

**SOROPTIMIST INTERNATIONAL OF FRIDAY HARBOR
NORTHWESTERN REGION
SOROPTMIST INTERNATIONAL OF THE AMERICAS**

CLUB BYLAWS and AMENDMENTS

ADOPTED March 5, 2003

AMENDED BY CLUB ACTION, MAY 6, 2009

ARTICLE I

NAME AND TERRITORIAL LIMITS

- 1.1 The name of this club shall be Soroptimist International of Friday Harbor. The territorial limits of this club shall include San Juan County in the state of Washington

ARTICLE II

OFFICERS AND DIRECTORS AND DUTIES OF OFFICE

- 2.1 The officers of this club shall be a President, President-elect, Vice President, Treasurer, Membership Treasurer, Recording Secretary, Corresponding Secretary, and two directors.
- 2.2 The President as chief officer shall:
- (a) Direct the conduct of the business of the club;
 - (b) Preside at meetings of the club and of the board;
 - (c) Appoint all committees unless otherwise provided in the rules or in the motion authorizing the committee; and
 - (d) Be an ex-officio member of all committees except Nominating.
- 2.3 The President Elect shall;
- (a) Oversee the club's committee assignments and functioning of committees
 - (b) Consult with the Vice President on programs and the club calendar
 - (c) Other duties as assigned by the President or the Board.
- 2.4 The Vice President shall;
- (a) Assume duties of program director by scheduling various programs suggested by committees, members or request from outside parties.
 - (b) Maintain the club calendar as program director with collaboration with the President Elect.
- 2.5 The Recording Secretary shall:
- (a) Keep the minutes of the meetings of the club and of the board.
 - (b) Be custodian of the permanent records of the club; and
 - (c) Submit to the club the minutes of the club business meetings and the recommendations of the board.
- 2.6 The Corresponding Secretary shall:
- (a) Send out notices and carry on such correspondence as does not properly belong to other officers or committees.

- 2.7 The Treasurer shall:
- (a) Receive all funds of the club and deposit them in the financial institution(s) authorized by the board.
 - (b) Sign all checks.
 - (c) Make remittances required by Federation Bylaws and standing procedures.
 - (d) Pay authorized bills; and
 - (e) Serve as an ex-officio member of the finance committee.
- 2.8 The Membership Treasurer shall:
- (a) Maintain a roll of membership.
 - (b) Make all remittances and submit required forms for membership to region and federation offices.
 - (c) Send yearly dues notices to members.
 - (d) Send a notice to any member who has not met any financial obligation 30 days from due date.
 - (e) Serve as a member of the finance committee.
- 2.9 The Directors shall:
- (a) Serve as a voting member of the Board
 - (b) b) Act as a liaison to the members in the club, reporting upon conditions or concerns within the membership to the club president.
 - (c) Other duties as assigned by the President or Board.

ARTICLE III
ELIGIBILITY FOR OFFICE AND TERM OF OFFICES

- 3.1 The Bylaws, Article V, Section 5.02 Entitlements state: *Only an active member in good standing as described in Article V, Section 5.01(a) may be elected to and retain any club office or serve as a delegate or alternate to a convention, conference or district meeting.*
- 3.2 To be eligible for the office of Club President, the member shall have served on the board of directors, have served as President-elect, or been a member in good standing for at least one (1) year. Only if no candidate meeting the eligibility requirements will accept nomination may another member be selected as a nominee for the office of club president.
- 3.3 The Treasurer and Membership Treasurer may hold office for more than one year or until their successors are elected. All other officers of this club shall hold office for one year or until their successors are elected. They shall not be eligible for more than two consecutive years in the same office. A member who has served more than half a term in any office shall be deemed to have served a term. Directors shall hold office for two years or until their successors are elected, and shall not be eligible to succeed themselves as directors. One director shall be elected each year.
- 3.4 In the event of a vacancy in the office of president the president-elect shall become president. Other vacancies shall be filled in the following manner: the board of directors shall act as the nominating committee and shall report at the next business meeting or at a special meeting called for the purpose. Nominations shall be made from the floor and the club shall elect.

ARTICLE IV
BOARD OF DIRECTORS AND MEETINGS

- 4.1 The board of directors shall have administrative control over the affairs, funds and property of the club, except that of modifying any action taken by the club. It shall authorize payments from club

funds within the budget; act upon invitations to membership, resignations, terminations and disciplinary matters; receive reports of committees as may be necessary between business meetings of the club; submit policy recommendations of the club; and perform such other duties as the club, region, federation or these procedures may require.

- 4.2 Unless otherwise ordered by the club or the board, regular meeting of the Board shall be held at least once each month at a time and place determined by the Board. Board meetings shall be open to the general membership.
- 4.3 Special meetings of the board may be called by the president and shall be called upon the written request of at least three (3) members of the board. The business transacted at any special meeting shall be limited to that mentioned in the call with 24 hours notice, by either personal, written, telephone, or electronic means, given each board member.
- 4.4 A majority of the board of directors shall constitute a quorum.

ARTICLE V CLUB MEETINGS

- 5.1 The regular meetings of this club shall be held at noon (12PM) every Wednesday (except for those month designated as “dark”).
- 5.2 The meeting on the first Wednesday of each month shall be a business meeting.
- 5.3 Special meetings of the club may be called by the president and shall be called upon the written request of at least three (3) active members of the club. The business to be transacted at any special meeting shall be limited to that mentioned in the call. Forty-eight hours notice, by either personal, written, telephone, or by electronic means shall be given each member for any special meeting.

