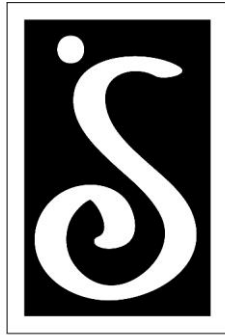


**SOROPTIMIST INTERNATIONAL
OF THE AMERICAS, INC.**

SOUTHERN REGION



S O R O P T I M I S T

Best for Women

BYLAWS

MAY 2020

IMPORTANT

PRESIDENT: This document is a permanent record. Keep it in the President's Handbook to be given to each new President.

DELEGATES: Relinquish your copy to the Club President after your term.

**Revised:05/01/2010; 05/03/2014;
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SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.

Southern Region

ARTICLE I

Name and Territorial Limits

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

Section 1.2. The territorial limits of this Region are established by the Federation and currently consists of the states of Alabama; Florida; Georgia; Mississippi; Tennessee; Puerto Rico; and the Bahamas.

ARTICLE II

Purpose

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

ARTICLE III

Members

Section 3.1. Soroptimist International clubs and their members residing within the territorial limits of the Region shall be considered members of the Region.

Section 3.2. The territory of the Region may be divided into Districts. The clubs in each District shall elect a Director and such other officers as may be provided for under rules adopted by the Region. Such election is to be held at the time of election of officers for the Region.

ARTICLE IV

Officers

Section 4.1. The elected officers shall be Governor, Governor-elect, Secretary and Treasurer. These officers and the District Directors elected by each District shall constitute the Region Board of Directors.

Section 4.2. To be eligible for election to office, candidates must be regular members in good standing except that the candidate for Governor-elect shall have served on the Region Board within eight years prior to the term for which being nominated and shall have served as Club President.

Section 4.3. Elected officers shall hold office for 2 years, beginning July 1 in even-numbered years, 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.

- a. Should a vacancy occur in the office of Governor, the Governor-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected. A new Governor-elect shall be elected at the next Region Conference.
- b. Vacancies occurring in other offices shall be filled by appointment of the Region Board.

Section 4.5. Duties.

- a. **Governor:** The Governor shall preside at meetings of the Region Board; coordinate with the Secretary the issuance of minutes within 60 days of Board meetings; coordinate with the Secretary, the issuance of a Call to the Region Conference at least 45 days prior to the date of the meeting; approve expenditures in accordance with the budget; serve as ex-officio member of all committees; and perform such other duties as may be assigned by the Board or prescribed by these bylaws. She shall be the Region Delegate to the Soroptimist International Convention. The Region Governor taking office during the year of the Federation Convention shall be the Region Delegate to that convention.
- b. **Governor-elect:** The Governor-elect shall prepare for assuming the office of President by becoming familiar with all aspects of the Soroptimist organization; work closely with and under the direction of the Governor, assisting to the fullest extent possible; in the absence of the Governor, she shall preside at meetings. She is empowered to appoint committees to serve in the next biennium after January 1 of the year in which her term as Governor will commence.
- c. **Secretary:** Attend meetings of the Region Board, record the minutes of Board meetings and Conference; coordinate with the Governor, the issuance of minutes within 60 days after the close of the meetings; coordinate with the Governor, the issuance of a Call to Conference at least 45 days prior to the date of the meeting.
- d. **Treasurer:** Attend meetings of the Region Board; deposit and disburse all funds belonging to the Region, under the direction of policies developed by the Region Board; provide financial reports at Board meeting and Region Conferences; prepare required IRS reports; prepare a budget annually to be recommended by the Board of Directors and approved by the Delegates at Conference; and provide the Conference Credentials Report.
- e. **District Directors:** Shall plan and preside at District meetings, coordinate the issuance of a Call to District meetings and keep in close communication with all clubs in the District, reporting upon conditions or problems with the District to the Region Governor. District Directors shall attempt to visit a business meeting of each club within the District at least once during the biennium for the purpose of providing Soroptimist education, leadership development and recruitment and retention advice.
- f. **District Secretaries, if appointed or elected:** Shall attend District meetings; record the minutes of District meetings for distribution within 45 days following the meeting and coordinate with the District Director to issue the Call to District meetings.

ARTICLE V Nominations and Elections

Section 5.1. Nominations.

- a. The Nominating Committee shall be composed of four members: a Chair, appointed by the Governor; and one member elected from each District at the Conference in odd-numbered years.
- b. In October following the election, the Committee Chair shall send a letter inviting clubs of the Region to suggest members for consideration as Governor-elect, Secretary, Treasurer, and District Directors. Members eligible and willing to serve are to return a standard resume form enclosed with the letter to the Chairman of the Nominating Committee by November 15.
- c. In January of even-numbered years, all completed resumes shall be copied and sent to the other members of the committee by the Chairman. The committee members will verify that the candidates are eligible for office and will suggest at least one name for each office. If more than one candidate has consented to serve and is eligible, the committee may place more than one name in nomination for the same office. Likewise, if a candidate agrees to be considered for more than one office, the committee may place her name in nomination for any of the offices for which she has consented to serve. In addition, the committee may contact other Soroptimists as to their willingness to serve, and obtain the standard resume.
- d. The slate of candidates and their resumes will be included with the Call to Conference in the even-numbered years.

- e. Nominations may be made from the floor at the time that the Nominating Committee gives its report. Additional eligible nominees for office must provide a completed standard resume form for distribution to all Delegates at the time the nomination is made.
- f. To be eligible for nomination, members must be regular members in good standing.

