

**SOROPTIMIST INTERNATIONAL OF BOISE  
ROCKY MOUNTAIN REGION, DISTRICT I  
SOROPTIMIST INTERNATIONAL OF THE AMERICAS (SIA)  
BYLAWS**

**ARTICLE I**

Name and Territorial Limits

**Section 1. The name of this club shall be Soroptimist International of Boise.**

**Section 2. The territorial limits of this club shall be that territory designated as the Rocky Mountain Region.** Exceptions to the territorial limits may be made with the approval of the Rocky Mountain Region Board.

**ARTICLE II**

Objects

**Section 1. The objects of this club shall be:**

- a) to support the vision that women and girls have the opportunity and 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) engage in any other lawful activities that further the exempt purpose of the club.

**Section 2.** 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. 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. 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. Notwithstanding any other provision of these articles, no Club 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's 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 1. Member Types.**

There shall be one type of member as defined by 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 2. Privileges of membership.**

- a) All members, whose participation meets the requirements set forth in these bylaws, may speak, make motions, and vote.
- b) Only regular members in good standing may be elected to or retain Club office. Any member in good standing may serve as a delegate to federation convention, or region conference.

#### **Section 3. Admission to membership.**

- a) Any member of this club may propose for membership any individual considered eligible. A proposal for membership shall be submitted to the chairman of the Membership committee who shall verify eligibility, and submit a report to the board.
- b) Upon approval by the board, the Membership chair shall extend the invitation to membership in writing to the proposed member. The new member shall be enrolled upon receipt of the acceptance of the invitation to membership and payment of all required dues and fees.

#### **Section 4. Termination of club membership.**

Reasons for termination of membership in the club are resignation, failure to fulfill financial obligations, or conduct which adversely reflects upon the Soroptimist organization. No membership may be terminated for reasons other than resignation without an opportunity for a hearing before the board of directors after 30 days' written notice to the member. A two-thirds vote of the board is required for termination of such membership when grounds for termination have been determined to exist. The decision of the board shall be final.

#### **Section 5. Honorary recognition.**

The club may give honorary recognition to any person who has given distinguished and unusual service to the community, state, or nation, or who has contributed notably to the position of women. Any person so honored by the club shall have such rights and privileges as granted by the club and shall have no official status at any other level of the Soroptimist organization.

## **ARTICLE IV**

### **Officers**

#### **Section 1. Officers.**

The officers shall be a president, president-elect, secretary, treasurer, director, and such additional officers as the club may provide.

#### **Section 2. Eligibility.**

- a) Any regular member in good standing may be elected to and retain any club office. Any member in good standing may 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 as prescribed by Soroptimist bylaws have been met.
- b) A member shall not hold more than one elected office within the Soroptimist organization at any given time.
- c) To be eligible for the office of club president, the member shall have served on the club board of directors. Only if no candidate meeting the eligibility requirements shall accept nomination, may another member be selected as a nominee for the office of club president.

#### **Section 3. Term of office.**

All officers of this club shall hold office for one year or until their successor is elected, and their term of office shall begin July 1 following their election at the business meeting of the club in April. A member who has served more than half a term in any office shall be deemed to have served a term.

#### **Section 4. Removal from office.**

The club board of directors shall have authority to remove from office any elected officer, board member or committee chair for failure to perform the duties of office or duties required by such chairmanship. Before the board takes action, notice shall be given to the individual as to the specific failure and the provision made for such person to appear and answer. A two-thirds vote of the board shall be required for removal.

#### **Section 5. Vacancy in office.**

- a) In the case of the temporary inability of the president to serve, the president-elect shall perform the duties of the president.
- b) A resignation of an officer shall be sent to the board of directors for action.
- c) In the event of a vacancy in the office of president, the president-elect shall become president and shall have the option of serving a full term during the following year.
- d) 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.

**Section 6. Duties.**

Officers shall perform the duties provided in these bylaws and such other duties as prescribed for the offices in the club procedures.

**Section 7. Bonds.**

The officers and directors shall be bonded as recommended by SIA policy.

