

INFORMATION FROM THE BOARD
NAR BYLAWS REVISION
 January 2022

PROPOSED REVISION	CHANGES FROM EXISTING BYLAWS (April 2020)	RATIONALE
Proviso	Deleted entire statement	This pertained only to the bylaws during the merger of the two regions and is no longer needed.
Article III - Members- Section 3.1	Delete entire statement and have it read: “Clubs within the territorial limits of the region are considered members of the North Atlantic Region, as are the individual members of those clubs.”	Clarify language and better understanding of the section. This makes it known the clubs are members (and the clubs have the rights to certain number of votes - individual members do not have the right to vote unless they hold a specific role as noted in the bylaws).
Article III – Members – Section 3.2 (fifth bullet)	Add an “s” after the word State	Clarity
Article IV – Officers - Section 4.1	Delete entire current wording and it will now read: “The elected officers shall be the Governor, Governor-elect, Secretary, Treasurer, one district director from each district and one district secretary from each district.”	There is no need to list each region any longer as we are now a merged region, and the officer of that region will be as listed.
Article IV – Officers – Section 4.2	Re-number as Section 4.1 Delete the words “Co-Administrative Officer” and insert the words “Governor-elect”	We will no longer have Co-Administrative Officers; we will now have one Governor-elect. It is the rationale of the board that the Governor-elect position should be filled by someone who has been president of their club previously as this way they know what is expected of someone who will eventually be running a meeting.

PROPOSED REVISION	CHANGES FROM EXISTING BYLAWS (April 2020)	RATIONALE
Article IV – Officers – Section 4.3	Renumber as Section 4.2 Remove some to the wording so that this section will read: “Officers shall hold office for a term of two years, commencing on July 1, of the year elected.”	Some of the wording in this section only applied to the transitional period of the merger. This new statement makes it much simpler and more clarified.
Article IV – Officers – Section 4.4 Vacancies (a.)	Renumber as Section 4.3 Vacancies Delete the words “a special election will be called between the Co-Administrative Officers, to” and add the words: “the Governor-elect will”	There will no longer be Co-Administrative Officers. Instead, there will be a Governor-elect who will take over in the absence of the Governor.
Article IV – Officers – Section 4.5 Duties (a.)	Renumber as Section 4.4 Duties Make the words “Secretaries” singular in all instances and add the words “in coordination with the Governor-elect”	We will only have one Region Secretary now and it is the opinion of the board that the committees should be set with input from the Governor and the Governor-elect.
Article IV – Officers – Section 4.5 Renumbered as Section 4.4 Duties (b.)	Remove all references to the word(s) “Co-Administrative Officer(s)” and insert the words “Governor-elect” and also the words “work in coordination with the Governor to”	There will no longer be Co-Administrative Officers, but instead a Governor-elect. And again, it is the opinion of the board that the committees should be set with input from the Governor AND the Governor-elect.
Article IV – Officers – Section 4.5 Renumbered as Section 4.4 Duties (c.)	Remove all references to the word “Secretaries” and insert the word “Secretary”	There will only be one Region Secretary from this point forward.
Article IV – Officers – Section 4.5 Renumbered as Section 4.4 Duties (d.)	Remove the plural word “Treasurers” and insert the word “Treasurer.” Delete the word “annually” and insert the words “for the biennium with the finance committee,” delete the word “OR” and insert the words “And the voting.” Delete the entire last sentence.	There will only be one Region Treasurer from this point forward. A budget will now be prepared for the biennium not on an annual basis with input from the finance committee, and it will be approved by the voting board AND the voting delegates at conference. The entire last sentence no longer applies and was only for the transitional period.

PROPOSED REVISION	CHANGES FROM EXISTING BYLAWS (April 2020)	RATIONALE
Article V - Section 5.1 (a through d)	Delete items 1 through d under the current Section 5.1	These items only applied to the transitional period and are no longer needed.
Article V – Section 5.2 2022-2024 Term	This will be deleted as it will now be renumbered as Section 5.1	Section 5.1 was deleted so this section will now become section 5.1 and the terms will apply for all years going forward not just for the years of 2022-2024
Article V – Section 5.2 – newly labeled Section 5.1 Nominations (a.)	Delete the words “of each region” and insert the words “candidate” and “chair.” Also delete the word “enclosed” and insert the word “attached.”	We are only one region now and the words candidate and chair are for clarity. Also, the word attached indicates that the form is being emailed as opposed to hard mailed.
Article V – Section 5.2 – newly labeled Section 5.1 Nominations (b.)	Delete the words “Resumes” in all instances and add the words “candidate forms.” Delete the words “shall be copied” and insert the words “will be.” Delete the words “the other members of the committee by the person” and insert “all members of the nominating committee.	This clarifies section 5.1 b. and makes it much easier to understand.
Article V – Section 5.2 – newly labeled Section 5.1 Nominations (d.)	Delete the word “resume” and insert the word “candidate.” Inset the words “or delegates of the respective district if running for a district office”	Clarity and a better understanding of what is expected.
Article V – Section 5.2 – newly labeled Section 5.1 Nominations (e.)	Delete the words “except that of” and insert the words “other than.” Insert the words “ if there are no candidates for that position who have served as president of their club as required in Section 4.2, a candidate who has not served as club president may be placed on the ballot. ”	This is for clarity and makes this section much easier to understand

