

Soroptimist International of Willimantic

Club No. 101019

Club Bylaws

Adopted April 4, 2002



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**ARTICLE I**  
**Name and Territorial Limits**

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

Section 2. The territorial limits of this club shall be the towns of: Willimantic, Windham, Willington, Mansfield, Columbia, Lebanon, Canterbury, Scotland, Hampton, Chaplin, Ashford, Coventry, Andover, Hebron, Eastford, Woodstock, Pomfret and Brooklyn, CT.

**ARTICLE II**  
**Objects**

The objects of this club shall be:

- (a) to promote the objects and fulfill the purposes of Soroptimist as defined in the International Constitution;
- (b) to develop interest in community, national, and international affairs; and
- (c) to improve the lives of women and girls.

**ARTICLE III**  
**Members**

Section 1. Classes. There shall be three classes of members as defined in the Constitution of Soroptimist International and Federation Bylaws: regular, retired/unemployed and embarking. In addition, those members who achieved Life status on or before July 1, 2001, shall be recognized as long as membership is maintained in the Soroptimist organization.

Section 2. Privileges of membership.

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

Section 3. Admission to membership.

To qualify for membership of Soroptimist International of Willimantic, a woman should:

- (a) Live or work within the territorial limits of the club
- (b) Be working in a profession or business or in an occupation of comparable status or responsibilities to these of a person working in a profession or business; (regular member) or
- (c) Be recently retired from or temporarily or permanently out of work from a profession or business or an occupation of comparable status or responsibilities to those of a person working in a profession or business; (retired/unemployed member) or

- (d) Be embarking on a career in a profession or business or occupation of comparable status or responsibilities of a person working in a profession or business (embarking member).
- (e) Each member shall have a classification.
- (f) The new member shall be enrolled as a Soroptimist upon receipt of her payment of new member fees and dues.
- (g) Members will wear their Soroptimist pins at Soroptimist functions.

#### Section 4. Attendance requirements

- (a) The active support of every member is necessary to the growth and stability of the club. Any member who consistently fails to attend meetings without just and reasonable cause, shall have her membership status changed or terminated.
- (b) Consistent failure shall be defined as failure to attend four (4) consecutive meetings.
- (c) Any member absent from a meeting of this club may make up her attendance at a meeting of another Soroptimist Club, provided however, that such visit is made within the year during which the absence occurred.

#### Section 5. Termination of Club Membership

- (a) If the reason for absence is not satisfactory to the Board of Directors, or if no response is made to such request for explanation, the Board of Directors may, by majority vote, by written ballot, recommend to the club that the member be asked to resign. The recommendation must be adopted by a majority of members at a meeting, said vote to be by written ballot. If such resignation is not received within thirty (30) days after the request has been made, her membership shall automatically terminate and notice of such termination shall be sent to her via certified mail.
- (b) Any members whose indebtedness to the club is overdue for ten (10) days, shall be notified in writing by the treasurer. If payment is not made within ten (10) days after such notification, the treasurer shall so report to the Board of Directors.
- (c) Any member whose personal or business conduct is such as to reflect discredit upon the Club or Soroptimism may be expelled from the club after a hearing, notice of which shall be given either in person or by certified mail, stating the time, date and place of the hearing and the subject matter thereof.
- (d) A member in good standing may resign from the club. A member is in good standing if her dues are paid to the end of the fiscal year in which she resigns. There shall be no refund of dues.
- (e) No membership may be terminated for reason other than resignation or non-payment of dues without the opportunity for a hearing before the Board of Directors after thirty (30) days written notice to the member. A two-thirds vote of the board is required for termination of such membership when grounds for termination have been determined to exist. The decision of the board shall be final.

### Section 6. Leave of Absence

A leave of absence may be granted by the Board of Directors of not more than six (6) months in case of a member's illness, travels, temporary removal from the community, or other just cause, upon written request from said member. The Board may extend such leave provided, however, that no such leave of absence shall exceed a total of twelve (12) consecutive months except in cases of extreme hardship, when the length of such extension shall be at the discretion of the Board. Member shall be required to pay membership dues to obtain leave of absence status.

## **ARTICLE IV Officers**

### Section 1. Elected Officers.

The officers shall be a President, Vice-President(s), Recording Secretary, Corresponding Secretary and Treasurer.

### Section 2. Term of Office.

- (a) Elected officers shall hold office for one (1) year beginning July 1 or until their successors are elected. They shall be eligible for no more than two (2) consecutive years in the same office. Each office of Vice-President shall be considered a separate office for purposes of term of office.
- (b) Regional and Federation delegates and alternates shall be elected for a two year term and shall serve until their successors have been elected. Regional and Federation delegates and alternates shall be eligible to succeed themselves as such delegates or alternates.

### Section 3. Removal from office.

- (a) Failure of an officer, director, regional delegate or alternate to perform the duties of her office shall be considered cause for removal from such elective position. Consistent failure to attend four (4) consecutive meetings shall also be cause for removal. The Board of Directors shall notify such officer, director, delegate or alternate in writing of the specific failures with which she is charged and request her appearance before the board at a specified time and place for a hearing, such notice to be given at least eight (8) days before such hearing. After such hearing, or in the event of her failure to appear, the Board, in executive session, may vote upon such removal. If two-thirds of all members of the Board of Directors vote for such removal, the Board shall declare the office to be vacant.

