

Bylaws of Soroptimist International of the Americas, Incorporated

Peaks to Plains Region

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 panhandle), 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 members of the region 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 and Laramie)
- District 4. Colorado; Nebraska, in the Mountain Time Zone; Laramie, 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 Elected Officers

Section 4.1 Elected officers:

- Governor
- Governor-elect
- Secretary
- Treasurer
- District Directors (one from each of the six districts)

Section 4.2 Eligibility

- To be eligible for nomination, members must be regular members in good standing with their club, region, and federation and have served as a club president. If no eligible candidate accepts the nomination, another member may serve as a nominee, provided they have served at least one term as a club board member.

Section 4.3 Term of Office

- Elected officers shall hold office for two years beginning July 1 of the biennium or until their successors are elected. They shall be eligible for no more than two consecutive terms in the same office.

Section 4.4 Vacancies, Resignations, & Removal

- Should a vacancy occur in the 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.
- The office of Governor-elect thus vacated shall be filled by the Region Board. The member so elected may not succeed automatically to the office of Governor for the next biennium but shall be eligible to be nominated for the positions of Governor-elect or Governor, if that office become available, and must be a member in good standing and have served as club president. If no eligible candidate accepts the nomination, another member may serve as a nominee, provided they have served at least one term as a club board member.
- Vacancies occurring in other offices shall be filled by appointment of the region board.

- d. Any Director or Officer of the Region may resign at any time by giving written notification to the Governor 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.
- e. Any Director or Officer of the Region may be removed for not satisfying the requirements of the position, financial malfeasance, civility issues, or other issues as may negatively reflect on the region or Soroptimist International of the Americas, 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 4.5 Duties.

- a. **Governor:** The Governor shall preside over meetings of the region; coordinate with the secretary to ensure the issuance of minutes within 30 days of board meetings and Spring Conference; coordinate with the Secretary, to ensure the issuance of a Call to the Region Conference including the minutes from the previous Spring 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. **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 Governor; in the absence of the Governor, 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:** 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, in order to ensure the issuance of minutes within 30 days after the close of the meetings; coordinate with the Governor, in order to ensure the issuance of a Call to Conference at least 60 days prior to the date of the meeting.
- d. **Treasurer:** 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. The Treasurer will present a proposed budget that will be prepared in conjunction with the finance committee chair and Governor-elect. The budget will be approved by the Region Board for the next biennium. The budget will be included in the Call to Conference in even numbered years to be voted upon by the delegates in attendance at conference and will make recommendations with respect to procedures in support of the region's financial health.
- e. **District Directors:** 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 within the district to the Region Governor. District directors should plan 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 Nominating Committee

- a. The Nominating Committee will be comprised of three members; the Nominating Committee Chair will be

- appointed by the Governor-elect; and two volunteers from the membership, as appointed by the Governor-elect.
- b. The nominating committee will be established no later than the end of Spring Conference in odd numbered years.

Section 5.2 Elections

- a. Voting shall be by ballot.
- b. The conference registration committee shall ensure that each delegate has been properly designated by their 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.

ARTICLE VI

Meetings

Section 6.1 The Spring Conference will be the region's annual meeting.

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. No proxy votes will be allowed. Region Board Members cannot serve as club delegates.

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.

Section 7.4 Special meetings of the board may be called by the Governor 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 Each board member is entitled to one vote at their respective meeting.

Section 7.7 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 be as listed below. Appointments are made by the Governor.

- Laws and Resolutions Committee.
- Impact Committee
- Engagement Committee
- Philanthropy Committee
- Finance Committee
- Brand Recognition Committee
- Region Conference
- Election Committee

Section 8.2 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 Dues. Annual region dues shall be collected from each member and remitted by each club to the region Treasurer by July 1 each year. Late fees will be assessed for dues not paid by July 31.

Dues must be approved by the membership as presented within the biennial budget set at Region Conferences held in the even years. The Board of Directors and Finance Committee shall establish the biennial dues amount, based on the previous biennial dues rate and the anticipated cost of living adjustment projections and a review of the financial status of the region. The budget will be included in the Call to Conference in even numbered years and will be approved by the voting delegates at Conference. The justification for a change in dues will also be included with the proposed budget.

Section 9.3 Financial Examination. The Treasurer's 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 Treasurer or the Finance Committee. A summary of the biennial examination shall be available to clubs and will be filed with the Treasurer's books for the biennium.

Section 9.4 Insurance. The Treasurer 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. The solicitation must clearly state the purpose for which the funds will be used.

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.

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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.

Procedures of Soroptimist International of the Americas, Incorporated

Peaks to Plains Region

1 REGION BOARD OF DIRECTORS

Section 1.01 BUSINESS OF THE BOARD

- a. Board deliberations and discussions shall be considered confidential including after conclusions, actions, or dates of implementation are officially announced per the motion or agreement.
- b. If a situation arises that involves a board member or her club and requires Region Board action or discussion; the Board member may be excused.

