

# Soroptimist International Of Noyo Sunrise

Club Bylaws & Procedures

Revised 2023

*[www.si-noyosunrise.org](http://www.si-noyosunrise.org)*

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**Article I  
Name and Territorial Limit**

**Section 1.1**

The name of this club shall be ***Soroptimist International of Noyo Sunrise, Inc.***

**Section 1.2**

The territorial limits of this club shall be the same as those of the Founder Region (the counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Napa, Solano, Sonoma, that portion of Trinity County west of the north-south line from Salmon Mountain to Lake Mountain in California; Hawaii; Guam; the Northern Marianas Islands).

**Article II  
Purpose**

**Section 2.1** The purpose of this club shall be:

- a) to pursue the vision that women and girls have the resources to reach their full potential and 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) to engage in any other lawful activities that further the exempt purpose of the club.

**Section 2.2**

- a) 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.
- b) 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.

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- c) 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.
- d) Notwithstanding any other provision of these articles, no Club shall carry on any activities not permitted to be carried on
  - 1. 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;
  - 2. 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 Member Types**

There shall be one type of member as defined in the Federation Bylaws: “regular members”. In addition, those members who achieved Life status on or before July 1, 2001, shall be recognized as long as membership is maintained in the Soroptimist organization.

**Section 3.2 Membership Privileges and Responsibilities:**

- a) New members shall be inducted upon receipt of all dues & fees required for International, Federation, Region, and Club.
- b) All members whose participation meets the requirements set forth in these bylaws may speak, make motions, and vote.
- c) All members in good standing may be elected to or retain office. Any member in good standing may serve as a delegate to federation convention, region conference, or district meeting.

**Section 3.3 Attendance Requirements**

**Meeting Attendance**

There shall be no minimum attendance requirements for this club. Members are encouraged to attend all regular scheduled meetings and participate in events as they are able.

- a) Voting: Any member wishing to be a voting delegate must have attended all meetings at which the issues to be voted on are discussed.

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- b) Leave of Absence: A leave of absence may be granted by the Board of Directors for a period of not less than one month or more than six months, in case of applicant's illness, travels, temporary removal from community, or other just causes. The Board of Directors may extend such leave provided no leave of absence exceeds a total of twelve consecutive months.
1. All mandatory fees and dues must be paid by a member on a leave of absence. Members may participate in activities of the club (e.g., fund raisers) while on leave of absence.

**Section 3.4 Termination of membership**

- a) A member may be terminated from membership automatically when the member has not attended meetings, not participated in club activities for six or more months, and has not contacted the club requesting a leave of absence. The terminated member will not receive a refund for membership dues.
- b) Members may pay all at once or make arrangements to pay by installment. If a member fails to fulfill or arrange annual financial obligations sixty days after the due date, the member will be given notice in writing of such obligation by the Treasurer, as directed by the Board of Directors, and shall be given another sixty days to fulfill such obligations or have her membership terminated. A terminated member shall be liable for outstanding financial obligations before reinstatement.
- c) The Board of Directors shall have the authority to remove a member who is considered not in good standing. Before action is taken by the board, notice shall be given to such member 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.
- d) A member will be terminated from membership upon voluntary resignation in writing.

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**Article IV  
Officers**

**Section 4.1 Elected Officers**

- a) Elected officers of this club shall be President, Vice-President or President-Elect, Recording/Corresponding Secretary, Treasurer, and Assistant Treasurer. These comprise the club Board of Directors.
- b) By March 30 of each year the club shall have completed nominations for incoming officers to the club Board of Directors. Annual elections shall take place by April 15 or before Region Conference, with the intent to send new officers for training and general club education.

**Section 4.2 Eligibility for Office**

To be eligible for the office of President, the member shall have served on the Board of Directors at least one year and be a member in good standing. All other board offices may be filled without prior club experience. Only regular members in good standing may be elected to or retain office, serve as a delegate or alternate to a convention, conference, or district meeting. A member shall be deemed in good standing if all requirements for membership prescribed by Soroptimist laws have been met.

**Section 4.3 Terms of Office**

- a) Board officers and directors shall assume their duties by the first day of July.
- b) Board officers, and the immediate past president shall constitute the Board of Directors.
- c) It is recommended board officers stay in their positions for two (2) years or until their successors are elected. To foster periodic new leadership and direction within the club, it is recommended board officers serve no more than two (2) consecutive 2-year terms in the same office, except if there is no successor.

