



S O R O P T I M I S T

Best for Women

Northeastern Region

Soroptimist International of the Americas

Region Bylaws

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Index

Article I:	Name and Territorial Limits	Page 3
Article II:	Objects	Page 3
Article III:	Elected Officers of the Region	Page 3
Article IV:	Region Board	Page 5
Article V:	Districts	Page 6
Article VI:	Nomination and Election Procedures	Page 7
Article VII:	Region Conference & Workshop(s)	Page 8
Article VIII:	Region Committees and Duties	Page 10
Article IX:	Region Representative to International Board Meetings	Page 12
Article X:	Participation in Elections for Federation Board	Page 12
Article XI:	Fiscal Year	Page 12
Article XII:	Region Dues, Fees and Assessments	Page 12
Article XIII:	Budget, Financial Statement, Audit	Page 13
Article XIV:	Merging of Existing Clubs, Discipline	Page 14
Article XV:	Clubs with Same Territory	Page 14
Article XVI:	Change of Club Name	Page 14
Article XVII:	Amendment of Region Bylaws	Page 15
Article XVIII:	Resolutions	Page 15
Article XIX:	Parliamentary Authority	Page 15

ARTICLE I
Name and Territorial Limits

Section 1. The name of this region shall be Northeastern Region, Soroptimist International of the Americas.

Section 2. The territorial limits of this region shall include Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland.

ARTICLE II
Objects

The objects of this region shall be:

- (a) to promote the objects and fulfill the purposes of Soroptimist as defined in the International Constitution;
- (b) to develop interest in community, national, and international affairs; and
- (c) to improve the lives of women and girls.

ARTICLE III
Elected Officers of the Region

Section 1. Elected Officers:

Elected Officers of this region shall be the Governor, Governor-Elect, Secretary, Treasurer and two directors.

Section 2. Eligibility:

- (a) Only a regular member, as defined in the Constitution of Soroptimist International and Federation Bylaws, in good standing who has been a Club officer may be elected to or retain office in the region or serve as a member of the region board.
- (b) The candidates for Region Governor and Governor-Elect shall have been a Club President or a member of the Region Board.
- (c) A member shall not hold more than one elected office within the Soroptimist organization at the same time.
- (d) Only if no candidate meeting the above eligibility requirements will accept the nomination of an office, may another member be selected as a nominee.

Section 3. Terms of Office:

- (a) The officers and board members shall take office on July 1st following their elections and shall hold office for two years or until their successors take office.
- (b) Officers and board members shall not be eligible for more than two consecutive terms in the same office.

Section 4. Vacancies:

- (a) In the event of a vacancy in the office of Governor, the Governor-Elect shall become Governor.
- (b) In the event of the temporary inability of the Region Governor to serve, the duties of the Governor shall be assumed temporarily by the Governor-Elect.
- (c) In the event of a vacancy in any other office, other than Governor, the Region Board shall appoint a replacement to complete the term of office within 30 days of such vacancy.
- (d) In the event of the temporary inability in any other office, other than Governor, the region board shall appoint a temporary replacement until that officer is able to resume duties or until the next biennial election occurs. The temporary replacement shall have the same voting rights as the officer temporarily replaced.

Section 5. Duties:

