

## **Transitional Bylaws of Soroptimist International of the Americas, Incorporated Peaks to Plains Region**

**PROVISO:** These Bylaws are for the merger and transition of North Central Region (NCR) and Rocky Mountain Region (RMR) (“original regions”) into a newly constituted region. These Bylaws shall be in effect for the period July 1, 2022 through June 30, 2024. During this time, a final set of Bylaws for the fully transitioned region in 2024 and beyond will be developed, and elections for the 2024-2026 officers will take place in accordance with the guidelines stated in these, transitional Bylaws.

### **ARTICLE I**

#### **Name and Territorial Limits**

**Section 1.1** The name of this region shall be Soroptimist International of the Americas, Incorporated Peaks to Plains Region.

**Section 1.2** The territorial limits of this region are established by the federation and currently consists of the following counties and/or states: Colorado, Iowa, Minnesota, Nebraska, North Dakota, South Dakota, Utah, Wyoming, all of Idaho (except the pan-handle), south of Washington state line or 46 degrees latitude, and Malheur County in Oregon

### **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 Internal Revenue Code Section 501(h), 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**

#### **Individual Members and Clubs**

**Section 3.1** SIA Peaks to Plains 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 six districts.

- District 1. Malheur County in Oregon and all of Idaho, except the panhandle
- District 2. Utah; and Evanston, Wyoming
- District 3. Wyoming (except Evanston, Laramie, and Rawlins)
- District 4. Colorado; Nebraska, in the Mountain Time Zone; Laramie & Rawlins, Wyoming
- District 5. Minnesota, North Dakota and South Dakota.
- District 6. Iowa and Nebraska in the Central Time Zone.

The clubs in each district shall elect a director and such other officers as may be provided for under rules adopted by the region. District Directors and other District officers shall be members of the clubs within that district. Such election is to be held at the time of election of officers for the region.

**Section 3.3** The territory to be contained in each district is determined by the Region Board of Directors. Any change in the number of Districts shall be approved by the voting delegates at a Region Conference.

#### **ARTICLE IV Officers**

**Section 4.1** There will be elected transitional officers in place from July 1, 2022 through June 30, 2024 with representation from each of the original regions as follows:

- Co-Governors (one from NCR and one from RMR who have been previously identified)
- One Governor-elect
- One Secretary
- Co-Treasurers (one from NCR and one from RMR)
- Six District Directors (from districts 1-6)

**Section 4.2** Transitional officers shall hold office for a term of two years, commencing on July 1, 2022 following an election, and shall serve until June 30, 2024. At the Region's Annual Meeting in the second year of the biennium, an election of the new region's leadership will be held for all positions, except Governor, on the new region's board.

#### **Section 4.3 Vacancies, Resignations, & Removal**

- a. Should a vacancy occur in the office of Co-Governor, the remaining Governor will serve in this office for the remainder of the term. Should a vacancy occur in the remaining office of Governor, the Governor-elect shall assume the office of Governor for the remainder of the term and shall hold the office of Governor for the following biennium.
- b. Vacancies occurring in other offices shall be filled by appointment of the region board.
- c. Any Director or Officer of the Region may resign at any time by giving written notification to the Co-Governors and the Secretary of the Region. The resignation shall take effect at the date of the receipt of the notice. The acceptance of such resignation shall not be necessary to make it effective.
- d. Any Director or Officer of the Region may be removed for not satisfying the requirements of the position, financial malfeasance, civility issues, etc., by the Region Board whenever, in the judgment of the Board, the best interest of the Region will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so

removed. Removal shall occur only upon a two-thirds vote of the current Region Board members, exclusive of the person being removed and only after that person has been given an opportunity to address the Region Board.

#### **Section 4.4 Duties.**

- a. Co-Governors: The Co-Governors shall preside over meetings of the region; coordinate with the secretary to ensure the issuance of minutes within 30 days of board meetings; coordinate with the Secretary, to ensure 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 members 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. 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 the Co-Governors; in the absence of both Co-Governors, the Governor-elect shall preside at meetings. The Governor-elect should begin work on committee appointments for the next biennium in the second year of the biennium.
- c. 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 Co-Governors, in order to ensure the issuance of minutes within 30 days after the close of the meetings; coordinate with the Co-Governors, in order to ensure 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. The Co-Treasurers will present a joint proposed budget that has been approved by the Region Board for the 2024-2026 biennium to also be approved by the delegates at conference 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 to ensure the timely 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 Co-Governors. 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.

