
SOROPTIMIST INTERNATIONAL OF CAMINO REAL REGION

BYLAWS

APRIL 2013

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ARTICLE I: NAME AND TERRITORIAL LIMITS

Section 1.1 Name

The name of this region shall be Soroptimist International of Camino Real Region, Inc. (hereinafter "Region".)

SECTION 1.2 Territorial Limits

The territorial limits of the Region are established by the Federation, and currently consist of the counties of Santa Barbara, Ventura and that portion of Los Angeles County west of the San Gabriel River.

ARTICLE II: PURPOSE

The purpose of the Region shall be to promote the projects and fulfill the purposes of Soroptimist as defined in the International Constitution and Federation laws.

ARTICLE III: MEMBERS

SECTION 3.1 Members

Soroptimist International clubs and their members residing within the territorial limits of the region shall be considered members of the region.

Section 3.2 Districts

The territory of and clubs to be contained in each district shall be determined by the Region Board of Directors. "Herein known as Region Board or the Board."

ARTICLE IV: OFFICERS AND DISTRICT SECRETARIES

Section 4.1 Elected Officers

The elected officers shall be Governor, Governor-elect, Secretary, Treasurer, and District Directors. The officers shall constitute the Region Board of Directors.

Section 4.2 Eligibility

Only a regular member in good standing may be elected to or retain office. In addition, to be eligible for the office of Region Governor-elect, the member shall have served on the Region Board within six years prior to the term for which nominated.

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Section 4.3 Terms of Office

Elected officers shall assume office on July 1 in even numbered years and shall hold office for two years or until their successors are elected or are appointed by the Region Board. Except for the Governor and governor-elect, an officer is eligible for one additional consecutive term in the same elected office.

Section 4.4 Vacancies

- A. Should a vacancy occur in the office of Governor, the Governor-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected. A new Governor-elect shall be elected at the next region conference.
- B. Vacancies occurring in other offices shall be filled to complete the term by appointment of the Region Board.

Section 4.5 Duties

A. The Governor:

1. Presides at meetings of the Board of Directors and at Conference;
2. Coordinates with the Secretary the issuance of minutes within 30 days of Board meetings and Conference;
3. Coordinates with the Board of Directors and the Spring Conference Committee the issuance of a Call to the Region Conference at least 60 days prior to the date of the meeting;
4. Approves expenditures in accordance with the budget;
5. Authorizes ballots;
6. May appoint a Parliamentarian to advise her and the Board;
7. Serves as *ex-officio* member of all committees except the Nominating Committee;
8. Serves as Programme Voting Delegate to Soroptimist International (SI) board meetings; and
9. Performs such other duties as may be assigned by the Board or prescribed by the bylaws and the Standing Rules.

B. The Governor-elect:

1. Prepares for assuming the office of Governor by becoming familiar with all aspects of the Soroptimist organization;
2. Works closely with and under the direction of the Governor, assisting to the fullest extent possible;
3. In the absence of the Governor, presides at meetings;
4. May serve on the Federation Program Council;

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5. Serves as *ex-officio* member of the Laws & Resolutions Committee;
6. Serves as an *ex-officio* member of the Finance Committee;
7. Has authority to appoint committees to serve in the next biennium after January 1 of the year in which her term commences; and
8. Performs such other duties as may be assigned by the Board or prescribed by the bylaws and the Standing Rules.

C. The Secretary:

1. Attends meetings and records the minutes of the Region Board and Conferences;
2. Coordinates with the Governor the issuance of minutes within 30 days after the close of the meetings;
3. Coordinates with the Governor the issuance of a Call to Conference at least 60 days prior to the date of the Conference;
4. Serves as custodian of the Region records;
5. May represent the Board as the Fall Workshop Coordinator;
6. Provides the Board with a list of incoming club presidents and treasurers, including the names, preferred mailing addresses, e-mail addresses, and telephone numbers; and
7. Performs such other duties as may be assigned by the Board or prescribed by the bylaws and the Standing Rules.

D. The Treasurer:

1. Attends meetings of the Region Board and Conferences;
2. Deposits and disburses all funds belonging to the Region in keeping with the policies developed by the Region Board;
3. Provides financial reports at Board meetings and Region Conferences;
4. Is responsible for all Region tax reporting and government authorized forms;
5. Serves as *ex-officio* member of the Finance Committee; and
6. Performs such other duties as may be assigned by the Board or prescribed by the bylaws and the Standing Rules.

E. The District Directors:

1. Attend meetings of the Region Board and Conferences;
2. Plan, in coordination with the Region Board, and preside at district meetings;
3. Have discretion to appoint District Secretaries;
4. Issue the calls to District meetings;

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5. Report on conditions or problems within the District to the Region Governor and Governor-elect;
6. Attend one business meeting and one other meeting or event each year of the biennium of each club in the respective District, unless otherwise arranged with the Governor;
7. Keep in close communication with all clubs in the respective Districts; and
8. Perform such other duties as may be assigned by the Board or prescribed by the bylaws and the Standing Rules.