- (a) Governor: Shall preside at all conferences and all meetings of the Region Board; supervise the work and activities of the region; shall plan and prepare the agenda for the Region Board meetings and mail such to officers and board members prior to the meetings, conduct meetings efficiently and effectively; in the absence of the Treasurer, shall sign all checks; arranges for revision of region bylaws and resolutions, if necessary, after each federation convention and region conference; takes necessary precautions to assure the safekeeping of all pertinent region records; shall appoint a Parliamentarian; shall appoint all committee chairs within 30 days of taking office with the approval of the Region Board; shall compile, print and distribute the call to Region Conference by first class mail or electronic mail, forty five (45) days prior to the conference; shall encourage club and region participation by inviting members to submit names for region committee appointments; shall provide the President of each club within the region, a copy of all committee appointments; shall attend charter parties and other Soroptimist functions within the Region as time permits; shall attend the Governor's Roundtable as arranged by the Federation Board, shall send greetings to new Soroptimist clubs and Region Conferences in all other regions; shall plan for the Governor-Elect to participate in regional business in such a way as to prepare her for assuming the office of Governor; shall perform any other duties as to pertain to such office.
- (b) Governor-Elect: shall attend all region board meetings, shall serve as Program chair for the planning of the Region conferences and workshops; shall fill in for the Governor at region meetings and other meetings if the Governor can not be present; shall become familiar with the schedule and duties of Governor; shall perform other duties as agreed on with the Governor.
- (c) Secretary: shall keep the minutes of region board meetings; shall mail or email a copy of minutes to each officer and region board member within 14 days of such meeting; any necessary corrections must be submitted to the Secretary with a copy to the Governor within ten days of mailing; shall edit the Policy Decisions record in consultation with the Region Parliamentarian, to assure it is current with board and conference decisions; shall be custodian of the records; shall give notice of meetings as directed by the Governor; shall submit such reports to the Federation as may be required by Federation Bylaws and Procedures; shall answer

- correspondence, conduct polls or questionnaires and other correspondence as assigned by the Governor.
- (d) Treasurer: Shall receive the funds of the region and deposit them in the financial institutions authorized by the region board; shall pay bills authorized by the region board; shall mail region dues and fees statements to all clubs in the region by May 1st of each year and notify the Governor of those clubs delinquent; shall prepare financial statements and budget reports at least semi-annually or as requested by the Governor with copies being sent to each region board member; shall serve as ex-officio member of the region finance committee; shall file all reports and forms necessary on an annual basis to the Internal Revenue Service; shall file a copy of the biennial region report with the Federation Treasurer within 30 days after the report is prepared when required by Federation procedures; shall arrange to have the books audited by the Audit Committee prior to the books being turned over at each election; shall arrange for appropriate bonding if approved by the region board; shall prepare financial statements and comparative budget reports to distribute to all clubs at the region conference; prepare any financial reports as may be required.
 - (e) Directors: Directors shall be members of the public relations committee and shall assist the conference chair in the planning of the region conference when necessary, and shall have such duties and powers as arise from membership on the region board or as assigned by the Governor, Region Board, Region Conference or Federation.
 - (f) Each outgoing officer shall promptly turn over to her successor in office, all files,
 - (g) records and other property pertaining to such office and shall inform her successor of the duties of the office and of any federation and region procedures within ten (10) days of vacating office.

Article IV Region Board

Section 1. Region Board Members:

In addition to the elected officers of this region, the board shall include the immediate past governor with vote and a Parliamentarian without vote.

Section 2. Meetings of the Board:

- (a) Meetings of the board shall be held immediately before and after the conference in the city where the conference is held; at such times during the conference as the Governor or the Board deems necessary to complete business and to consider any questions or recommendations referred to it by the conference.
- (b) Board shall meet at a minimum of two times between conferences, with dates and time to be determined by the Governor.
- (c) Any other meetings as a majority of the region board considers necessary and possible within the budget with at least fifteen (15) days notice.

Section 3. Board Expenses:

- (a) Travel by automobile for official meetings, excluding the region conference, shall be reimbursed for members of the region board at the rate allowed by the Internal Revenue Service per mile.
- (b) Meals and lodging for only the Governor for the region conference and region workshop will be paid from the region budget.
- (c) An expense allowance, not to include transportation, shall be paid for board members, parliamentarian and conference chair attending a region conference and a region workshop.
- (d) The expense allowance shall be established by the region board within the region budget.
- (e) All expenses will be required to have vouchers with expenses itemized with appropriate receipts attached and must be approved by the region Governor and Treasurer.

