

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

**CLUB BYLAWS**

Adopted: March 5, 2003

Amended by club Action: May 6, 2009; June 1, 2011, and December 7, 2011

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  
OBJECTIVES

- 2.1. The objectives of Soroptimist International of Friday Harbor shall be:
- a) Promote the advancement and better the lives of women and girls through volunteer service to the community;
  - b) Serve as a local and global voice on issues of importance to women; and
  - c) Engage in any other lawful activities that further the exempt purpose of the club.

2.2 No part of the net earnings of Soroptimist International of Friday Harbor shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that Soroptimist International of Friday Harbor 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 Soroptimist International of Friday Harbor shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. Soroptimist International of Friday Harbor shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to), any candidate for public office. Notwithstanding any other provision of these articles, Soroptimist International of Friday Harbor shall not 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

3.1 There shall be three classes of members as defined in the Constitution of Soroptimist International and Federation Bylaws: regular, retired/unemployed and embarking.

3.2 Privileges of membership:

- All members whose participation meets the requirements set forth in these bylaws, may speak, make motions, and vote.
- 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 office.

3.3 Membership is by invitation and becomes effective upon receipt of payment of all fees and dues, as well as transmittals of such fees and dues to federation headquarters, along with all required forms.

ARTICLE IV  
OFFICERS AND DIRECTORS AND DUTIES OF OFFICE

4.1 The officers of this club shall be a President, President-Elect, Past President, Treasurer, Program Coordinator, Membership Treasurer, Recording Secretary, Corresponding Secretary, and two Directors.

4.2 The President as chief officer shall:

- Direct and conduct the business of the club
- Preside at meetings of the club and of the Board
- Appoint all committees unless otherwise provided in the rules or in the motion authorizing the committee
- Serve as ex-officio member of all committees except the nominating committee.

4.3 The President-Elect shall:

- Oversee the club's committee assignments and functioning of committees
- Perform other duties as requested by the President or the Board.

4.4 The Past President Shall:

- Serve on the Board primarily in an advisory capacity, to provide continuity from one year to the next
- Perform other duties as requested by the President or the Board.

4.5 The Treasurer shall:

- Receive all funds of the club and deposit them in the financial institution(s) authorized by the Board
- Sign all checks
- File all federal and state tax and non-profit forms in a timely manner
- Track all scholarship/award winner contact information and amounts awarded, for payment to the recipients and/or their financial institutions, and for forwarding of tax forms as required
- Train her/his successor as Treasurer for the two months prior to the incoming Treasurer taking office
- Make remittances required by federal bylaws and standing procedures
- Pay authorized bills
- Serve as a member of the finance committee.

4.6 The Program Coordinator shall:

- Schedule programs for club meetings
- Maintain the club calendar in collaboration with the President-Elect.

4.7 The Membership Treasurer shall:

- Maintain and distributed updated club membership lists
- Facilitate club communication with members
- Coordinate new member inductions
- Order name badges and membership pins from SIA
- Make all remittances and submit required forms for membership to region and federation offices
- Coordinate collection of annual dues
- Serve as a member of the Finance Committee.

- 4.8 The Recording Secretary shall:
- Keep the minutes of the meetings of the club and of the Board
  - Be custodian of the permanent records of the club
  - Submit to the club the minutes of the club business meetings and the recommendations of the Board.
- 4.9 The Corresponding Secretary shall:
- Send out cards and letters to members as needed
  - Carry on such correspondence as does not properly belong to other officers or committees.
- 4.10 The Directors shall:
- Act as liaisons to the members in the club, reporting upon conditions or concerns within the membership to the President
  - Perform other duties as requested by the President or the Board.

#### ARTICLE V ELIGIBILITY FOR OFFICE AND TERM OF OFFICES

- 5.1 Only an active member in good standing (see Article IX) may be elected to and retain any club office or serve as a delegate or alternate to a convention, conference, or district meeting.
- 5.2 To be eligible for the office of President, the member shall have served on the Board as President-Elect. Only if no candidate meeting the eligibility requirements will accept nomination, may another member be selected as a nominee for the office of President.
- 5.3 The President-Elect shall serve one year as President-Elect, the next year as President, and the following year as Past President.
- 5.4 To be eligible for the office of President-Elect, a member must have at least one year's prior leadership experience serving on the Board of Soroptimist International of Friday Harbor. Only if no candidate meets these qualifications shall another member be nominated as President-Elect.
- 5.5 The Treasurer and the Directors shall hold office for a term of two years, with one Director elected each year.
- 5.6 All other officers shall be elected for a term of one year.
- 5.7 No officer shall serve more than two consecutive terms in the same office.
- 5.8 In the event of a vacancy in the office of the President, the President-Elect shall become President. Other vacancies shall be filled in the following manner: the Board shall act as the nominating committee and shall present a candidate to the club at the next business meeting or at a special meeting called for that purpose. Nominations may be made from the floor, and the club shall vote to select a member to fill the vacant position.

