duties:

The Board of Directors shall have administrative control over the affairs, funds, and property of the club, except that of modifying any action of the club. The board of directors shall authorize payments from club funds within the budget, act upon resignations, terminations and leaves of absence; receive reports of committees as may be necessary between business meetings of the club, and submit policy recommendations to the club; and perform other duties as the club, region, federation bylaws may require. The parliamentarian may attend board meetings as an advisor if requested by the President.

Section 8.3 Meetings:

Unless otherwise ordered by the club or the board, regular meetings of the Board shall be held within one week prior to the business meeting at a time and a place to be determined by the board. Members of the club shall be advised when board meetings are to be held. Members of the club may attend board meetings as silent observers, unless prior permission has been granted by the President for a member or committee member to speak.

Section 8.4 Special meetings:

Special meetings of the Board of Directors may be called by the President and shall be called upon the written request of at least three members of the board. At least twenty-four hours notice, personal, written or telephone shall be given. The business transacted at any special meeting shall be limited to that mentioned in the call.

Section 8.5 Quorum:

The majority of the members of the board constitutes a quorum.

**Article IX
Committees**

Section 9.1 Standing Committees:

The following are the clubs standing committees Programs of Service, Awards and Recognition, Internal Support Systems, Finance.

Section 9.2 Standing Committees Responsibilities:

a. **Programs of Service** shall include Economic and Social Development, Education, Environment, Health, Human Rights/Status of Women, International Goodwill and Understanding, Project Sanctuary, Youth Forum, Lady Wolves Basketball, The Giving Tree, Saturday Day of Service and Salmon BBQ. The chair of the committee shall facilitate the committee meetings and distribute the responsibilities among the members as may be needed to achieve the committee's yearly objectives.

b. **Internal Support Systems** shall include Support and Training of club members, Member Services (including Recruitment and Retention), Soroptimist Leadership Development, By-Laws committee, Public Relations (club roster and club newsletter), website, Sunshine (including Inspiration), and Party (includes Installation). The chair of the committee shall facilitate the committee meetings and distribute the responsibilities among the members as may be needed to achieve the committee's yearly objectives.

c. **Awards and Recognition** shall include the Violet Richardson Award, Women's Opportunity Award, Ruby Award, Scholarships, Youth Art and Music Awards, and Founder Region Fellowship. The Annual Awards ceremony shall also be this committee's responsibility. The chair the committee shall facilitate the committee meetings and distribute the responsibilities among the members as may be needed to achieve the committee's yearly objectives.

d. **Finance** shall consist of the areas of Budget/Review, Community Contributions, happy dollars, assessments, and raffles. The chair of the committee shall facilitate the committee meetings and distribute the responsibilities among the members as may be needed to achieve the committee's yearly objectives. The committee shall present a proposed budget at the May business meeting to be considered by vote of the membership at the annual meeting in June. The Finance Committee shall serve as the financial review committee at the end of the fiscal year.

Section 9.3 Committee Coordinator's Responsibilities:

Each committee will have a Coordinator who shall provide calendars, notebooks with description of the responsibilities for each program of action. Each Coordinator shall provide a written report to the Board of Directors each month of the committee's activities. Committee meetings shall be held on the 3rd Thursday of each month, other meetings may be held if necessary to meet deadlines and facilitate special needs.

Section 9.4 Other Committees:

The President shall appoint other committees as required to accomplish club business.

Article X Fiscal Matters

Section 10.1 Fiscal Year:

The fiscal year shall be July 1 through June 30th.

Section 10.2 Annual dues are payable June 1 of each year:

- a. The annual dues of this club and new member dues shall be establish each year at the time the budget is prepared and shall be based on amounts mandated by Federation, Region, and club requirements.
- b. Club dues shall not exceed \$1.00 per meeting. Delegate fees shall not exceed \$3.00 per month.
- c. If the proposed member joins on or before December 31st the full amount of new member dues in effect shall be paid. If a proposed member joins between January 1st and June 30th the prorated amount paid shall be as set forth in Federation and Founder Region Bylaws and club requirements.
- d. New member fees including proration shall be approved by the club at the June business meeting.

Section 10.3 Club Budget:

The new club year budget shall be submitted to the club members at the May business meeting and adopted at the June business meeting.

Section 10.4 Financial Review:

- a. The review of the club's financial records must be completed within 45 days after June 30th. The Treasurer and Co-Treasurer will provide the Review Committee with the fiscal year-end itemized categories report in addition to checkbook register, bank statements, cash flow report for the period July 1st to June30th.
- b. A financial review of the Treasures' and/or Co-Treasures' books may be done at other times as the Board of Directors may authorize.
- c. The Financial review committee may not include the President, President Elect, Treasurer or Co-Treasurer.
- d. The President, President-Elect, Treasurer and Co-Treasurer shall be bonded.

**Article XI
Parliamentary Authority**

Section 11.1 Roberts 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 addressed within these Bylaws or higher Soroptimist Law.

**Article XII
Amendments to Club Bylaws**

Section 12.1 Amendments:

These bylaws may be amended at any regular business meeting of the Club with a two-thirds vote of the voting members present, provided the proposed amendments have been mailed or emailed to the absent voting members.

Article XIII

Dissolution of Club

Section 13.1 Dissolution:

Upon the dissolution or winding up of the organization, all assets remaining after payment or provision for payment of all debts and liabilities of this organization shall be distributed to a non-profit fund, foundation or corporation that is organized and operated for social welfare purposes to benefit women and girls and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.