

TRANSITIONAL BYLAWS OF SOROPTIMIST INTERNATIONAL OF NORTH ATLANTIC REGION

PROVISO: These Bylaws are for the merger and transition of North Atlantic and North-eastern Regions into a newly constituted region. These Bylaws shall be in effect for the period July 1, 2020 through June 30, 2022. During this time, a final set of Bylaws for the fully transitioned region in 2022-2024 and beyond will be developed, and elections for the 2022-2024 officers will take place in accordance with the guidelines stated in these By-laws.

ARTICLE I Name and Territorial Limits

Section 1.1 The name of this region shall be Soroptimist International of the Americas, Inc. North Atlantic Region.

Section 1.2 The territorial limits of this region are established by the federation and currently consists of the following cities and/or states: Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and Wheeling, West Virginia.

ARTICLE II Purpose

Section 2.1. The purpose of this region shall be to promote the projects and fulfill the purposes of Soroptimist as defined in the Federation laws.

Section 2.2. No part of the net earnings of the Region shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Region 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 the Region shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. No Region 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. Notwithstanding any other provision of these articles, no Region shall 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

Section 3.1 Soroptimist International of the Americas clubs and their members are considered such if they are members in good standing in a club within the territorial limits of the region.

Section 3.2 The territory of the region will be divided into the following five districts.

- District 1. New York State and the following counties in New Jersey: Bergen, Essex, Hudson, Middlesex, Morris, Passaic, Somerset, Sussex, Union and Warren
- District 2. The following counties in New Jersey: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Hunterdon, Mercer, Monmouth, Ocean and Salem and the State of Delaware
- District 3. The following counties in Pennsylvania: Berks, Bucks, Carbon, Chester, Delaware, Lackawanna, Lancaster, Lebanon, Lehigh, Luzerne, Monroe, Montgomery, Northampton, Philadelphia, Pike, Schuylkill, Susquehanna, Wayne and Wyoming
- District 4. The counties of Pennsylvania not listed under District 3, plus SI Wheeling, West Virginia.
- District 5. The State(s) of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.

Such districts shall consist of at least six clubs or 100 members per district. The territory of each district shall be determined by the region board of directors. The clubs in each district shall elect a director and such other officers as may be provided for under rules adopted by the region. Such election is to be held at the time of election of officers for the region.

ARTICLE IV Officers

Section 4.1 There will be elected transitional officers in place from July 1, 2020 through June 30, 2022 with representation from each of the regions as follows:

North Atlantic Region

- One Governor (who has been previously identified)
- One Co-Administrative Officer
- One Co-Secretary
- One Co-Treasurer
- Four District Directors (one District Director from districts 1-4)
- Four District Secretaries (one District Secretary from districts 1-4)

Northeastern Region

- One Co-Administrative Officer (who has been previously identified) • One Co-Secretary
- One Co-Treasurer
- One District Director (from district 5)
- One District Secretary (from district 5)

Section 4.2 To be eligible for election to office, candidates must be regular members in good standing who have served as club president. In instances when there are vacancies, the nominating committee will seek out-qualified candidates for all roles, waiving the eligibility requirement that candidates serve as club presidents prior, except for the Co-Administrative Officer.

Section 4.3 Transitional officers shall hold office for a term of two years, commencing on July 1, 2020 following an election, and shall serve until June 30, 2022. At the end of this transitional period, an election of the new region's leadership will be held for all positions on the new region's board.

Section 4.4 Vacancies

- a. Should a vacancy occur in the office of Governor – a special election will be called between the Co-Administrative Officers, to fill this vacancy.
- b. Vacancies occurring in other offices shall be filled by appointment of the region board.

Section 4.5 Duties.

- a. Governor: The Governor shall preside at meetings of the region; coordinate with the Secretaries the issuance of minutes within 30 days of board meetings; coordinate with the Secretaries, the issuance of a Call to the Region Conference at least 60 days prior to the date of the meeting; approve expenditures in accordance with the budget; fill vacancies on committees, serve as ex-officio member of all committees, except the nominating committee; and perform such other duties as may be assigned by the Board or prescribed by these bylaws.
- b. Co Administrative Officer: The Co Administrative Officer shall attend meetings of the region board and all other meetings as requested; prepare for assuming the office of Governor by becoming familiar with all aspects of the Soroptimist organization; work closely with and under the direction of the Governor, assisting to the fullest extent possible; in the absence of the Governor, the Co-Administrative Officers shall preside at meetings. The Co-Administrative Officers are empowered to appoint committees to serve in the biennium in which their term commences.
- c. Co-Secretaries shall attend meetings of the region board and all other meetings as requested; record the minutes of board meetings and conference; coordinate with the Governor, the issuance of minutes within 30 days after the close of the meetings; coordinate with the Governor, the issuance of a Call to Conference at least 60 days prior to the date of the meeting.
- d. Co-Treasurers shall attend meetings of the region board and all other meetings as requested; deposit and disburse all funds belonging to the region, under the direction of policies developed by the region board; provide financial reports at board meetings, and region conferences; prepare a budget annually to be approved by the board of directors (**OR** delegates at conference). The Co-Treasurers will develop a joint budget for 2021 and will make recommendations with respect to procedures in support of the newly merged region's financial health.
- e. District Directors shall attend meetings of the region board and other meetings as requested. District Directors plan and preside at district meetings, coordinate with the Region Board the issuance of a Call to district meetings and keep in close

communication with all clubs in the district, reporting upon conditions or problems with the district to the Region Governor. District directors shall attempt to visit each club within the district at least once during the biennium for the purpose of providing Soroptimist education, leadership development and recruitment and retention advice.