PROPOSED REVISION	CHANGES FROM EXISTING BYLAWS (April 2020)	RATIONALE
Article V – Section 5.3 – newly labeled as Section 5.2 Elections (c.)	Delete the current wording entirely and insert “The newly elected leaders will be installed at the conference immediately following their election and their terms will commence on July 1 st .”	The information currently stated in the bylaws from 2020 is the same information as stated in Section 4.3 which is all about officers and terms. This will clarify when they are installed and states specifically when their term will commence.
Article VI - Meetings – Section 6.1	Delete the words “begin holding joint meetings during 2020” and insert the words “hold meetings. Delete the words “final” and “transitional.”	There will now only be one region so there will be no joint meetings and the words final and transitional are no longer needed.
Article VI - Meetings – Section 6.3	Delete the words “at least 26 clubs” and insert the words “a minimum of 5 clubs”.	SIA suggests that a majority of clubs is a very high number of call a special meeting and that most regions permit calling a special meeting by 5 clubs. Requiring a majority of clubs to call a special meeting is too high a bar and could create more problems than we are trying to avoid.
Article VI - Meetings – Section 6.4	Delete the words “Half plus one” and insert the word “majority.”	Roberts Rules of Order clearly states on page 400, “the word majority means more than half”
Article VI - Meetings – Section 6.5	Delete the words “3 voting” and insert “have it’s President or President Alternate and 2 voting”. Delete the entire last sentence.	This clarifies exactly who the club may send to vote on their behalf. The last sentence is being removed and made its own Section. See the newly added Section 6.6.

PROPOSED REVISION	CHANGES FROM EXISTING BYLAWS (April 2020)	RATIONALE
Article VI – Meetings – Section 6.6 Added	ADD: Section 6.6 Each member of the region board is entitled to one vote at the region conference and at each of their respective district meetings.	This was separated out of Section 6.5 since it deals with region leaders rather than clubs.
Article VII – Board of Directors – Section 7.1	Add the word “region”	For clarity
Article VII – Board of Directors – Section 7.3	Delete the last sentence “The first joint board meeting will be held July/August 2020”	This is no longer needed as we are now one region.
Article VIII – Committees Section 8.1	Delete the word “five” and insert the words “appointed by the Governor and Governor-elect for the biennium in which they will serve,” Delete the words “one from each district” and delete the entire last sentence.	It will be up to the Governor and Governor-elect as to how many members are needed on each committee and these numbers will be outlined in the Region Policy and Procedures. The entire section was reworded with deletion of words and sentences for clarity.
Article VIII – Committees Section 8.1 (k)	Added Nominating Committee	The committees listed are those vital to the operation of the region and the board felt the nominating committee should be included.

PROPOSED REVISION	CHANGES FROM EXISTING BYLAWS (April 2020)	RATIONALE
Article IX – Fiscal Year – Section 9.2	Delete entire section	This is stated in our region financial policy and procedures so does not need to be in the by-laws.
Article X – Parliamentary Authority	Delete the words “standing rules and policies” and add the words “policy and procedures and region financial policy or procedures”	The region board developed new Policy and Procedures and a set of Financial Policy and Procedures after the removal of many things from the old bylaws. These are part of the region procedures now.
Article XI – Amendments – Section 11.2	Delete the word “chair” and insert at the words “no later than” and the words “of the year the amendment is being proposed.”	Amended for clarity of when the amendment must be submitted.

TRANSITIONAL BYLAWS OF SOROPTIMIST INTERNATIONAL OF NORTH ATLANTIC

Remove the word “Transitional”

~~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.~~

Remove the entire Proviso statement

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, Inc.

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.~~

Will Read: Clubs within the territorial limits of the region are considered members of the North Atlantic Region, as are the individual members of those clubs.

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. **(Add an "s" to the word State)**

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 Governor Elect~~
- ~~One Co-Secretary~~

- ~~One Co-Treasurer~~
- ~~Four Five District Directors (one District Director from districts 1-4 1-5)~~
- ~~Four Five District Secretaries (one District Secretary from districts 1-4 1-5)~~

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)~~

Remove entire Section 4.1, all region names, and all bullets, and renumber the following sections.

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 **Governor Elect**.

Will Read: Section 4.1 - 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 Governor Elect.

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

Will Read: Section 4.2 - Officers shall hold office for a term of two years, commencing on July 1, of the year elected.

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,~~ the **Governor Elect will** to fill this vacancy.

Will Read: Section 4.3 Vacancies - a. Should a vacancy occur in the office of Governor, the Governor-elect will 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~~ **Secretary** the issuance of minutes within 30 days of board meetings; coordinate with the ~~Secretaries~~ **Secretary**, 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 **in coordination with the Governor Elect**, 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.