Section 1.02 REGION BOARD MEETINGS

- a. Meetings of the Region Board will be held during and immediately following the conference as the Governor or the Board deem necessary to complete business and to consider any questions or recommendations referred to it by conference delegates, a region committee, a club, a member, or by the Federation Official Visitor.
- b. In an election year, incoming officers will meet immediately following the region conference to schedule the interim board meeting.
- c. An interim Board Meeting will be held during the summer of the first year of the biennium. This meeting will set Board goals, review Board Members' responsibilities and duties, and plan the biennium.
- d. A Board Meeting will be held annually during the district meetings.
- e. Conference calls and email correspondence may be used to conduct any formal business requiring action before the next scheduled board meeting. The region board will ratify all board decisions made during any conference call or email at the following official board meeting. In addition, the minutes of all conference calls will be approved and submitted for the records of an official board meeting.
- f. Other virtual or in-person meetings shall be held if considered necessary by a majority of the Board and if feasible within the given budget and with at least five days' notice.

2 NOMINATIONS AND ELECTIONS

SECTION 2.01 NOMINATING PROCEDURES

- f. The Nominating Committee is charged at appropriate times with nominating qualified regular members for the region office and district directors.
- g. To be eligible for nomination, members must be regular members in good standing with their club, region, and federation and have served as club president. If no candidate eligible accepts the nomination, another member may serve as a nominee, provided they have served at least one term as a club board member, per Bylaws Article IV Elected Officers, Section 2 Eligibility.
- h. A club, any club member, or members of the Nominating Committee can present the name of a qualified regular member to the Nominating Committee, including a self-nomination.
- i. Members of the Nominating Committee are not barred from becoming nominees.
- j. On or before October 15th of the year preceding the last conference of the biennium, the Chair of the Nominating Committee shall invite all clubs/members of the region to suggest names of members for

consideration as Governor-Elect, Secretary, Treasurer, and District Director. Names should be submitted by January 15th.

- k. Members whose names are submitted to the nominating committee do not need to give their consent to be nominated. The Chair will contact all persons whose names were submitted to ascertain their eligibility, willingness, and qualifications to serve in office if nominated and elected.
- l. All members accepting nominations, will submit to the Chair a resume on a standard form of their qualifications and Soroptimist experience.
- m. The Chair will verify that all nominees are regular members in good standing by forwarding the list of candidates to the Region Treasurer for verification.
- n. The Committee shall submit at least one nominee for each office to be filled. Unless a nominee withdraws their name or is not qualified for the office, the nominee's name will be included in the slate for election.
- o. The Chair shall forward the official list of nominations with their resumes to the Region Governor and Region Secretary at least sixty (60) days before the conference for inclusion in the call.
- p. Nominations may be made from the floor when the Nominating Committee gives its report. Additional eligible nominees for office must have given prior approval for their name to be submitted, provide a resume for distribution to all delegates. These resumes must be available to the delegates before the time of voting.
- q. As provided in SIA Procedures, the Committee will advise all nominees that there will be no campaigning.
- r. The official program of the conference shall indicate the day and hour of the report of the nominating committee.

SECTION 2.02 ELECTION PROCEDURES

- a. Voting shall be by ballot per the Bylaws, Article V, Section 5.2.
- b. The official program for the conference shall indicate the day and hours of voting.
- c. The Region Governor shall appoint two tellers to oversee the election and count the ballots.
- d. The Conference Registration Committee shall ensure that each delegate has been properly designated by their club as a delegate and that their name badge identifies them as being entitled to vote.
- e. The Election Committee shall verify voting results, and the Chair shall present the Committee's signed report to the Governor, who will read the results to the Conference body.
- f. After the election results are announced, the Election Chair shall make a motion for the voting delegates to destroy the ballots.

3 OFFICER DUTIES

Section 3.01 DUTIES OF REGION OFFICERS

The Peaks to Plains Region officers will be Governor, Governor-Elect, Treasurer, and Secretary, and District Directors for each district in the region. The Governor may appoint a Parliamentarian, who is not a voting member of the Board, but may be invited to Board Meeting at the Governor's discretion and as budget allows.

It's important to note that much of the correspondence and decisions made among the Board happen electronically in between the two annual face-to-face Board Meetings. Therefore, Region Officers must regularly check and respond to emails. They should also be comfortable using virtual conferencing. Since all Region Officers will also be on a committee or acting as a liaison to a committee, therefore it is essential to communicate effectively, work well within a team, and delegate as needed.

Section 3.02 GENERAL DUTIES FOR ALL OFFICERS

- a. Carry out duties as defined in SIA role description for region officers and SIA Procedures.

- b. Stay current via SI and SIA magazines and websites.
- c. Communicate information from SIA Federation to Region Board members.
- d. Review Region Bylaws to agree with SIA Federation Bylaws.
- e. Review Region Policies and Procedures to keep updated with activities, and to make sure there is no conflict with SIA Bylaws or Procedures.
- f. Communicate with and advise Region Board, Presidents, Region Chairs, and members.
- g. Serve on Region Board and attend all Board Meetings and Region Conferences. In addition, attend SIA Convention when possible
- h. Complete duties of their office or as assigned related to Region Conference and meetings, as detailed in the procedures for conference/meetings.
- i. Perform duties as assigned by the Governor, the Board, or prescribed by the Region Bylaws or these Procedures.
- j. Be prepared to present workshops as requested by the Governor.
- k. Strengthen parliamentary procedure skills.
- l. Maintain and pass pertinent materials essential to the office to their successor before July 1st of the election year. In addition, shall ensure other materials be electronically preserved and delivered to the Region Historian or Archives, as necessary and applicable.