F. The District Secretaries, if appointed:

1. Attend and record the minutes of District meetings;
2. Maintain a roster of District membership; and
3. Coordinate with the District Director to issue the call to district meetings.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 5.1 Nominations

- A. A slate of nominees is forwarded to the Board for inclusion in the Call to Conference by the Nominations Committee, which is duly established according to Bylaw Article VIII, Section 8.1.E.
- B. Procedures for the selection of nominees are defined in the Region Procedures. In determining the nominees for an election, the Nominating Committee chair:
 1. Sends to each club requisite forms and a letter inviting Region clubs to suggest nominees for consideration of Region elected officers in October; and
 2. Copies and sends to other members of the committee all completed resume forms for review in November of odd-numbered years.
- C. Nominations may be made from the Conference floor at the time that the nominating committee gives its report. Additional eligible nominees for office must provide a completed standard resume form for distribution to all delegates at the time the nomination is made.

Section 5.2 Elections

- A. If there are two or more nominees for a position, voting shall be by ballot. The Region Governor shall appoint two tellers to oversee the election and count the votes. The Conference Credentials chair shall ensure that each delegate has been properly designated by her club as a delegate and that each delegate has a name badge that identifies her as being entitled to vote.
- B. The delegates of each district elect a District Director for the respective district at the time other officers are elected.

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- C. A candidate for an office who has the plurality of the vote shall stand elected. In the case of a tie, another vote shall occur for the tied candidates.
- D. The new officers shall assume office on July 1 of even-numbered years.

ARTICLE VI: MEETINGS

Section 6.1 Conference

The Region shall hold an annual Conference to conduct the business of the Region, promote and approve Soroptimist projects and programs, and to provide opportunities for leadership and personal development of members. The Conference venue and dates must be approved by the Region Board.

Section 6.2 Additional Meetings

The Region may sponsor district meetings and an additional region-wide meeting annually for the purpose of providing Soroptimist orientation and leadership training.

Section 6.3 Quorum

Delegates representing a majority of the clubs in the Region shall constitute a quorum of the Conference.

Section 6.4 Voting Delegates

Each club shall be entitled to three voting delegates at any Region meeting, one of whom shall be the club president or the president's alternate. Clubs shall annually elect such delegates and alternates to serve in this capacity from among the members of the club. In addition, each member of the Region Board is entitled to one vote at the Region Conference.

ARTICLE VII: BOARD OF DIRECTORS

Section 7.1 Members

The board of directors shall consist of the elected officers [See Article 4.1].

Section 7.2 Authority and Duties

- A. The Board of Directors has administrative authority over the affairs, funds, and property of the Region, except that it may not modify any action taken by the delegates at a Region Conference;
- B. Adopts the annual budget at its meeting in January so it may be included in the call to Conference;
- C. Approves Conference minutes;
- D. Promotes Federation programs within its territorial limits; and
- E. Performs such other duties as assigned by Federation and Conference, or prescribed by these bylaws and the Standing Rules.

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Section 7.3 Meetings

The Board of Directors shall meet prior to and after the annual Conference for the purpose of reviewing the financial status of the Region and assessing the need for, and results of, orientation and training conducted. Meetings may occur at such times during the Conference as the Governor or the Board deem necessary to complete business and to consider any questions or recommendations referred to it by the Conference. The Board of Directors shall meet at least one additional time each year, at a venue selected by the Governor and approved by the board, within budgetary limits. Additional meetings may be held electronically or by telephone conference.

Section 7.4 Special Meetings

Special meetings of the board may be called by the Governor and shall be called upon the written request of at least 3 members of the board. At least 15 days notice shall be given. The business transacted at any special meeting shall be limited to the purpose stated in the call. A special meeting may be held in person, electronically or by telephone conference.

Section 7.5 Board Meeting Quorum

The quorum for Board meetings shall be a majority of the members.

ARTICLE VIII: COMMITTEES

Section 8.1 Standing Committees

A. Finance Committee:

1. Membership: Up to three members shall be appointed by the Governor. The Governor-elect and Treasurer serve as *ex-officio* members.
2. Duties:
 - a. Prepares the proposed annual budget for adoption by the Region Board;
 - b. Makes recommendations to the Region Board regarding financial planning and policies;
 - c. Semi-annually reviews the status of the budget against actual income and expenses; and
 - d. May recommend to the Board that an interim review of the Region books be conducted by a public accountant for Board approval.

B. Fundraising Committee:

1. Membership: Up to three members shall be appointed by the Governor. The chair is selected by Federation headquarters on the recommendation of the Governor-elect.
2. Duties: To promote fund-raising activities in the Region. The chair's responsibilities include educating Region members about the need for funds to support Federation programs such as the Women's Opportunity Awards, the Soroptimist Club Grants for Women and Girls, and the Violet Richardson

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Award, and serves as a resource to clubs and Region leaders on Federation fundraising.