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**Section 4.4      Officer Vacancies**

- a) In case of vacancy in the office of President, the Vice-President 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 any special meeting called for that purpose. Nominations may then be made from the floor and the club shall elect.
- b) A resignation of an officer or director shall be sent to the President who shall present it to the Board of Directors for action.

**Section 4.5      Duties of Officers**

- a) **The President**, as chief officer, shall:
  - 1. Conduct the business of the club;
  - 2. Preside at meetings of the club and of the Board;
  - 3. Appoint all committees except the nominating committee;
  - 4. Be an ex-officio member of all committees except the nominating committee;
  - 5. And perform such other duties as pertain to the office.
- b) The **Vice-President** or **President-Elect** shall:
  - 1. Stand in the president's place when the president is unavailable.
  - 2. Become familiar with all programs of Soroptimist;
  - 3. Serve as region delegate;
  - 4. Have such other duties and responsibilities as arise from membership on the Board or as assigned by the President.
- c) The **Recording/Corresponding Secretary** shall:
  - 1. Keep the minutes of the meeting of the club and of the Board;
  - 2. Take charge of general correspondence that is not related to the work assigned to another officer or committee;
  - 3. Forward and direct letters received related to work of another officer or committee chairperson;
  - 4. Send out notices of meetings and communications that have been ordered by the club or established by customs;
  - 5. Maintain a roll of membership;

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6. Be custodian of the permanent records of the club;
  7. Submit to the club the minutes of the club business meetings and the recommendations of the Board;
  8. Have such other duties and responsibilities as arise from membership on the Board or as assigned by the President.
- d) The **Treasurer** shall:
1. Deposit and disperse all club monies.
  2. With the Asst. Treasurer, present an annual budget analysis and participate in developing the annual budget for the club.
  3. Preside over discussions involving budget amendments.
  4. Serve as ex-officio member of club fundraising committees.
  5. Review Asst. Treasurer reports and records for accuracy.
  6. Present monthly reports on all accounts to the club membership at the business meeting;
- e) The **Assistant Treasurer** shall:
1. Be the club bookkeeper; maintain financial records and reconcile the accounts; prepare monthly reports for review by the club Treasurer before going out to the general members.
  2. Prepare annual federal and state forms, including tax and raffle applications, licenses, and reports, to be paid by the club Treasurer.
  3. Prepare annual membership and dues invoices for members.
  4. Prepare forms for the Treasurer to pay dues for annual and new Soroptimist membership, registration at conferences, or other Soroptimist events.
  5. Maintain Paypal/credit card accounts and reports for the club Treasurer.
  6. With the club Treasurer, present an annual budget analysis and participate in developing the annual budget for the club.
  7. Fill-in as Treasurer when the Treasurer is away or otherwise requests assistance with the club treasury or financial matters.

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- f) Delegates
  - 1. Three (3) Delegates and one alternate may be elected by the club.
  - 2. Only regular members in good standing may be elected to or retain the position of Delegate. A member shall be deemed to be in good standing if all requirements for membership as prescribed by Soroptimist laws have been met.
  - 3. In the event that any delegate cannot attend a meeting to vote on behalf of the club, the Club shall appoint another delegate from its members in good standing.

**Section 4.6      Removal from Office**

- a) The Board of Directors may call a Special Meeting for removal of an elected officer or committee chair for failure to perform the duties of the office, or committee chair.
- b) Before action is taken by the Board, notice shall be given in writing to such officer 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 V  
Nominations and Elections**

**Section 5.1      Nominating Committee**

- a) Composition: In February of each year, a nomination committee of three regular members shall be chosen as follows:
  - 1. The Nominating Committee shall be composed of the chairman, appointed by the President,
  - 2. Two members elected by the Club membership at the February business meeting.
- b) Term of Office: Members of the Nominating Committee shall serve for one year or until their successors are appointed or elected.
- c) Vacancies. A vacancy on the Nominating Committee shall be filled by the club Board of Directors.



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**Section 5.2      Nomination Procedures**

- a) On or before March 1 of each year, the nominations chairperson shall invite club members to suggest names or regular members for consideration by the Nominating Committee
- b) The committee may contact other members as to their willingness to serve.
- c) The committee must obtain the consent of each nominee before the name is placed on the ballot.
- d) The report of the Nominating Committee! shall be read to the Club at the March business meeting.
- e) Nominations may be made from the floor at the April business meeting, at which the elections shall be held.

**Section 5.3      Election Procedure**

- a) The election of officers shall be held in April. The report of the nominating committee shall be read again at this meeting and additional nominations may be made from the floor.
- b) The election shall be by ballot for any office for which there is more than one nominee. Ballots shall be counted by members appointed by the President. Only the names of those elected, not the votes, shall be read by the president.
- c) A majority shall elect. If a majority is not received on the first ballot, a re-ballot shall occur between the two candidates receiving the most votes.