Section 3.03 DUTIES FOR GOVERNOR

- a. Act as Chief Administrative Officers for the region.
 - i. Review job responsibilities with new Board Members and Region Committee Chairs.
 - ii. Set goals, incentives, and timeline for the biennium, with the board and committee chair participation.
 - iii. Encourage clubs to participate in SIA and Region projects, i.e., Dream Programs.
- b. Attend Federation Leadership Round Table and Federation Convention representing the region as a delegate.
- c. Co-sign region checks; checks will require a signature by the Treasurer and the Governor or Governor-Elect.
- d. Shall attend charter celebrations and other Soroptimist functions within the region as time permits and the budget allows.
- e. Shall plan for Governor-Elect to participate in the region business to prepare their for assuming the office of Governor.
- f. Have a professional picture taken and send forms to the federation for profile, etc.
- g. Governor may choose to champion a Region Project
 - i. Separate fundraising activities may take place to create funds for this project.
 - ii. The project should be geared towards SIA mission.
- h. Fulfill the following duties of Governor related to Meetings:
 - i. The Governor shall prepare and distribute a tentative agenda before board meetings when practical so that officers and directors may be prepared to report, discuss, give opinions, and make decisions on agenda items.
 - ii. Coordinate with the Secretary to ensure timely completion and issuance of minutes after Conference and Board Meetings per Bylaws, Article IV, Section 4.5.c.
 - iii. Participate in planning Leadership Development content for region meetings.
 - iv. Provide direction and assistance to District Directors presiding at District Meetings.
 - v. Shall attend as possible and participate in the program of the District Meetings, which will include a Governor's Report.
 - vi. Arrange for recognition of First Timers and Members of Longer Standing at District Meetings and Region Conferences.
 - vii. Invite clubs to host District Meetings and Region Conferences and set dates.

- viii. The Governor and their designees will review minutes before distributing to the balance of the Board and Club Presidents. Copies are stored in the permanent record of the region.
- i. Fulfill the following duties of Governor related to communication:
 - i. Prepare Governor's messages and articles for the Soroptiblast email.
 - ii. Distribute Holiday Greetings to SIA Headquarters, Governors, and any other individuals as directed by the Region Board.
 - iii. Request updated directory reports from SIA periodically and shares with Webmaster and Brand Recognition chair.

Section 3.04 DUTIES FOR GOVERNOR-ELECT

- a. Perform duties of Governor if Governor is absent.
- b. Serve on Region Board and attend all District Meetings, Conferences, Leadership Round Table, and Conventions. Perform all duties assigned by the Governor.
- c. Become familiar with and assist Governor in all responsibilities.
- d. Choose and be responsible for the Region Fundraiser.
- e. Prepare for their term as Governor by working with Finance Chair/Committee and Treasurer to set the upcoming biennium budget.

Section 3.05 DUTIES FOR REGION SECRETARY

- a. Prepare the "Call to Conference" combining the information provided by the Governor, which will include a tentative agenda, the host club, the Laws and Resolutions Committee, the Nominating Committee, the Finance Committee, etc. This task may vary according to the Governor and the host club.
- b. Shall compile and distribute the call to Region Conference 60 days prior to the conference to the following:
 - Region Governor
 - Region Clubs
 - Region Officers
 - District Directors
 - Region Committee Chairs
 - Past Governors
 - SIA Headquarters

Also, to:

 - Each Region Governor in the US & Canada
 - SIA Federation President
 - Area 11 Electoral Representative to the SIA Board
 - SIA Federation Board visitor
 - Others as requested by the Governor
- c. After the conference, prepare minutes to include Board Meeting minutes, Conference minutes, workshops, special events, award winners, bylaw changes, budget adjustments, and other changes. The first draft of all minutes is due 30 days following the meeting for review. The Secretary shall establish that she needs to receive all corrections by a fixed and stated date two (2) weeks from the date sent. Within 60 days, all minutes must be final and distributed. The Governor and their designees will review minutes before distributing to the balance of the Board and Club Presidents. Copies are stored in the permanent record of the region.
- d. Take minutes at Region Board Meetings. Minutes for Region Board Meetings shall be supplemented as needed, put into final form, and sent to the Region Board within one (1) month of the conclusion of the Board Meeting. Minutes from the previous Board Meeting shall be reviewed and approved at the next Board Meeting.

- e. Conduct correspondence for the region as requested by the Governor or the Region Board. For example:
 - Distribute holiday cards, if this is the pleasure of the Governor, to clubs, SIA Headquarters and Governors, and any other individuals as directed by the Governor or the Region Board.
 - Thank-you notes
 - Visits acknowledgments, etc.
 - Welcome emails to new SIA clubs in the Region.
 - Other correspondence as needed
 - Prepare certificates as requested by the Governor.
 - For District Meetings: host clubs and host hotels (Certificate to be signed by Governor and Secretary).
 - For Region Conference: host club(s) and host hotel (Certificate to be signed by Governor and Secretary).
- f. Have available forms for submitting motions for the Board and the Conference delegates.
- g. Coordinate with the hostess club and Nominating Committee to ensure that ballots for Region Officer Election at the conference, the second year of the biennium, are prepared.
- h. Take Roll Call at Conference.
- i. Be prepared to take notes at all activities.
- j. Prepare a list of Region Club Presidents and Treasurers to be included in the Region Website and distribute to Region Board and Club Presidents. This information can be taken from Form 200.
- k. Ensure the most recent versions of the Bylaws, Region Procedures, President, Treasurer, Committee, and the Board Member lists are distributed and maintained.
- l. Maintain permanent records of the region.
- m. Work with the Region Webmaster to update Website documents.