C. Laws and Resolutions Committee:

1. Membership: Up to three members shall be appointed by the Governor to serve for the biennium. The Parliamentarian and Governor-elect shall be *ex-officio* members.
2. Duties:
 - a. Reviews and determines consonance with Federation and International legislation proposed resolutions and amendments to Region bylaws;
 - b. Prepares a report of proposed changes and any explanations for inclusion in the Call to Conference each year;
 - c. Has authority to correct only grammatical errors, and make conforming changes upon revision of Federation and International legislation, as necessary. Such changes shall be included as information items in the committee's report at Conference.

D. Membership Committee:

1. Membership: Up to five members shall be appointed each biennium by the Governor. The chair is selected by Federation headquarters on the recommendation of the Governor-elect.
2. Duties:
 - a. Serves as a resource for clubs needing assistance with recruitment and retention of members;
 - b. Works in cooperation with the Federation in extension activities for the formation, orientation and nurturing of new clubs in the Region;
 - c. The chair, acting as Region membership chair, supports and assists clubs in the Region with member recruitment and retention efforts, assists new clubs through their formation and first year post-chartering, and serves as a liaison between the Federation and clubs regarding membership-related activities.

E. Nominating Committee:

1. Membership: Four members of the nominating committee shall be elected in odd numbered years by Conference delegates. A chair is appointed by the Governor.
2. Duties:
 - a. Determines eligibility of all respondents;

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- b. Has discretion to nominate more than one person for an office, and/or limit a nomination to one office if an eligible member has indicated willingness to serve in more than one office in a given term, and to seek additional nominations via direct contact with members;
- c. Prepares the slate of candidates and their resumes for inclusion in the Call to Conference in even-numbered years.

F. Program Committee:

1. Membership: At least seven members shall be appointed by the Governor. The Governor-elect shall serve on the Federation Program Council and as committee chair.
2. Duties: Promotes and administers Soroptimist programs in concert with the Federation.
3. Sub-Committees may include:
 - The SI Quadrennial Project;
 - Soroptimist Women's Opportunity Award;
 - Soroptimist Violet Richardson Award;
 - Soroptimist Ruby Award: For Women Helping Women;
 - Club Campaign to End Domestic Violence;
 - Soroptimist Stop Trafficking Program;
 - Sponsored organizations;
 - Region's Biennium Project as approved via resolution at Conference.

G. Public Awareness Committee:

1. Membership: Up to three members shall be appointed by the Governor. The chair is selected by Federation headquarters on the recommendation of the Governor-elect.
2. Duties: To assist clubs with increasing the visibility of the organization locally and to promote awareness of Soroptimist in the Region as a volunteer organization of business and professional women whose mission is to improve the lives of women and girls. The Region Public Awareness chair serves as liaison between the Federation and clubs to develop and implement the necessary resources and strategies to meet public awareness goals.

H. Spring Conference:

1. Membership: A Conference Coordinator, Conference Registration Coordinator, and Conference Treasurer shall be appointed by the Governor for a two and one half (2½) year term. The Governor and Governor-elect also serve on this committee. Additional members may be added by the Governor upon the Conference Coordinator's recommendation.
2. Any number of working sub-committees may be appointed by the Conference Coordinator to carry out specific tasks toward Conference organization and implementation.

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Section 8.2 Other Committees.

Additional appointments may be made by the Governor, with the approval of the Board, to undertake special tasks or projects, such as: Credentials, Fall Workshop, Friendship Grant, International Goodwill and Understanding, Leadership Training Retreat, Legislative Advocate, Locations, and Soroptimist Village.

ARTICLE IX: FINANCE

Section 9.1 Fiscal Year

The fiscal year shall be July 1 through June 30.

Section 9.2 Annual Dues

Region dues of \$30.00 per member (excluding life members) shall be payable by July 1 of each year.

Section 9.3 New Member Dues

New member dues shall be paid to the Region for each new member admitted to a club at the time of admittance.

Section 9.4 Fees

- A. A mandatory Conference Registration Fee, established annually by the Board upon the recommendation of the Spring Conference Committee, shall be assessed to each club.
- B. Clubs may be assessed other mandatory fees.
- C. All assessed fees are due by July 1 of each year.

Section 9.5 Penalties

Clubs that have not submitted Region dues or mandatory fees by August 1st shall be assessed a penalty.

Section 9.6 Accounts

The balance sheet and income and expense report as of the last day of the previous calendar year will be an information item in the Call at each Conference.

Section 9.7 Review

The Treasurer's books shall be reviewed by a certified public accountant at the close of each biennium and at such other times as the Region Board may authorize upon recommendation of the Treasurer or the Finance Committee. A summary of the biennial review shall be available to clubs.

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ARTICLE X: 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 in these bylaws, region standing rules, SIA bylaws and procedures, or the Soroptimist International constitution.

ARTICLE XI: AMENDMENT OF REGION BYLAWS

Section 11.1 Bylaw Amendment

These bylaws may be amended by a two-thirds vote of delegates present and voting at any annual meeting of the region. Notice of proposed amendments must be included in the call to the meeting.

Section 11.2 Proposed Amendments

A club may propose amendments to these bylaws. Any such proposal must have been approved by a two-thirds vote of the club and submitted to the chair of the laws and resolutions committee (copy to the region Governor) by December 1.