Section 4. Mail Ballot – Region Board:

The region board may vote by mail except when a region conference is in session or when a meeting will be held within 30 days. The subject matter of the mail ballot may be initiated by any region board member, region committee, club, or Federation board. The ballot, prepared and mailed by the region secretary upon the request of the Governor, shall contain background information concerning the subject matter and the questions shall be clearly stated. If the action proposed requires use of region funds, the ballot shall state from which account it is to be drawn. Response from any ballot shall be made within a time limit set by the Governor to the region secretary, who shall report the results promptly to the Governor, with a written report to the board members as to the result of the vote.

Section 5. Mail Ballot – Clubs:

Clubs may vote by mail ballot for specific reason recommended by the region board except when a conference will be held within 60 days. Procedures for a club mail ballot will be the same as those outlined for the region board, with a written report on the result of the vote distributed to the clubs.

Section 6. Quorum:

Two thirds of the region board shall constitute a quorum at any regular or special board meeting of the region.

**Article V
Districts**

The Northeastern Region shall not be districted.

Article VI Nomination and Election Procedures

Section 1. Nominating Committee:

The nominating committee shall be composed of three regular members, as defined in the Constitution of Soroptimist International and Federation Bylaws, in good standing with the chair to be appointed by the Governor, one member to be appointed by the region board and the third member to be elected by delegates at the interim conference. Any vacancy on the nominating committee shall be filled by the region board.

Section 2. Nominating Procedure:

- (a) On or before November 1 of the year preceding the Federation Convention (even number years), the chair of the nominating committee shall invite clubs of the region to suggest members for consideration by the nominating committee, clubs to reply by December 15th. The chair shall contact all persons whose names were submitted to ascertain their willingness to serve in office if nominated and elected. All members responding affirmatively shall submit to the chair a resume of their qualifications. The committee may contact other Soroptimists as to their willingness to serve and obtain resumes from them.
- (b) At least sixty (60) days before the region conference, the nominating committee shall meet and nominate one or more candidates for each office to be filled. If a nominating committee member is not in attendance, the region board may appoint an eligible substitute. The chair shall mail all candidate data to the region Governor for inclusion in the call to conference.
- (c) The nominating committee shall make its report to the conference at least two (2) hours before the opening of the polls. Nominations may be made from the floor no later than one hour before the time set for opening of the polls, provided the consent of the nominee has been obtained. If information on the nominee was not included in the call, a printed resume must be prepared for the delegates before the polling begins.
- (d) The official program of the conference shall indicate the day and hour of nominations and elections.

Section 3. Election Procedure:

- (a) An election committee of two members, appointed by the Governor, shall conduct the elections. If there are two or more nominees for any office or position, election shall be written ballot.
- (b) The election committee shall verify voting results and the chair shall present the committee's signed report to the conference. At the conclusion of the election, the election chair shall ask authority from the conference to destroy the ballots.

- (c) If no election can be made for an office and a vote between conferences is required, the Nominating Committee shall mail to all clubs and region board members their reports of the name and credentials of the candidates(s). The ballot shall then be returned to the Region Secretary within two (2) weeks of the mailing. The region board shall verify and announce the results to all clubs within 10 days.

Article VII Region Conference & Workshop(s)

Section 1. Conference:

The region shall hold one conference annually in the spring.

Section 2. Regional Workshop(s):

Regional workshop(s) shall be held in the fall. The date, location and registration fee shall be determined by the region board.

Section 3. Location:

The location at which each region conference and workshop will be held shall be selected by the region board at least one year prior to the conference in consultation with the region conference and workshop chair(s).

Section 4. Call to Conference

The Call to Conference shall be sent at least 45 days before the conference. The Call to Conference shall include:

- (a) a tentative agenda
- (b) all proposed amendments and resolutions
- (c) such additional Region and/or Federation information as may be deemed necessary
- (d) in a Convention year (even numbered years), it shall also include the proposed region budget and a list of candidates for region offices together with their qualifications.

Section 5. Delegates:

The delegates of each club to the region conference shall be the President and two regular members. Each club whose regularly elected delegates are unable to attend may notify the region credential committee of duly authorized alternates to exercise the votes of the club at conference.

Section 6. Quorum:

Delegates representing a majority of the clubs in the region shall constitute a quorum for the conference.