Section 3.06 DUTIES FOR REGION TREASURER

- a. Send statements for dues to all clubs in the region by May 15th.
- b. Keep records of membership of all clubs in the region.
- c. Assign two people to count money from Region Fundraisers, such as the Laurel Board and/or gift baskets, etc. Each person will sign a form confirming the amount received.
- d. Maintain accurate financial records. Transfer banking account signatures, order checks, deposit slips, and endorsement stamps when needed. Attend with the Governor and Governor-Elect to sign new signature cards.
- e. Shall keep the commercial checking account of the region in a federal depository
- f. The outgoing Region Treasurer shall provide a copy of the biennial budget and copies of the financial and membership reports for each year of the biennium to the outgoing Governor for placing in the archives.
- g. Facilitate that addition of the incoming Region Treasurer to the bank accounts once her term begins.
- h. Responsible for handling all cash receipts and cash disbursements and keeping copies.
- i. Furnish Region Board and Region Committee Chairs with Reimbursement and in-kind forms. Shall disburse funds within thirty days of receipt of vouchers, with substantiating receipts attached, which have been approved by the Governor.
- j. Post all transactions to the accounting system. Posting must be done monthly to be ready for input to Governor and Region Board when requested.
- k. Clarification on correct account coding should be verified by Governor to keep expenses charged to correct accounts and within budget.
- l. Prepare a financial statement for all Board Meetings, District Meetings, and Region Conference. Distribute copies to all Board members. Prepare copies for all those attending conferences for review and information. Prepare an itemized financial report and comparative budget report to be distributed in the Spring Region Conference

materials and coordinate with the Region Secretary that clubs without a representative in attendance receive copies of the same.

- m. Work with Governor-Elect and Finance Committee to prepare and review operating budget to include Regular Member dues and Lifetime member dues.
- n. Advise Governor or Region Board as required with updates when money is expended, especially if going over budget.
- o. Send all checks to one of the Governor or Governor-Elect for the second signature, with email notification.
- p. Reconcile checking account monthly and prepare financial statements and comparative budget reports quarterly for review by the Region Board.
- q. Place excess funds in secure financial institutions for interest income with Board approval.
- r. Send the previous year's financial statement to SIA by October 31st each year or the specified deadline, if changed.
- s. File an annual 990N with the Internal Revenue Service. Send notification to club treasurers to remind them of the November 15th deadline.
- t. Make hotel reservations for Region Board & guests for Board Meetings, District Meetings and Region Conference.
- u. Pay for meals, registration, travel, and lodging at all Board Meetings as designated by procedures.
- v. Be available to advise and work with club Treasurers on responsibilities.
- w. Maintain records for each club on the number of paid Regular and Life members and regularly reconcile with the federation's report. This reconciliation is done to ensure clubs are paying Region and SIA dues for all new and reinstated members.
- x. Shall collect all dues prescribed in Region Bylaws (Article IX Section 9.2) and notify the Governor, Directors, Federation, and Credentials Chair of those clubs' delinquent and ineligible to vote.
- y. Prepare suggestions for Board action in financial activities.
- z. Prepare checks for any Region award winner at Region Conference each year. (Amount to be determined by Board at pre-conference Board Meeting.)
- aa. Shall transfer all voluntary contributions to proper accounts and distribute acknowledgments to donors.
- bb. Shall send contributions received for Federation and Federation projects to the SIA Headquarters office
- cc. In conjunction with Governor-Elect, order and be responsible for consigned supplies to sell at District Meetings and Region Conference.
- dd. Manage and oversee the sale of supplies at Conference and District meetings. Maintain inventory on all supplies owned by region. (Do actual count with Governor-Elect).
- ee. Maintain financial reports from Region Conference and District Meetings.
- ff. Shall submit records to the Chair of the Financial Review Committee by August 15th following the second year of the biennium.

Section 3.07 DUTIES FOR REGION DISTRICT DIRECTORS

- a. Start early to personally visit all clubs in your district at least once, if possible, during the biennium.
- b. Use email as one source, but not the only source of communication. Request that clubs include you in correspondence that goes out to all club members.
- c. Contact Club Presidents occasionally to discuss activities. Offer to help as needed. Try to touch base with each once a quarter.
- d. Assist in chartering new clubs in your district and work with clubs to recruit and educate new members and retain members. Enlist the help of the Region Engagement Chair where appropriate.
- e. Encourage clubs to support International, Federation, and Region programs, including Founders Pennies, Club Giving, Live Your Dream Award, Dream It Be It, or other women and girl-focused projects.