Section 5.2. Elections.

- a. Voting shall be by ballot. The Region Governor shall appoint two Tellers to oversee the election and count the ballots. The Conference Registration Committee shall ensure that each Delegate has been properly designated by her club as a Delegate and that her name badge identifies her as being entitled to vote. Election of District officers shall be by Delegates from that District only.
- b. A majority shall elect. If a majority is not received on the first ballot, a re-ballot shall occur between the two candidates receiving the most votes.
- c. The new officers shall be installed at the banquet on the last night of the Conference and will assume office on July 1 of even-numbered years.

**ARTICLE VI
Meetings**

Section 6.1. The Region shall hold a conference in each year of the biennium for the purpose of conducting the business of the Region, promoting Soroptimist projects and programs and in order to provide opportunities for leadership and personal development of members. Final venue and dates will be approved by the Region Board.

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

Section 6.3. Special meetings of the Region shall be called upon the written request of at least 5 clubs. At least 7 days notice (personal, written, or telephone) shall be given each club. The business to be transacted at any special meeting shall be limited to the purpose stated in the Call to the meeting.

Section 6.4. The quorum for any meeting of the Region shall be 10 Delegates from at least 7 clubs.

Section 6.5. Each club shall be entitled to three (3) voting Delegates at any Region meeting. Clubs should annually elect such Delegates and an alternate to serve in this capacity from among the members of the club. In addition, each member of the Region Board is entitled to one vote at the Region Conference.

**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 around the time of each conference for the purpose of reviewing the financial status of the Region, considering any questions or recommendations referred by the Conference and assessing the need for, and results of, orientation and training conducted. In the first year of the biennium, a Region Board meeting shall be called by the Governor and held within 120 days following the close of the Region Conference.

Section 7.4. Special meetings of the Board may be called by the Governor and shall be called upon the written request of at least 3 members of the Board. At least 7 days notice (personal, written, or telephone) shall be given. The business transacted at any special meeting shall be limited to the purpose stated in the Call.

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

ARTICLE VIII Committees

Section 8.1. Standing Committees.

- a. **Nominating Committee:** A committee consisting of four persons. The Governor shall appoint the Chairman and one member from each District shall be elected in odd-numbered years for the purpose of proposing candidates for election to Region office.
- b. **Laws and Resolutions Committee:** A committee consisting of three persons from three different clubs shall be appointed by the Region Governor to serve on this committee for the biennium. The committee shall review all proposed resolutions and amendments to the Region bylaws and procedures and ensure their inclusion in the Call to Conference each year. Proposals from clubs must be submitted to the Committee Chair by December 1 prior to the conference each year.
- c. **Finance Committee:** A committee of no more than three persons shall be appointed by the Region Governor to serve on this committee for the biennium. The committee shall review the financial affairs of the Region, make recommendations to the Board and/or Conference Body relative to financial planning and policies.
- d. **Program Committee:** A committee of at least three persons shall be appointed by the Governor to promote and administer Soroptimist programs in concert with the Federation. The Region member of the SIA Program Council shall serve as Chair of this committee.
- e. **Membership Committee:** A committee of no more than five members shall be appointed each biennium by the Region Governor to serve as a resource for clubs needing assistance with recruitment and retention of 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 opportunities for growth.
- f. **Fundraising Committee:** A committee of one to three members shall be appointed by the Region Governor in order to promote fundraising activities in the Region. The Committee Chair shall work closely with Federation headquarters to support the fundraising programs of the Federation in the Region.
- g. **Public Awareness Committee:** A committee of one to three members shall be appointed by the Region Governor to assist clubs with increasing the visibility of the organization locally and to promote awareness of Soroptimist in the Region as a volunteer organization of business and professional women whose mission is to improve the lives of women and girls. The Chair shall work closely with Federation headquarters to develop and implement the necessary resources and strategies to meet public awareness goals.
- h. **Region Conference:** The Region Governor shall appoint a Region Conference Chair. Additional committee members from among the members of the club serving as hostess may be added to the Conference Committee upon recommendation from the Conference Chair and with the approval of the Region Governor.
- i. **Human Trafficking Awareness:** A committee of one to three persons shall be appointed by the Region Governor to encourage clubs to sponsor and/or participate in a least one human trafficking awareness activity or event during each club year.

Section 8.2. Special Committees. Special committees may be appointed by the Region Governor or the Region Board to undertake special tasks or projects.

ARTICLE IX

Finance

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

Section 9.2. Annual Region dues shall be collected and remitted by each club to the Region Treasurer by July 1 each year. The annual dues shall be \$20.00 per year per regular member, retired/unemployed member, and embarking member.

ARTICLE X

Region Leadership Commitment

Annually, each Region Officer and Chairpersons of Standing Committees shall sign the Region Leadership Commitment document acknowledging receipt of the following policies: 1) Code of Conduct, 2) Confidentiality, 3) Conflict of Interest, and 4) Whistleblower Policy/Reporting Financial Improprieties.

ARTICLE XI

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 procedures, SIA bylaws and procedures, or the Soroptimist International constitution.

ARTICLE XII

Amendments

Section 11.1. These bylaws may be amended by a two-thirds vote of delegates present and voting at any meeting of the Region. Notice of proposed amendments must be included in the call to the meeting.

Section 11.2. A club may propose amendments to these bylaws. Any such proposal must have been approved by a two-thirds vote of the club and submitted to the chair of the laws and resolutions committee (copy to the Region Governor) by December 1.