- f. District Secretaries shall attend district meetings of the region board and other meetings as requested. The secretary shall record the minutes at the region conference as assigned and during district meetings, coordinate with the District Director to issue the call to district meetings and preside at district meetings in the absence of the District Director.

ARTICLE V Nominations and Elections

Section 5.1 Nominations 2020-2022 Term (Transitional Leadership)

- a. Diane Savidge will serve as the Governor, and two co-Administrative Officers (one from each Region) will serve for the 2020-2022 term.
- b. District Directors and District Secretaries for regions 1-4 previously elected will begin their terms on July 1, 2020. The Secretary and Treasurer elected for NAR will begin their terms on July (1,) 2020; their titles will be Co-Secretary and Co-Treasurer during this period.
- c. A District Director and District Secretary for the newly established District 5 will be elected. The Secretary and Treasurer elected for NER will begin their terms on July 1, 2020; their titles will also be Co-Secretary and Co-Treasurer.
- d. The afore mentioned individuals make up the transitional board of directors for the 2020-2022 term.

Section 5.2 2022-2024 Term (Newly Merged Region's Leadership)

- a. Following the appointment of the nominating committee, the nominating committee chair of each region shall send a letter inviting clubs of each region to suggest members for consideration as Governor-Elect, Secretary, Treasurer, District Directors and District Secretaries. Members eligible and willing to serve are to return a standard resume form enclosed with the letter to the person of the nominating committee by December 15.
- b. In January of even-numbered years, all completed resumes shall be copied and sent to the other members of the committee by the person. The committee will verify that the candidates are eligible for office and will suggest at least one name for each office. If more than one candidate has consented to serve and is eligible, the committee may place more than one name in nomination for the same office. Likewise, if a candidate agrees to be considered for more than one office, the committee may place her/his name in nomination for any of the offices for which s/he have consented to serve. In addition, the committee may contact other Soroptimists as to their willingness to serve and obtain the standard resume.

- c. The slate of candidates and their resumes will be included with the Call to Conference in the even-numbered years.
- d. Nominations may be made from the 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.
- e. To be eligible for nomination, members must be a regular member in good standing with their clubs and must have served as club president. In instances when there are vacancies, the nominating committee will seek a qualified candidate from ANY member in good standing except for Governor-elect, who must have served as a club president to be eligible.

Section 5.3 Elections

- a. Voting shall be by ballot. The Region Governor shall appoint 2 tellers to oversee the election and count the ballots. The conference registration committee shall insure that each delegate has been properly designated by her club as a delegate and that her name badge identifies her as being entitled to vote. Election of district officers shall be by delegates from that district only.
- b. 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.
- c. The new officers will assume office on July 1 of even-numbered years.

ARTICLE VI Meetings

Section 6.1 The region shall begin holding joint meetings during 2020 for the purpose of conducting the business of the region, promoting Soroptimist strategic direction and programs and to provide opportunities for leadership and personal development of members. Timing, final venues and dates will be approved by the transitional region board.

Section 6.2. The region may hold districts meetings or an additional region-wide meeting annually for the purpose of providing Soroptimist orientation and leadership training.

Section 6.3 Special meetings of the region shall be called upon the written request of at least 26 clubs. At least 7 days' notice (personal, written, or telephone) shall be given each club. The business to be transacted at any special meeting shall be limited to the purpose stated in the call to the meeting.

Section 6.4 The quorum for any meeting of the region shall be half **plus one** of the present voting members.

Section 6.5 Each club shall be entitled to 3 voting delegates at any region meeting. Clubs should elect such delegates according to their bylaws and an alternate 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 and at each of their respective meetings.

ARTICLE VII Board of Directors

Section 7.1 The board of directors shall consist of the officers, district directors and district secretaries with each having a vote.

Section 7.2 The board of directors has administrative authority over the affairs, funds, and property of the region, except that they may not modify any action taken by the delegates at a region conference.

Section 7.3 The board of directors shall meet at least annually, prior to 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. The first joint board meeting will be held July/ August 2020.

Section 7.4 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 7 days' notice (personal, written or telephone) shall be given. The business transacted at any special meeting shall be limited to the purpose stated in the call.

Section 7.5 The quorum for board meetings shall be a majority of the board.

ARTICLE VIII Committees

Section 8.1 Standing committees

The following committees will consist of five members, one from each district, with one member appointed as Chair to organize the work of the committee. Appointments are made by the Governor and/or Co-Administrative Officer for the biennium in which they will serve.

- a. Laws and Resolutions Committee.
- b. Program Committee
- c. Live Your Dream Awards Committee
- d. Dream It, Be It Committee
- e. Membership Committee
- f. Fundraising Committee
- g. Finance Committee
- h. Credentials Committee
- i. Public Awareness Committee
- j. Region Conference

Section 8.2 Special committees. Special committees may be appointed by the Governor, with the approval of the board, to undertake special tasks or projects

ARTICLE IX Finance

Section 9.1 The fiscal year shall be July 1 through June 30.

Section 9.2 Annual region dues shall be collected and remitted by each club to the respective region Co-treasurer by July 1 each year.

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 and policies, or the SIA bylaws and procedures.

ARTICLE XI Amendments

Section 11.1 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 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 chair with a copy to the region Governor by November 15.

ARTICLE XII Dissolution

Upon the dissolution of the Region, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the Region, dispose of all the assets of the Region exclusively for the exempt purposes of the Region 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, in all cases, an exempt successor Region or Soroptimist International of the Americas, Inc. 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 or Region is expressly prohibited.