- f. Encourage clubs to submit articles to SI, SIA, and Soroptiblast.
- g. Shall send copies of correspondence to the Governor. Correspondence directed to SIA headquarters, Federation officers, and Federation chairs shall be cleared with the Governor before distributing.
- h. Co-chair District Meetings when held in your district and provide District Meeting Procedures to host club.
- i. Assist the members of the Region Board in establishing the agenda for and message to be presented at the Fall District Meeting. Coordinate with the other District Director to ensure the Joint Official Call of District Meeting ("Call") to Region Board members, Webmaster, and each club on time. Coordinate with the other District Director that the message and materials are uniform and plan and preside at the District Meeting.
- j. The "Call" shall contain the Tentative agenda, registration materials, amount of Registration, and other information pertinent to the meeting. The "Call" shall be distributed at least 45 days before each District Meeting each year.
- k. Act as a liaison with your assigned Committee Chair. As a liaison, you will report on the committee activities at Board meetings and work with the Committee Chair and committee members to help present workshops at District Meetings and Region conferences.
- l. Before the District Meeting, to be held in your district, select a District Secretary to take minutes at the meeting. Follow up with District Secretary that minutes were sent to Region Secretary within 30 days following the meeting.
- m. Shall immediately report issues or conditions within the district which are time-sensitive or urgent to the Region Governor.
- n. Shall submit a District Director Report to the Governor and ensure the said report is included at Spring Conference.
- o. Send clubs anniversary cards on their charter date.

4 COMMITTEES

Section 4.01 STANDING COMMITTEES.

- a. Nominating Committee: A nominating committee, as laid out in the Bylaws Article V, Section 5.1, shall be formed in odd-numbered years to propose candidates for election to the region office. Not more than one member from each club may serve on this Committee.
- b. Laws and Resolutions Committee: The Committee shall review all proposed resolutions and amendments to the Region Bylaws and ensure their inclusion in the Call to Conference each year. Not more than one member from each club may serve on this Committee.
- c. Impact Committee: This Committee will promote and administer Soroptimist programs in concert with the federation.
 - i. Clubs are responsible for determining local Live Your Dream winners and the amount of monetary award/s within each club and sending that winning application to the District Director to be judged.
 - ii. The District Director is responsible for coordinating judging the Live Your Dream winners at the district level.
 - iii. The District Live Your Dream winners are sent to the Region Chair to determine Region winners. The District runners-up are also sent to the Region Chair.
 - iv. The Region Chair shall ensure that the District Live Your Dream winners are judged as specified by the federation.

- v. Once judged, the Region Chair shall ensure the Live Your Dream winner's complete application and other required documentation are submitted to the federation for further judging by the deadline.
 - vi. Federation determines the number of Region level Live Your Dream awards and the amount of each award it will provide. The Region Chair shall work with SIA to ensure all information is submitted to facilitate timely receipt and presentation of the awards to Region winner(s). Any expenses related to the attendance at the conference by a Live Your Dream winner(s) are the responsibility of the sponsoring club.
- d. Engagement Committee: The Engagement committee serves as a resource for clubs needing assistance with recruiting and retaining members. This Committee shall also work in cooperation with the federation and under the direction of the Region Board in extension activities for the formation, orientation, and nurturing of new clubs in the region. The committee chair shall work closely with federation headquarters to maximize growth opportunities.
 - e. Philanthropy Committee: The Philanthropy committee works to promote fundraising activities in the region. The committee chair shall work closely with federation headquarters to support the philanthropy programs of the federation in the region.
 - f. Brand Recognition Committee: This Committee will assist clubs with increasing the visibility of the organization locally and to promote awareness of Soroptimist in the region as a volunteer organization whose mission is to improve the lives of women and girls through programs leading to social and economic empowerment. The Chair shall work closely with federation headquarters to develop and implement the necessary resources and strategies to meet brand recognition goals.
 - g. Finance Committee: The Region finance committee, with the advice of the Region Treasurer, shall review the state of the current operating and special-purpose funds and make recommendations for necessary adjustment to them, prepare the budget in even-numbered years to be included in the Call to Conference, and prepare and present an annual financial report of the status of the Region at Region conference. The Region Treasurer and Governor-Elect shall work with the Chair on the budget.

Section 4.02 COMMITTEES PROCEDURES.

- a. Region committee chairs are selected by the incoming Governor at least three months before taking office. Each is to serve a two-year term.
- b. Region committees are customarily made up of one member from each region's Districts.
- c. The Governor and Board member assigned as the committee liaison will assure that the Region Chairs understand the duties of the Committee and may use the previous biennium's report as a guide and incorporate any new duties and ideas as determined by the Board.
- d. At the end of the biennium, each Region chair will prepare a written report to the Board. At the discretion of the Region Board, this report may be given to the next biennium's Committee Chair along with all relevant materials to ensure continuity for the region.
- e. If a Region Chair resigns during the term of service, the Region Governor will appoint a replacement.

Section 4.03 SPECIAL COMMITTEES. Special committees or additional committees may be appointed by the Governor, with the approval of the Board, to undertake special tasks or projects within budget limitations.

5 FINANCIAL PROCEDURES

Section 5.01 BUDGET AND FINANCIAL REPORTS

- a. In even-numbered years, the Chair of the Finance Committee will prepare the region Budget in coordination with input from the Governor-elect and the Region Treasurer. Then, the Region Board must review and approve the budget, including recommended changes before the Finance Chair can present it at the Region Conference for information. Finally, the proposed budget must be sent out in the Call to Conference.
- b. The budget will specify expected income and budgeted amounts for the region board, region committees, conference, district meetings, and other expenses. Board restricted funds (identified as special purpose funds) must remain restricted unless a vote to change is made by the conference body.
- c. Biennium budget will be presented by financial Chair or designee for vote by delegates at Region Conference.
- d. A majority vote of the delegates may make budget adjustments at the Region Conference, if such adjustments are properly proposed by a voting delegate.
- e. Any expenditure greater than allowed by the budget must be approved in advance by special action of the Region Board.
- f. The Region Treasurer will present a joint financial report at each Region Conference comparing the budgeted income and expense categories with the actual expenditures. The financial report will include the status of the Special Purpose Funds. In addition, a financial report will be presented semi-annually to the Region Board or whenever requested by a Region Board member or a Governor.
- g. The Treasurer will file annual 990 with the Internal Revenue Service for the year ending June 30th, per Internal Revenue Service Guidelines.
- h. Within 30 days after the close of each year the checking account will be adjusted to \$20,000.00 by off-set to or from the savings account as funds are available.