Section 7. Mandatory Club Fee

Each club will be assessed a mandatory club fee which will cover the cost of registration of three (3) club delegates. Such fee is to be determined by the region board in consultation with the conference chair.

Section 8. Guidelines and Procedures:

The region board shall adopt such guidelines and procedures for the conduct of ceremonies, business sessions and program functions during the conference, as well as those that reflect the internationalism of Soroptimist, and notably the Northeastern Region.

Section 9. Standing Rules:

The conference Body shall adopt its Standing Rules at the opening session of the first day of conference.

Section 10. Voting:

Voting members of the conference shall be the members of the region board and the delegates of each attending club in good standing.

Section 11. Conference Committees: Each committee with the exception of the Credentials Committee shall be assigned by the Region Board on a rotation basis.

- (a) Credentials Committee: The Credentials committee shall be composed of at least three members appointed by the Governor prior to each conference. The committee shall maintain a separate registration area for delegates and shall verify the credentials of the voting members of the conference and report each day the number of voting members and others registered; shall be responsible for the registration forms and credential forms during the conference; shall turn these forms over to the Region Secretary at the conclusion of the conference.
- (b) Hostess Club: Shall assist conference chairs and other clubs with logistical and contact possibilities as necessary. This function is usually assumed by a club closest in proximity to the conference location; shall prepare goodies bag; shall make arrangements for city greeting and a Soroptimist proclamation; shall assist with entertainment for the banquet if requested by the club responsible for the banquet. Any costs to be jointly agreed to and shared if necessary.
- (c) Registration Club: Shall be responsible for maintaining a separate registration area for non-delegates and visitors.
- (d) Luncheon Club: Shall consult with the conference chair and determine conference theme and provide decorations for tables and head tables based on that theme.
- (e) Banquet Club: Shall consult with the conference chair and determine conference theme and provide decorations for tables and head tables based on that theme. The decorations for the head table may be shared with the Luncheon Club, if appropriate. Any costs for sharing such to be jointly agreed to and shared, if necessary.

- (f) Fund Raiser Club: Shall be responsible for determining a fundraiser with a goal to reach \$1,000. Monies from this fundraiser are to be given to the Soroptimist International of the Americas Laurel Society.

Article VIII Region Committees & Duties

Section 1. Audit Committee: This committee, appointed by the Governor, shall be composed of two regular members, as defined in the Constitution of Soroptimist International and Federation Bylaws. The Governor, in selecting the committee, shall not consider the Region Treasurer, members of the Region Board or the Finance Committee to be eligible for their period of service. This committee shall be responsible for auditing the regions' books prior to a new treasurer being appointed and shall give a written statement to the region board as to the outcome of the audit. This committee shall also be responsible for examining the biennial financial statement.

Section 2: Conference and Workshop Committee: This committee, appointed by the region board, shall be responsible for the implementation and planning of the conference and workshop in consultation with the conference chair.

Section 3. Finance Committee: This committee, one of whom shall be the Region Treasurer, ex-officio, shall periodically review the financial affairs of the region, make recommendations to the board and/or conference relative to financial planning of the region and shall prepare the proposed budget for the next biennium.

Section 4. Fundraising & Soroptimist Sales: This committee shall coordinate fundraising activities for the region and the sale of authorized Soroptimist materials at all region meetings.

Section 5: Laws and Resolutions Committee: This committee, appointed by the region board and chaired by the region parliamentarian, shall receive and edit amendments and resolutions as provided for in the Region Bylaws, prepare and propose amendments and resolutions and present such amendments and resolutions for conference action in the Call to Conference. This committee shall review each club's bylaws as to accuracy according to Federation bylaws within the biennium.

Section 6: Membership: This committee shall promote the retention of current members of clubs and assist clubs in increasing club membership and chartering new clubs.