ARTICLE VI QUORUM

- 6.1 Thirty percent (30%) of the voting members of the club shall constitute a quorum at regular and special meetings of the club.

ARTICLE VII ATTENDANCE REQUIREMENTS

- 7.1 There are no attendance requirements of this club, however, it is required to be in good standing, hold office and vote, and that a member participate in one fund raising event per year and participate in one service project per year.

ARTICLE VIII LEAVE OF ABSENCE

- 8.1 A leave of absence may be granted by the Board for a period of not more than 12 months in case of applicant’s illness, travels, temporary removal from the community, or other just cause. The Board may extend such leave provided no leave of absence exceeds a total of 12 consecutive months. (Note: annual dues must be paid by a member on leave of absence.)

ARTICLE IX
MEMBERS

- 9.1 There shall be five classes of members as defined in Federation Bylaws Article V.
- 9.2 Privileges of membership
- (a) All members whose participation meets the requirements set forth in these bylaws, may speak, make motions and vote.
 - (b) Only an active member in good standing may be elected to or retain office or serve as a delegate to federation convention, region conference, or district meeting.
- 9.3 Membership is by invitation and becomes effective upon receipt of payment of all fees and dues, and transmittals of federation new member fees and form 5008 to federation headquarters.

ARTICLE X
HONORARY RECOGNITION

- 10.1 Honorary recognition may be given by the club to any person who has given distinguished and unusual service to the community, state or nation, or who has contributed notably to the position of women. Any person so honored by the club shall have such rights and privileges as granted by the club and shall have no official status at any level of the Soroptimist organization.

ARTICLE XI
TERMINATION AND REMOVAL FROM OFFICE

- 11.1 The following shall be reason for termination of membership in a club:
- (a) resignation
 - (b) failure to fulfill financial obligations
 - (c) failure to maintain the requirements of membership;
 - (d) conduct which adversely reflects upon the Soroptimist organization.
- 11.2 No membership may be terminated for reasons other than resignation without an opportunity for a hearing before the board of directors after 30 days' written notice to the member. A two-thirds vote of the board is required for termination of such membership when grounds for termination have been determined to exist. The decision of the board shall be final.
- 11.3 The club board of directors shall have authority to remove from office any elected officer, board member or committee chairman either for or without cause, whenever in the judgment of the Board the best interests of the club will be served. Removal shall occur only upon a two-thirds vote of the Directors then in office, exclusive of the person being removed, and only after being given an opportunity to be heard at a meeting of the Board of Directors.

ARTICLE XII
NOMINATIONS AND ELECTIONS

- 12.1 A nominating committee of three active members shall be formed in March as follows
- (a) the President will act as the Chair; and
 - (b) the club shall elect the second and third member.
- 12.2 The committee shall invite each member to suggest names for consideration.

12.3 The committee shall nominate one or more candidates for each office.

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

12.5 The report of the nominating committee shall be read to the club at the club meeting preceding the meeting when the election is held.

12.6 The election shall be held at the business meeting in May. The report of the nominating committee shall be read again at this meeting and additional nominations may be made from the floor.

ARTICLE XIII COMMITTEES

13.1 The Committee structure shall be in compliance with the Renaissance Campaign. Committees shall fall under the following categories:

1. Membership
2. Fundraising
3. Program
4. Public Awareness

13.2 These committees shall perform the duties set forth in these bylaws and such other duties as directed by the president, the board, or as prescribed in the parliamentary authority.

ARTICLE XIV FISCAL YEAR

14.1 The fiscal year of the club shall be from July 1 to June 30 of each year.

ARTICLE XV CLUB DUES AND FEES

15.1 Annual dues shall become due on June 15 of each year.

15.2 Annual dues include Founders Pennies (optional), club liability insurance, and Regional and Federation dues.

15.3 New Member fee: The Board of Directors will determine annually.

15.4 Prorated dues: Due are prorated based on the schedule due to Federation and are only calculated to the next fiscal year.

ARTICLE XVI BUDGET, FINANCIAL STATEMENTS AND AUDIT

16.1 The Treasurer shall prepare an annual budget by July 1 for the Fiscal Year beginning July 1.

16.2 The Treasurer shall provide a Balance Sheet and Profit and Loss Sheet at least monthly and upon request by the Board of Directors.

16.3 The Board of Directors will determine when to audit the books, but it is recommended that an audit be conducted annually.

ARTICLE XVII
PARLIAMENTARY AUTHORITY

17.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters not specifically covered by these bylaws, Region bylaws and standing rules, SIA bylaws and procedures, or Soroptimist International constitution.

ARTICLE XVIII
AMENDMENT OF CLUB BYLAWS

18.1 These bylaws may be amended at any regular business meeting of the club by a two-thirds vote of the members present, provided notice of the amendment has been given at a previous business meeting or by phone, mail or electronic transmission.

ARTICLE XIX
ADOPTION

These bylaws were adopted as amended after proper notice at the business meeting on May 6, 2009.

Signed:

President Debbi Staehlin

Recording Secretary Shelley Alan