Section 5.02 REGION DEBIT CARD

- a. It is preferred that expenditures are paid by check, however, given the size of our region and the physical distance in the region, the debit card can be used to facilitate business in a professional and timely manner. The Governor, Governor Elect and Region Treasurer are held fully accountable for their debit card use.
- b. The debit card must be associated with the main region checking account, with the Governor, Governor-elect, and Region Treasurer as signers.
- c. Debit cards will be provided to the Governor, Governor-elect, and Region Treasurer.
- d. The debit card should be used in situations where a check is not allowed or not feasible, as follows:
 - i. To pay Region Board and official Federation and Region guest expenses such as lodging and meals for board meetings.
 - ii. To pay online expenses within the approved budget.
 - iii. To pay for travel and hotel costs for the Governor, Governor-elect or other region representatives to attend meetings, conferences, or conventions that their attendance is required, and the cost is included in the approved budget or special purpose fund.
 - iv. To pay any other expenses deemed reasonable and necessary.
- e. The debit card users will send the itemized debit card receipts and submit them to the designated Region Treasurer immediately to record the transaction. Upon completing the transaction, the debit card transactions

will be entered into the Region accounting records, and receipts will be filed according to basic region procedures.

- f. Receipts are required as support for all debit card expenditures. An itemized receipt must accompany charges.
- g. The Region Treasurer, Governor-Elect, and Governor will have the debit card PIN. Under no circumstances is anyone allowed to utilize the debit card to draw cash from the region checking account. The debit card will be set up with the bank to disallow cash advances.
- h. Debit card transactions will be reviewed annually.
- i. New debit cards will be procured at the end of the biennium, coinciding with a new Governor, Governor-Elect, and Region Treasurer. The outgoing Region Treasurer will ensure the destruction of the old debit cards.
- j. No personal expenses will be paid for with the region debit card. If someone abuses the debit card, the card will be removed immediately, and the region reimbursed.

Section 5.03 FINANCIAL REVIEW/INSURANCE

- a. A biennial financial report will be completed at the end of the biennium. The Outgoing Region Treasurer will prepare this report, and the report will be reviewed by the outgoing region Finance Committee or Soroptimist member from the region, who is a qualified professional accountant (Certified Public Accountant preferred) may volunteer to review the report within 60 days with the approval of the Governor.
- b. The Region Treasurer, Governor and Governor-Elect will be insured for financial malfeasance.

Section 5.04 REGION EXPENSES

- a. Region Board and Committee Expenses
 - i. The chair of each Region Committee will approve and submit committee expenses according to the budget.
 - ii. The Governor and the Region Board must approve expenses other than those included in the approved budget prior to reimbursement.
 - iii. The region will cover reasonable and necessary expenses, not covered by SIA, for the Governor and Governor-elect to attend the SIA Leadership Round Table, subject to budget limitations.
 - iv. Allowed expenses of Region Board members for Board meetings will be charged to appropriate budget accounts. Allowed expenses include:
 - Travel to Region Board meetings as budget permits. Board members are urged to limit travel costs by driving together when possible. Actual gasoline expenses and travel fares (with plane fares only when approved in advance by the Governor) can be reimbursed within the approved budget.
 - Food allowance up to \$40 per day as budget permits. The allowance does not include alcoholic beverages.
 - Shared rooms of Board Members.
 - v. Rooms will be reserved, and the Region Treasurer will pay the cost. Board members who find it necessary to request a private room will be responsible for half of the cost of the additional room.
 - vi. The region will reimburse expenses for an official visit by a Region Board member to clubs in the region during each biennium as the budget allows. Hosting clubs are encouraged to provide lodging, if possible, for visiting Board members. Reimbursed expenses can usually include actual gasoline expenses and modest food and lodging expenses, not including alcoholic beverages.

- vii. The region will reimburse each Region Board member for the expenses incurred during the term of office for supplies, and miscellaneous costs as necessary for the function of the office, according to the biennium budget. Expenses exceeding budgeted amounts will be the board member's responsibility unless approved in advance by special action of the Region Board.
- viii. Expenses are to be submitted on the 'Region Expense Reimbursement Statement' or the 'In-kind Contribution Form' to the Region Treasurer within 30 days of the event (and are non-reimbursable after 30 days). Original documentation and receipts must accompany all submissions.
- ix. The Region will send all contracts over \$10,000.00 to SIA. The only exception will be for facilities contracts for District meetings and Region Conference.