Will Read: Section 4.4 Duties - a. Governor: The Governor shall preside at meetings of the region; coordinate with the Secretary the issuance of minutes within 30 days of board meetings; coordinate with the Secretary, 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 in coordination with the Governor Elect, 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~~ **Governor Elect**: The ~~Co-Administrative Officer~~ **Governor Elect** 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~~ **Governor Elect** shall preside at meetings. The ~~Co-Administrative Officers~~ **Governor Elect** is empowered to **work in coordination with the Governor to** appoint committees to serve in the biennium in which their term commences.

Will Read: b. Governor-elect: The Governor-elect 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, Governor-elect shall preside at meetings. The Governor-elect is empowered to work in coordination with the Governor to appoint committees to serve in the biennium in which their term commences

- c. ~~Co-Secretaries~~ **Secretary: The Secretary** 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.

Will Read: c. Secretary: The Secretary 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~~ **Treasurer: The Treasurer** 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~~ **for the biennium with the finance committee** to be approved by the board of directors (~~OR and the voting~~ 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.~~

Will Read: d. Treasurer: The Treasurer 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 for the biennium with the finance committee, to be approved by the board of directors and the voting delegates at conference.

- 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.~~

Remove entire Section 5.1 and all information contained in it

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

Delete Section 5.2 and replace with Section 5.1 Nominations

- 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 **candidate** form enclosed **attached** with the letter to the person **chair** of the nominating committee by December 15.

Will Read: a. Following the appointment of the nominating committee, the nominating committee chair shall send a letter inviting clubs 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 candidate form attached with the letter, to the chair of the nominating committee by December 15.

- b. In January of even-numbered years, all completed-resumes **candidate forms** shall be copied and **will be** sent to the other members of the committee by the person **all members of the nominating committee**. 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 **candidate form**.

Will Read: b. In January of even-numbered years, all completed candidate forms will be sent to all members of the nominating committee. 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 candidate form.

- 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 **candidate** form for distribution to all **delegates (or delegates of their respective districts if running for a district office)** at the time the nomination is made.

Will Read: 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 candidate form for distribution to all delegates (or delegates of their respective districts if running for a district office) 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. For any role ~~except that of~~ **other than** Governor Elect, **if there are no candidates for that position who have served as president of their club as required in Section 4.2, a candidate who has not served as club president may be placed on the ballot.** In instances when there are vacancies, the nominating committee will seek a qualified candidate.

Will Read: 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. For any role other than Governor Elect, if there are no candidates for that position who have served as president of their club as required in Section 4.2, a candidate who has not served as club president may be placed on the ballot. In instances when there are vacancies, the nominating committee will seek a qualified candidate.

Section 5.3-5.2 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 and will serve for two years.~~ **The newly elected leaders will be installed at the conference immediately following their election, and their terms will commence on July 1st.**

Will Read: c. The newly elected leaders will be installed at the conference immediately following their election, and their terms will commence on July 1st.

ARTICLE VI Meetings

Section 6.1 ~~The region shall begin holding joint meetings during 2020~~ **hold meetings** 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.

Will Read: Section 6.1 The region shall hold meetings 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, venues, and dates will be approved by the 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~~ **a minimum of 5 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.

Will Read: Section 6.3 Special meetings of the region shall be called upon the written request of a minimum of 5 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~~ **by majority** of the present voting members.

Will Read: Section 6.4 The quorum for any meeting of the region shall be by majority of the present voting members

Section 6.5 Each club shall be entitled to ~~3 voting~~ **its President or President Alternate and 2 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 district meetings.~~

Will Read: Section 6.5 Each club shall be entitled to have its President or President Alternate and 2 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.

ADD: Section 6.6 Each member of the region board is entitled to one vote at the region conference and at each of their respective district meetings.

ARTICLE VII Board of Directors

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

Will Read: Section 7.1 The board of directors shall consist of the region 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.~~

Will Read: 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

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 ~~appointed by the Governor and Governor-elect for the biennium in which they will serve, 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.~~

Will Read: The following committees will consist of members appointed by the Governor and Governor-elect for the biennium in which they will serve, with one member appointed as Chair to organize the work of the committee

- 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
- k. **Nominating Committee**

Adding the Nominating Committee as it is vital to the running of the region.

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 Fiscal Year

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 Treasurer by July 1 August 1st each year.~~

Delete entire Section 9.2

**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~~ **policy and procedures, region financial policy and procedures**, or the SIA bylaws and procedures.

Will Read: 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 policy and procedures, region financial policy and procedures, 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 clubs and submitted to the chair of the laws and resolutions committee ~~chair~~ with a copy to the region Governor by **no later than November 15 of the year the amendment is being proposed.**

Will Read: 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 clubs and submitted to the chair of the laws and resolutions committee with a copy to the region Governor by no later than November 15 of the year the amendment is being proposed.

**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 and 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.