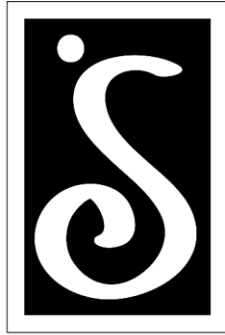


**SOROPTIMIST INTERNATIONAL  
OF THE AMERICAS, INC.**

**SOUTHERN REGION**



**S O R O P T I M I S T**

**Best for Women**

**BYLAWS**

**MAY 2025**

**IMPORTANT**

Southern Region Bylaws are available on the Southern Region Website: [www.soroptimistsr.org](http://www.soroptimistsr.org)

**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.** The Governor may appoint a Parliamentarian to assist with parliamentary situations as needed. However, the Parliamentarian is not a voting member of the Board of Directors.

#### Section 4.5. 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 4.6. Duties.

- a. **Governor:** The Governor shall preside at meetings of the Region Board; coordinate with the Secretary the issuance of minutes within 60 days after the close of the 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 Governor by becoming familiar with all aspects of the Soroptimist organization; work closely with and under the direction of the Governor, assisting to the fullest extent possible; in the absence of the Governor, 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. The Governor-elect also serves as an Advisor to the Ruby Lee Minar Board.
- 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 General and Service budgets biannually and a Spring Conference budget annually to be recommended by the Board of Directors and approved by the Delegates at Conference; provide the Conference Credentials Report; and serves as Chair of the Region Finance Committee.
- 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~~ 60 days after the close of the meeting; and coordinate with the District Director to issue the Call to District meetings.
- g. **Parliamentarian, if appointed:** Shall attend meetings of the Region and provide advice and direction on effective and appropriate "Rules of Order" for conducting the business of the Region; and serve as the Chair of the Laws & Resolutions Committee.

**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 District meetings in the Fall in odd-numbered years.
- b. 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 January 15.
- c. All completed resumes shall be copied and sent to the other members of the committee by the Committee Chair. 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. Additional 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 unless there are no contested positions. If there are no contested positions, a motion by the Nominating Chair may be made to accept the slate of officers by acclamation. 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. Although newly elected officers do not officially assume office until July 1 of even-numbered years, these officers shall be invited to participate in the Post-Conference Board meeting; and may meet as a newly elected body immediately after the current officers have completed their meeting.

## **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. One delegate can be the Club President or a designee.

- a. Clubs should annually elect such Delegates and an alternate to serve in this capacity from among the members of the club.
- b. If the Region Parliamentarian is chosen by her club as a conference Delegate, then a different Parliamentarian will be appointed by the Governor.
- c. 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 24 hours ~~in~~ advance 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 Standing 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 a 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. The Region Parliamentarian shall serve as the Chair of this Committee.
- c. **Finance Committee:** A committee of no more than three persons, including the Region Treasurer, 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. The Region Treasurer shall serve as Chair of this committee.
- d. **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.
- e. **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.

**Section 8.3. Other.** The Governor shall appoint a Chair for each of the following areas: Program (who oversees Region Chairs for Live Your Dream Awards, Dream It, Be It, and Big Goal Accelerator), Fundraising, Membership, and Public Awareness to work with club chairs to carry out the goals set forth by the Federation. Additional committees are up to the discretion of the Region Governor.

## ARTICLE IX Finance

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

### Section 9.2. Mandatory Fees:

- a. Annual Region dues and fees shall be collected and remitted by each club to the Region Treasurer by July 1 each year, based on the number of regular members, retired/unemployed members, and embarking members in each club. (See Southern Region Master Forms Manual, Form 19p.)

**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.