b. District Meetings

- i. The Region Treasurer will complete and send in registration forms and fees for the Region Board Members when there is a Board Meeting before or in conjunction with a District Meeting.
- ii. The region will pay Region Board members expenses (refer to section 5.04 a. iv. for limits):
 - For District Meeting when a Board meeting is scheduled and will include registration, room, meals, and travel.
 - For District meeting when a Board meeting is not scheduled:
 - Approved expenses will be paid for the Governor, Governor-elect, Region Treasurer, and the District Directors whose districts are attending the meeting.
 - Board members' expenses will be reimbursed when asked to present workshops or approved by the region Governor as budget allows.

c. Region Conferences

- i. Region will pay the following expenses associated with Region Conference for Region Board members (including the Parliamentarian): registration fee, room cost, travel, and meals. (refer to section 5.04 a. iv. for limits)
- ii. Conference suites offered as gratuities by the conference facility will be assigned to the Region Board for use as Board meeting rooms and lodging.
- iii. The Region Treasurer will prepare and send in registration forms for all members of the Region Board and the Parliamentarian, along with the registration fee.
- iv. When an official federation visitor attends Region Conference, or a special guest attends, at the invitation of the Region Board, the region shall pay reasonable expenses not covered by SIA during the pre-conference board meeting, conference, and post-conference board meeting. These expenses shall include accommodations, meals, and all conference fees.
- v. The region shall pay the cost of the lunch or dinner for the Live Your Dream Award winners and one guest each attending the awards meal at a conference. Funds will be taken from the appropriate budget account. Expenses for any awardees' additional guests or family members, transportation expenses, or lodging will be the responsibility of the winner, guest, or the club submitting the winning application will be coordinated by Region Treasurer and Awards chairs.

d. Conference Scholarships

- i. Conference Scholarships have been developed to achieve greater attendance at Region Conference and are awarded at the discretion of the Region Board.
- ii. Unrestricted funds will be used to pay registration fees, including meals. Lodging and transportation will be the responsibility of the member/club.
- iii. At the direction of the Governor-Elect the process will be determined and approved by the Board.

e. SIA Conventions

- i. Any reasonable and necessary expenses, not paid by the federation, for the Governor and Governor-Elect to attend the SIA Federation Convention will be paid by the region, within budget limitations. To be determined: What Gov and Gov Elect. are sent to Convention, the outgoing or incoming?

Section 5.05 AWARDS/GIFTS/GRATUITIES

- a. The Region Live Your Dream Award/Awards will be paid by the Region's Live Your Dream Award Fund.
- b. The Region Conference Delegates, the Governor, and/or the Region Board may determine other awards, if funds are budgeted.
- c. Gifts for speakers or presenters at Region Conference will come from the region Conference budget within reason.
- d. Gifts other than those included in the budget are the personal responsibility of Board members or hosting Clubs.

Section 5.06 CHARTERING NEW CLUBS

- a. The region will reimburse approved expenses of the chartering club, not to exceed \$500, for each club chartered. Sponsoring clubs are encouraged to contribute as needed.
- b. All the expenditures require receipts when applying for funds. Applications for an advance may be made to cover up-front chartering expenses if a budget is submitted with the application and approved by the Governor.
- c. Upon completion of the club chartering, a financial report and receipts must be submitted to the Governor to relieve the club of this obligation.
- d. Funds will come from the region Engagement Club Chartering Fund.
- e. Established clubs are encouraged to give a monetary donation to the newly chartered club.
- f. The Region Board will waive all or a portion of the fees for the first conference and/or district meeting of a newly chartered club at which it is entitled to representation after its charter.
- g. Any new club chartered in 4th quarter, to align with SIA procedures, will pay $\frac{1}{4}$ of region dues for clubs chartering between April and June and will pay the next year's dues.

Section 5.07 ITEMS FOR SALE

- a. Region Sales
 - i. Region supplies are offered at the Region Conference and District Meetings in a suitable area.
 - ii. The Region Sales are managed and accounted for by the Region Treasurer or designees.
- b. Federation Sales
 - i. The region will obtain SIA supplies and offer them for sale at Region Conference and District Meetings, as a courtesy and convenience to members.
 - ii. The Region Treasurer will order these supplies in advance with input from the Governor-elect. These SIA supplies are sent to the region on consignment, in accordance with SIA Guidelines.
- c. Vendor Sales – Conference marketplace
 - i. Arrangements may be made by the Conference Chair(s) of the Region Conference to provide an appropriate area for Vendor Sales. The arrangements for the Vendor Sales will be approved by the Governor.
 - ii. A vendor table fee or a percentage of sales will be established with all proceeds going to benefit the

- Dream Programs of the region.
- iii. Clubs wishing to sell are encouraged to participate in vendor sales by registering as vendors and following vendor procedures. Clubs wanting to be vendors have the same obligations as all other vendors. All proceeds need to be designated for a specific Club project and advertised.