**Article VI  
Meetings**

**Section 6.1      Board, Business, and Regular Meetings**

- a) Board of Directors meetings:  
Unless otherwise decided by the club or board, regular monthly Board meetings shall be held concurrent with the monthly regular Club Business meetings, at a time/place/day of the week decided by a majority of the membership.

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b) General member club meetings:

General member club meetings shall be held weekly four times a month, at a time/place/day of the week decided by a majority of the membership.

Business Meetings: The club will conduct a monthly business meeting once a month concurrent with the Board Meeting, at a time/place/day of the week decided by a majority of the membership.

c) If a meeting falls on a legal holiday, no meeting will be held.

1. The club will not hold meetings from the week of Thanksgiving until the first week of January at which time the club will go “dark”.

**Section 6.2 Special Meetings**

- a) A special club meeting may be called by the President upon written or email request by three members.
- b) Forty-eight (48) hours’ notice shall be given to members for any special meeting. Notice shall be via personal contact, in writing, email, and/or by telephone.
- c) The business of a special meeting shall be stated at the time of the notice. NO other business shall be addressed without prior notification.

**Section 6.3. Quorum.**

- a) Board Quorum: A majority of the Board of Directors shall constitute a quorum.
- b) Club Quorum: Fifty percent (50%) of members present and in good standing shall constitute a quorum for purposes of voting.

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**Article VII  
Board of Directors**

**Section 7.1 Board Composition**

The club Board of Directors shall be composed of the elected officers described in Article IV, and the immediate past president of the club.

**Section 7.2 Board Duties**

- a) 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.
- b) It shall authorize payment of budgeted items;
- c) act upon invitations to membership; resignations, terminations and disciplinary matters;
- d) receive reports of committees as may be necessary between business meetings of the club;
- e) submit policy recommendations to the club; and
- f) perform such other duties as the club procedures may require.

**Section 7.3 Liability**

Board members shall not be personally liable for monetary damages for any action taken, or any failure to take any action in the performance of their duties, unless the Board member has engaged in willful misconduct or recklessness in the performance of their duties.

**Article IX  
Committees and Responsibilities**

**Section 9.1 Standing Committees**

The Board of Directors shall establish standing committees within the club and may establish other committees as necessary. The President serves as ex-officio member of each committee. The President shall select committee chairpersons and committees by the first business meeting of the year.

**Section 9.2 Committee Chairs**

Committee chairpersons shall maintain a binder containing records of the committee operations and a summary report, which shall be presented rally to the club by the business meeting at the end of the committee's duties.

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**Article X  
Finance**

**Section 10.1 Fiscal Year**

The fiscal year shall be July 1 through June 30.

**Section 10.2 Dues, Fees and Assessments**

- a) Annual Dues are payable on July 1 of each year.
- b) These dues shall be based on amounts mandated by Federation, Region, and Club requirements.
- c) Club dues shall be prorated as follows 1) If a proposed member joins on or before December 31st of the current fiscal year, the full amount of dues currently in effect shall be paid. 2) 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.
- d) A statement of dues shall be prepared by the treasurer and presented to each member annually.
- e) Reinstatement of a former member whose membership was terminated for nonpayment of dues shall be made only upon payment of all obligations owing at time of termination, together with the annual dues of the current year, if these are not part of the indebtedness.
- f) A former member of this club rejoining shall pay a reinstatement fee to the Federation in addition to the membership dues as set forth above.
- g) A member in good standing whose club dues were current before transferring to this club shall pay no additional dues.

**Section 10.3 Financial Review.**

- a) A financial review of the Treasurer's books may be done by a committee of three (3) appointed by the President at any time. Review proceedings will be given to the immediate Past President, President, and Board of Directors.
- b) The Financial review committee may not include the President, Vice President/President Elect, Treasurer, or Vice Treasurer.

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**Article XI**

**Parliamentary Authority**

**Section 11.1** The rules contained in the current edition of Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters not specifically covered in these Soroptimist International of Noyo Sunrise Bylaws, Founder Region standing rules and policies, Soroptimist International of the Americas (SIA) bylaws and Procedures, or the Soroptimist International Constitution.

**Article XII**

**Amendments**

**Section 12.1.** 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 presented at the previous business meeting, and the proposed amendments have been mailed to the absent voting members.

**Article XIII**

**Dissolution of Club**

**Section 13.1** Upon 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 which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501C (3) of the Internal Revenue Code.