Section 7: Program Committee:
This committee chaired by the Program Council Member, appointed by the Region Board tracks club programs to determine activities are in keeping with the Soroptimist Strategic Plan. This committee promotes projects and activities including Friendship

Links, that improve the lives of women and girls: facilitates the region-level Making A Difference For Women Award Program. Subcommittees may be appointed as needed.

Section 8: Public Awareness Committee: This committee shall promote favorable public relations within the region, promote and enhance the public image of Soroptimist, work with appropriate Federation elected and appointed personnel in this activity and educate clubs about public awareness and encourage their promotion of public goodwill.

Section 9: Region Newsletter: This committee shall be responsible for writing and publishing the region newsletter.

Section 10: Region Website: This committee shall be responsible for keeping the region website updated on a regular basis.

Section 11: Soroptimist Orientation and Leadership (SOLT) Committee: This committee shall have general charge of educating Soroptimist members as to the purpose, objects, policies and programs of the organization and in preparing Soroptimists for leadership within the organization and in their own communities.

Section 12: United Nations: Encourages clubs to increase awareness of the UN and advocate and educate local communities about information, policies and issues affecting them at the UN.

Section 13: Women's Opportunity Award Committee: This committee shall encourage clubs to participate in this identifying project of SIA. The chair of the committee will select a three-member judging panel to determine region award recipients. The region chair will submit the first place winner from the region to Federation by the deadline mandated by Federation for consideration of additional monetary awards.

Section 14: Venture Clubs, Sigma Societies & "S" Clubs: This committee shall work with local clubs to promote sponsoring "junior" community service groups: an "S" Club is a group of high school students who wish to serve their school and community by working on worthwhile service projects; a Sigma Society is a group of college-level students seeking an avenue for community service. Both groups strive to build communities through service, to work with school authorities in building schools with high standards and ideals, and to prepare members to assume leadership roles in the business and professional world. Venture Clubs of America exist under the sponsorship and encouragement of Soroptimist International of the Americas as its oldest service project, begun in 1927. Venture provides women with the opportunity to develop leadership skills, build friendships with women of similar interests and goals and associate with executive and professional women who are Soroptimists. Venture is an organization of young, professional women (ages 18-40) committed to making a difference in their community through volunteering in community service, professional development and personal growth.

Section 15: Violet Richardson Award Committee: This committee shall encourage clubs to participate in this identifying project of SIA. The chair of the committee will select a three-member judging panel to determine region award recipients. The region chair will submit the winner from the region to Federation by the deadline mandated by Federation for consideration of additional monetary awards.

Article IX
Region Representative to International Board Meetings

Section 1. Region Delegate:

The region delegate to vote on Soroptimist International Program at the meetings of the International Board to be held at the time of the International Convention shall be the Governor of the Region. Before the meeting of the International Board, the region board shall select an alternate delegate from its membership if the Governor is unable to attend.

Section 2. Expenses of Region Delegate:

Within budget limitations, the region may pay for all or a portion of the expenses of the region delegate attending International Board meetings with such expense to be approved by the region board.

Article X
Participation in Elections for Federation Board

The Northeastern Region is part of SIA's electoral area 12 and participates with North Atlantic and South Atlantic Regions on a rotating basis to elect a director to the Federation Board. The Governor shall appoint the Northeastern Region member of the electoral area nominating committee

Article XI
Fiscal Year

The fiscal year of the Northeastern Region shall be from July 1st to June 30th of each year.

Article XII
Region Dues, Fees and Assessments

Section 1. Region Dues:

The dues of the Northeastern Region shall be \$14.00 per member, excepting Life Members, payable on or before July 1 of each year.

Section 2. Region Service Project:

The region service project assessment shall be \$7.00 per member, excepting Life Members, payable on or before July 1 of each year. The assessment shall be separately stated on dues bills to clubs to assist clubs in their budgeting procedures.

Section 3. New Member Region Dues:

New member region dues are payable upon admission to membership and the submission of Form 5008. New member region dues from January 1 to June 30 shall be \$7.00 payable on admission to membership and submission of Form 5008. The region service project assessment shall not be paid after December 31.