6 REGION-WIDE MEETINGS

SECTION 6.01 REGION CONFERENCE

- a. The Region Conference shall be held annually in the spring of each year no later than May 31st. The membership will be notified of the meeting dates and location no later than 120 days prior to conference.
- b. The Region Conference will be held on the West side of the Region two years in a row and then one year in the East. The rotation will be Salt Lake City area, Denver/Ft. Collins area, and then Minneapolis/St. Paul area.
- c. The Call to Conference shall be sent at least 60 days before the conference and shall include: (a) a tentative agenda, (b) a report of the Laws and Resolutions Committee with all proposed amendments and resolutions requiring Conference action, and (c) such additional region and federation information as may be deemed necessary. In even numbered years, it shall also include the proposed region budget including the proposed dues amount. A report of the Nominating Committee with a list of proposed candidates for each region and district offices, along with their qualifications will also be included.
- d. The voting delegates of the conference shall be the members of the Region Board and the accredited delegates of each club in good standing. A Club Delegate may represent only the club in which the delegate's membership is held. Region Board members cannot serve as Club Delegates. Proxy votes shall not be allowed under any circumstances. The Credentials Committee shall verify the credentials of the voting delegates of the conference and report each day the number of voting members and others registered.
- e. A club shall be deemed in good standing if all requirements of the Federation Bylaws and Procedures and rules and procedures established by the Region conference and Region Board have been met when its Clubs' Delegates register for conference.
- f. All conference attendees will be required to pay a conference registration amount as determined by the Region Board in conjunction with the host club.
- g. If an emergency prevents the holding of a Conference, any matters included in the Call to Conference requiring a vote of the Delegates shall be voted upon by mail, electronic mail, or virtually (election of officers, Bylaw changes, resolutions, etc.). Response to these ballots shall be made to the Region Secretary within the time limit set by the Region Governor. The Region Secretary shall report the results promptly to the Region Board, with a written report to the Clubs regarding the results of the vote.
- h. Responsibilities of the Governor
 - i. The Governor and Conference chair shall confer with the site representative to finalize lodging costs, meals, meeting rooms, etc.
 - ii. The Governor and those individuals involved in planning the conference shall prepare the Conference Budget.
 - iii. The Governor shall appoint a Parliamentarian who will attend the conference.
 - iv. The Governor, in conjunction with the Conference Committee, shall appoint a Credentials Committee of at least two members attending the conference.
 - v. A copy of the report shall be provided to the Region Secretary.

- vi. In the year of elections, the Governor shall appoint an Election Committee, one from each district and a Chair
- vii. The Governor shall appoint a three-member committee to approve the minutes of the conference.
- i. Responsibilities of the Conference Chair
 - i. Serve(s) as liaison between the Host Club and the Governor.
 - ii. Provides information for the Call to Conference to Governor and Region Secretary
- c. Finance of the Conferences
 - i. Region Conferences shall be self-supporting.
 - ii. Income is derived from the registration fees. Each club will be responsible for the registration fee for one delegate.
 - iii. Only the Region or Host Club may complete a fundraiser at Region Conference.
 - iv. The Board of Director's registrations fees are paid by the region.
 - v. Registration, meals and lodging for the Federation guest will be paid by the region.
 - vi. Surplus funds from spring conference registration fees will be sent to the Region Treasurer to be deposited in the general fund.
 - vii. A report will be filed and mailed to the Governor and Region Treasurer by the date of June 15th immediately following the conference.

SECTION 6.02 DISTRICT MEETINGS

- a. Each fall, meetings shall be held by individual districts, a combination of districts, or the entire region. The meetings are open to all club members of the region. At least 45 days' notice shall be given. If it becomes impossible to meet at the place designated, the District Director, with the approval of the Region Board, shall select the meeting place.
- b. These meetings are for information, workshops, and education only. No official Region action shall be taken.
- c. Location of the meeting will be rotated annually. Virtual meetings can also be held
- d. The Region Board will plan the District Meeting agenda. District Directors, where the meetings are held, will share the responsibilities in conducting these meetings.
- e. The same general agenda will be used for all District Meetings each year.
- f. Financing of the District Meeting.
 - i. District meetings shall be self-supporting.
 - ii. Income is derived from registration fees. Each club will be responsible for the registration fee for one delegate.
 - iii. Surplus funds, from registration fees and overrides on meals, shall be sent to the Region Treasurer to be deposited in the Region general fund.
 - iv. A Financial report of the meeting shall be sent to the District Director, the Region Treasurer, and the Governor no later than December 1st.
- g. Only the region may conduct a fundraiser at District Meetings.

7 AMENDMENT PROCEDURES

SECTION 7.01 AMENDING BYLAWS

- a. Bylaw amendments and resolutions may be proposed by the Region Board or its members or by the Laws and Resolution Region Committee at any time throughout the club/fiscal year.
- b. A club may propose a bylaw change after it has been discussed and voted on by a quorum of the club. A two-thirds vote shall be sufficient to allow passage.
- c. Proposed bylaw amendments and resolutions shall be presented in writing to the Region Governor and Laws and Resolution Committee by November 15th
- d. All proposed bylaw amendments and resolutions must be accompanied by a written rationale for the action and a statement of the financial impact on the region should the amendment be passed.
- e. Upon receipt of the proposed amendment, the Laws and Resolution Chair shall forward the Bylaws document to SIA Headquarters for their perusal, comment, and approval.
- f. The Region Secretary or representative will publish the proposed amendment or resolution in the Call to Conference, including the stated rationale and financial impact statements.
- g. The proposed amendment(s) will be presented to the Conference body for discussion and vote. A two-thirds vote of the delegates will be needed for passage. Unless otherwise specified, the bylaw or resolution shall be deemed effective on July 1st at the start of the new club year.
- h. The Region Secretary will send the updated bylaws to SIA Headquarters following any amendment.

SECTION 7.02 AMENDING PROCEDURES

- a. Any member or club may propose a change to these procedures.
- b. The Region Board is authorized to change these procedures with a two-thirds vote of the Board.