### **ARTICLE V Nominations and Elections**

#### **Section 5.1 Nominations**

##### **2022-2024 Term (Transitional Leadership)**

- a. Andrea Dickerson and Marian Warren will serve as the Co-Governors during the 2022-2024 term.
- b. The Governor-elect to be elected by members of both original regions will begin their term on July 1, 2022.
- c. The Region Secretary to be elected by members of both original regions will begin their term on July 1, 2022.
- d. The Region Co-Treasurers to be elected by the respective members of each of the original regions will begin their term on July 1, 2022.
- e. District Directors for districts 1-6 to be elected by the members of both original regions will begin their terms on July 1, 2022.
- f. These individuals make up the transitional board of directors for the 2022-2024 term.

**2024-2026 Term (Newly Merged Region’s Leadership)**

- a. The Nominating Committee will be comprised of three appointees; the Nominating Committee Chair will be appointed by the 2022-2024 Governor-elect; and one appointee from each of the original regions will be appointed by each of the respective 2022-2024 Region Co-Governors.

**Section 5.2 2022-2024 Elections**

- a. Voting shall be by ballot.
- b. The conference registration committee shall ensure that each delegate has been properly designated by her club as a delegate.
- 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.
- d. The new officers will assume office on July 1, 2022.

**Section 5.2 2024-2026 Elections**

- a. Voting shall be by ballot.
- b. The conference registration committee shall ensure that each delegate has been properly designated by her club as a delegate.
- 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.
- d. The new officers will assume office on July 1, 2024.

**ARTICLE VI  
Meetings**

**Section 6.1** The Spring Conference will be the region’s annual meeting. The region shall begin holding joint meetings during 2022 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 district meetings or an additional region-wide meeting annually for the purpose of providing Soroptimist orientation and leadership training.

**Section 6.3** Delegates representing a majority of the clubs in the region shall constitute a quorum of the conference.

**Section 6.4** The delegates from each club in good standing attending the Region Conference shall be the President or the Club’s designated alternate and up to two (2) members in good standing. 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 and district directors.

**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 transitional board meeting will be held in Summer 2022.

**Section 7.4** Special meetings of the board may be called by one of the Co-Governors and they shall be called upon the receipt of a written request of at least 3 members of the board. At least 7-days notice (personal, written, electronic 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.

**Section 7.6** Limitation of Liability of the Board Members. A region board member 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 VIII Committees**

**Section 8.1** The following standing committees will have one member from each of the original regions appointed as Co-Chair to organize the work of the committee. Appointments are made by the Co-Governors.

- Laws and Resolutions Committee.
- Program Committee
- Membership Committee
- Fundraising Committee
- Finance Committee
- Public Awareness Committee
- Region Conference
- Nominating Committee
- Election Committee

**Section 8.2** Special committees may be appointed by the Co-Governors, with the approval of the board, to undertake special tasks or projects, including a nominating committee in odd-numbered years.

## **ARTICLE IX Finance**

**Section 9.1** The Fiscal Year shall be July 1 through June 30.

**Section 9.2** Dues. Each club shall pay annually \$30 per Regular Member, to be pro-rated by half as of January 1. Life member dues shall be \$5 per Life member. Annual region dues shall be collected from each member and remitted by each club to the region Co-Treasurers by July 1 each year.

**Section 9.3** Financial Examination. The Co-Treasurers' books shall be subject to a financial examination by the Finance Committee using procedures comparable with a financial review under generally accepted accounting principles together with random sampling substantiation and verification procedures at the close of each biennium, and at such other times as the region board may authorize or upon the recommendation of the Co-Treasurers or the Finance Committee. A summary of the biennial examination shall be available to clubs.

**Section 9.4** Insurance. The Co-Treasurers and, at the discretion of the region board, any other member responsible for funds shall be insured.

**Section 9.5** Solicitation of Funds. Monetary or in-kind donations shall not be solicited by the region from members or clubs, except when action authorizing such solicitation has been specifically approved by the region conference or, if the conference will not be held within three (3) months, by the region board.

## **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 in accordance with region procedures.

**Section 11.3** Amendment to these bylaws without a vote of the membership shall occur when bringing the bylaws into conformance with SIA bylaws. Such amendments shall be distributed to the membership in a timely manner.

## **ARTICLE XII Dissolution**

Upon the dissolution of the Region, its governing body shall, after paying or making provisions for the payment of all 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.