#### ARTICLE VI BOARD OF DIRECTORS AND MEETINGS

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

6.2 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.

6.3 Special meetings of the Board may be called by the President and shall be called upon the written request of at least three members of the Board. The business transacted at any special Board meeting shall be limited to that mentioned in the call, with 24 hours, notice provided to each Board member by either personal, written, telephone, or electronic means.

6.4 A majority of the Board present at the meeting shall constitute a quorum.

#### ARTICLE VII CLUB MEETINGS

7.1 The regular meetings of this club shall be held at noon every Wednesday, except during regularly scheduled vacation periods of the club.

7.2 The meeting on the first Wednesday of each month shall be a business meeting, except during regularly scheduled vacation periods of the club.

7.3 Special meetings of the club may be called by the President and shall be called upon the written request of at least three active members of the club. The business to be transacted at any special meeting shall be limited to that mentioned in the call, with 48 hours' notice provided to each club member by either personal, written, telephone, or electronic means.

#### ARTICLE VIII QUORUM

8.1 A simple majority of the voting members in good standing and present at the meeting shall constitute a quorum at regular and special meetings of the club.

#### ARTICLE IX ATTENDANCE REQUIREMENTS

9.1 The club has no attendance requirements. However, to be a member in good standing, hold office, and/or vote, it is required that a member participate in a minimum of one fund raising event and one service project per year.

#### ARTICLE X LEAVE OF ABSENCE

10.1 A leave of absence may be granted by the Board for a period of not more than 12 months in case of a member's illness, travel, temporary absence 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 a leave of absence.)

ARTICLE XI  
HONORARY RECOGNITION

11.1 The club may give honorary recognition 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 XII  
TERMINATION AND REMOVAL FROM OFFICE

12.1 Any of the following shall be reason for termination of membership in the club:

- Resignation
- Failure to fulfill financial obligations
- Failure to maintain the requirements of membership
- Conduct that adversely reflects upon the Soroptimist organization.

12.2 No membership may be terminated for reasons other than resignation without an opportunity for a hearing before the Board after 30 days' written notice.

12.3 The Board shall have authority to remove from office any elected officer, Board member, or committee chairperson either with 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 Board then in office, exclusive of the person being removed, and only after the member involved has been given an opportunity to be heard at a meeting of the Board.

ARTICLE XIII  
NOMINATIONS AND ELECTIONS

13.1 A nominating committee of three active members shall be formed in March, with the President serving as chair and the second and third members being elected by the club.

13.2 The committee shall invite each member to suggest names for consideration.

13.3 The committee shall nominate one or more candidates for each office, with the consent of the nominee obtained before the name is placed in nomination.

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

13.5 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 XIV  
COMMITTEES

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

- Membership
- Fundraising
- Program

- Public Awareness

14.2 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 XV FISCAL YEAR

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

#### ARTICLE XVI CLUB DUES AND FEES

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

16.2 Annual dues include Founders Pennies (optional), club liability insurance, and region and federation dues.

16.3 The Board will determine the new member fee annually.

16.4 Dues are prorated based on the federation's schedule, and are calculated only through the current fiscal year.

#### ARTICLE XVII BUDGET, FINANCIAL STATEMENTS, AND AUDIT

17.1 The Treasurer shall prepare an annual budget by August 15<sup>th</sup> for the fiscal year beginning July 1.

17.2 The Treasurer shall provide a balance sheet and profit and loss sheet at least monthly and upon request by the board.

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

#### ARTICLE XVIII PARLIAMENTARY AUTHORITY

18.1 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 the Soroptimist International constitution.

#### ARTICLE XIX AMENDMENTS

19.1 The procedure for amending Bylaws shall be:

a) An announcement shall be made to the membership at a Business meeting prior to the next month's Business meeting that an amendment of the Bylaws will be drafted for a member vote at the following Business Meeting;

b) The revised draft of Bylaws shall be reviewed at the Board meeting, with revisions rejected accepted or amended by a majority vote of the Board;

c) The proposed amended Bylaws will then be emailed to the membership following the Board meeting. The amendments shall appear as follows: old verbiage in blue; amended verbiage in yellow, and newly stated verbiage in red;

e) The membership will vote on amendments as follows: accept the newly amended Bylaws in their entirety, or reject them in their entirety with reasons stated, by a simple majority of the voting members present.

#### ARTICLE XX DISSOLUTION

20.1 Upon the dissolution of Soroptimist International of Friday Harbor, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the club, dispose of all the assets of the club exclusively for the exempt purposes of the club in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501( c)(3) of the Code, as the club's governing body shall determine. Any assets not so distributed shall be distributed by a Court of competent jurisdiction in the County of San Juan in which the club's principal office is then located exclusively for the club's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

#### ARTICLE XXI ADOPTION

21.1 These bylaws were adopted as amended (after announcement to amend Bylaws being first properly noticed on November 2, 2011 business meeting) with proper notice thereafter at the business meeting on December 7, 2011.

Signed:

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Laura Tuttle, President

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Kim Galton, Recording Secretary