**ARTICLE V**

Nominations and Elections

**Section 1. Nominating committee.**

- a) In February of each year, a nominating committee of three regular members shall be chosen as follows: the president shall appoint the chairman; the board shall elect a second member; and the club shall elect the third member. Only one member of the committee may be a voting member of the board of directors.
- b) The committee shall invite each member to suggest names for consideration. The committee shall nominate one or more candidates for each office to be elected.
- c) The consent of a nominee must be obtained before the name is placed in nomination. The report of the nominating committee shall be read to the club at the March business meeting.

**Section 2. Election.**

The election shall be held at the business meeting in April. The report of the nominating committee shall be read again at this meeting and additional nominations may be made from the floor. Election shall be by ballot for any office for which there is more than one nominee. Elections may be conducted at meetings held in any format (See Article VI, Section 1) or by mail or electronic ballots. The person receiving a majority of votes cast shall be elected. If there are not contested nominees on the presented slate of officers, election may be made *viva voce*.

**ARTICLE VI**

Meetings

**Section 1. Regular activity meetings.**

Unless otherwise ordered by the club, activity meetings will be scheduled and held as designated by the Club Procedures.

**Section 2. Regular business meetings.**

The regular business meetings of this club shall be scheduled and held as designated by the Club Procedures.

**Section 3. Special meetings.**

Special meetings may be called by the president and shall be called upon the written or email request of at least three active members of the club. At least twenty-four (24) hours notice

(personal, email, written, or telephone) shall be given each member. The business to be transacted at any special meeting shall be limited to item(s) mentioned in the notice.

**Section 4. Quorum.**

Fifty-one percent of the voting members of the club present at a scheduled meeting shall constitute a quorum.

**ARTICLE VII**  
Board of Directors

**Section 1. Composition.**

- a) The officers of this club -- president, president-elect, secretary, treasurer, and director -- shall constitute the voting members of the board of directors.
- b) The immediate past president, delegate and parliamentarian shall be nonvoting members of the board.

**Section 2. Duties.**

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. It shall authorize payments from club funds within the approved budget; act upon invitations to membership, resignations, terminations and disciplinary matters; receive reports of committees as may be necessary between business meetings of the club; submit policy recommendations to the club; and perform such other duties as the club, region, federation or these bylaws may require.

**Section 3. Format**

Any regular or special meeting of the board of directors may be held in any format, including face-to-face, audio or video conferencing, or social media, or a hybrid of these formats, so long as all members of the board are able to hear each other. Board members attending by distanced or virtual formats shall be included in the count to establish the quorum.

**Section 4. Regular meetings.**

Unless otherwise ordered by the club or the board, regular meetings of the board shall be held at a time and place determined by the board and/or President.

**Section 5. Special meetings.**

Special meetings of the board may be called by the president and shall be called upon the written request of at least three members of the board. At least twenty-four (24) hours notice (personal, email, written, or telephone) shall be given each board member for any special meeting. The business transacted at any special meeting shall be limited to that mentioned in the call.

**Section 6. Quorum.**

A majority of the voting members of the board of directors shall constitute a quorum.

**ARTICLE VIII**  
Committees

**Section 1. Standing Committees.**

The standing committees are: Endowment Fund, Finance, Fundraising, Laws & Resolutions, Membership, Nominating, Dream Programs, and Public Awareness.

**Section 2. Responsibilities.**

The president shall appoint committee chairs. The committees shall perform the duties set forth in these bylaws and such other duties as directed by the president, the board, or as prescribed in the Club Procedures.

**ARTICLE IX**  
Dues and Fees

**Section 1. Fiscal Year.**

The fiscal year shall be from July 1 through June 30 of each year.

**Section 2. Dues and Fees.**

Annual organizational dues and fees are due on July 1 of each year and are set forth in the Club Procedures. Organizational dues and fees for new members inducted mid-year shall be paid as outlined in the Club Procedures.

**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 and club procedures, Rocky Mountain Region bylaws and standing rules, SIA bylaws and procedures.

**ARTICLE XI**  
Amendments

These bylaws may be amended at any regular business meeting of the club by a two-thirds (2/3) vote of the voting members present, provided notice of the amendment has been given at the preceding regular business meeting.

**ARTICLE XII**  
Dissolution

Upon the dissolution of the Club, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for the exempt purposes of the Club in such a 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, as the Club's governing body shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the Club's principal office is then located exclusively for the Club's exempt purposes. 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 is expressly prohibited.

Presented by Laws & Resolution Committee

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*Jan Hall, President 2021-22*

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*Date*