Section 4. Conference Registration Fees:

- (a) Conference registration fees shall be approved by the region board prior to issuing the Call to Conference and shall be payable in full (no pro-ration), by all Soroptimists attending any and all business or social functions appearing in the Call to Conference.
- (b) All monies raised or collected at conferences or regional workshop(s) that are for the benefit of Soroptimist International of the Americas shall be allocated to SIA Endowment Fund or the Laurel Society.

Section 5. Assessments:

Funds shall not be assessed by the region board from members of clubs, except when action authorizing such assessment has been specifically approved by the region conference after notice to the clubs through the Call to Conference, or if the region conference will not be held within three (3) months, such action must be approved by the region board either by a two-thirds vote at a meeting or a three-fourths vote by mail ballot.

**Article XIII
Budget, Financial Statement, Audit**

Section 1. A biennial budget will be prepared by the Finance Committee, in cooperation with the Region Treasurer and Governor, to be voted on at the Conference prior to each new biennium. The budget serves as a guideline in allocating the region's income. The biennial budget shall include reasonable allocations that are usual to normal operations of the region. The biennial budget may be revised by the region board to reallocate amounts from one account to another to provide for fluctuations in cost or activities and to provide for any necessary increases to the extent of the excess of income over budgeted income.

Section 2. The Treasurer shall present to the region board at each meeting and to the Conference, a financial statement for the period from the beginning of the biennium to the date of the report, showing in appropriate detail the assets and liabilities of the region, the revenue or receipts of the region, both unrestricted and restricted to

particular purposes, and the expenses and disbursements of the region, for both general and restricted purposes.

Section 3. The biennial financial statement shall be examined by the Audit Committee. The Audit Committee shall make its report to the Region Board and Finance Committee by September 1st following the election.

Article XIV Merging of Existing Clubs, Discipline

Section 1. The merger of existing clubs shall be the procedure in effect in the *Federation Procedures Governing Clubs*.

Section 2. A club shall be considered in good standing if it has completed its financial obligation. If a club fails to fulfill its financial obligations, the Federation Procedures in Section C shall be followed.

Section 3. Discipline: The region board of directors shall have the authority to remove from region office any elected officer, board member or committee chair for failure to perform the duties of the office or duties required by such chairmanship. Before such action is taken by the board, written notice shall be given to such officer, director or committee chair of the specific failure and provision made for such person to appear and answer. A two-thirds vote of the board shall be required for removal.

Article XV Clubs with the Same Territory

All territories within the Northeastern Region not now assigned to specific clubs are considered to be open territory available to all clubs.

Article XVI Change of Club Name

A change of Name form shall be completed by the Club President and submitted to the Governor.

Article XVII
Amendment of Region Bylaws

- (a) These bylaws may be amended at any region conference by a two-thirds vote of the delegates provided notice of the amendment has been printed in the Call to Conference. All proposed amendments are to be submitted at least ninety (90) days prior to the conference date, by mail, with one copy to the Region Governor, one copy to the Region Secretary and one copy to the chair of the Laws and Resolutions Committee.
- (b) If any amendment to the Federation Bylaws makes a corresponding amendment to these bylaws necessary, then these bylaws shall be considered to have been amended to conform to the Federation Bylaws.

Article XVIII
Resolutions

Section 1. Resolutions which are to be considered at the region conference may be submitted by a club, a region committee, the region board or any of its' members. Any such proposed resolution shall be sent at least 120 days before the conference by mail, for which there is evidence of delivery, as follows: three copies to the chair of the Laws and Resolutions Committee, one copy to the region Governor and one copy to the region Secretary.

Section 2. All proposed resolutions properly filed, together with the report of the region Laws and Resolutions Committee, shall be included in the Call to Conference.

Section 3. For a proposed resolution to be submitted by the region and be eligible for Federation consideration, it must have received region conference approval by a two-thirds vote.

Article XIX
Parliamentary Authority

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 Region bylaws, SIA bylaws and procedures, or Soroptimist International Constitution. *Robert's Rules of Order* shall be used for conducting region board meetings.