- (b) The board, in its discretion, upon the failure of a committee chairperson to perform her duties, after such hearing in the manner herein before prescribed in article (a) of this section, may be a two-thirds vote of all its members taken by written ballot in executive session, declare such chairperson forfeited and require the appointment of a successor.

#### Section 4. Vacancy in office.

- (a) In case of vacancy in the office of President, the Vice-Presidents in order of their rank shall become President. Any vacancy occurring in any office, except that of President, shall be filled by vote of the club at the next regular business meeting after such vacancy occurs. It shall be the duty of the Board of Directors acting as a nominating committee to present to said meeting the name of one candidate for said office. Nominations may also be made from the floor provided the consent of the nominee has first been obtained.
- (b) The resignation of an officer, delegate or alternate, or director shall be sent to the President who shall present it to the Board of Directors for action.

#### Section 5. Duties.

- (a) President: The President shall be the Chief Officer and shall direct the conduct of the business of the club; shall preside at meetings of the club and of the Board of Directors; plans and prepares agendas for club and board meetings, including all matters of business and promotion of federation, region and club activities, encourages membership participation, conducts meetings efficiently and effectively; calls special meetings of the club and board in accordance with club bylaws; signs all membership cards; shall induct new members; orients the president-elect, prior to her installation, on the state of club activities, administrative policies, and the relation of the club to the region and federation and passes on files; shall appoint all committees unless otherwise provided for in these bylaws; serves as an ex-officio member of all committees, except for the Nominating Committee; meets with committee chairs, providing assistance and motivation for implementation of programs and stimulating ideas throughout the year; takes necessary precautions to assure the safekeeping of all pertinent club records; on behalf of the club, she shall enter into, make and execute all contracts, agreements, obligations, and instruments authorized by the club; in the absence of the treasurer, shall sign all checks; arranges for revision of club bylaws and policies, if necessary, after each federation convention and region conference; ensures that all federation and region correspondence, requests and questionnaires are answered promptly, and that club mailings are read and the information contained is disseminated to the club; immediately after the club election, assures that the federation and region are furnished data, on forms provided, regarding new officers for the annual Club Directory and mailing lists; sees that the treasurer reports promptly to headquarters, on forms provided, all terminations and changes of addresses and new members so that the membership magazine mailing lists are kept up-to-date; executes mail ballots after presenting information to the club and taking a formal vote.

- (b) Vice-President(s): The Vice-President(s) in the order of rank shall perform the duties of the President in the absence of the President; should assist the president in any way possible; under the direction of the president, should oversee committee activities that are assigned to her; should familiarize herself with all Soroptimist matters on club, region, federation and international levels and attend appropriate functions; chairs the Service Objectives Committee.
- (c) Recording Secretary: The club recording secretary shall keep the minutes of the club and Board meetings; maintain a roll of membership; submit the minutes of club business meetings and the recommendation of the Board; mail club minutes to each member within 14 days of the business meeting; in the absence of the president and vice-president(s), the secretary calls meetings to order at the designated time and presides until the election of a temporary chair.
- (d) Corresponding Secretary: The corresponding secretary has charge of general correspondence of the club; shall send out notices and carry on such correspondence that does not properly belong to other officers or committees.
- (e) Treasurer: The treasurer shall receive all funds of the club and deposit them in a bank or banks as designated by the Board of Directors; shall sign all checks; pay bills for authorized, budgeted expenditures, obtain Board approval for payment of bills not covered by the budget; send notices of financial obligations to members; provide for the president and Board a monthly report of members whose financial obligations have not been met; prepare and provide treasurers report at each business and board meeting; place orders for supplies from headquarters; prepare and file required tax reports ( US Clubs are required to file IRS Form 990 by November 15<sup>th</sup> each year); report membership changes – new members, reinstated and transferred members; terminations; changes of name, address, type of membership or classification – on form 5008 and 5010; report changes in president or treasurer during the club year on form 200; send a form 5008 to federation headquarters and the region treasurer as soon as a member joins; send a form 5010 as soon as a member terminates membership or whenever a change occurs; prepare statement of income and disbursements for the fiscal year and arrange for an audit to be completed by August 15<sup>th</sup> of each year. The audit shall be conducted by a committee of two members appointed by the Board of Directors and shall give a written statement to the Board as to the outcome of the audit.
- (f) Bonding of Treasurer: At the present time, the treasurer is not bonded due to the high cost. If coverage can be obtained through the Soroptimist group administration at a reasonable cost, club members may vote to obtain coverage.
- (g) Each outgoing officer shall promptly turn over to her successor in office, all files, records and other property pertaining to such office and shall inform her successor of the routine duties of the office and of federation and region procedures within ten (10) days of vacating office.

## **ARTICLE V Nominations and Elections**

### Section 1. Nominating Committee:

- (a) In March of each year, a nominating committee consisting of three members shall be chosen as follows: The President shall appoint the Chairperson; the Board of Directors shall elect a second member; and at the business meeting in March, the club members shall select a third member. Only one member of the entire nominating committee may be a member of the Board of Directors.
- (b) Within ten (10) days after the selection of the nominating committee, the Chairperson shall invite each member to suggest, on a form furnished by the nominating committee, names for consideration. From the names suggested by the club members and any additional names the committee proposes, the committee shall nominate one or more candidates for each office, regional delegates and alternates, and for the required number of members of the Board of Directors. The committee shall secure the consent from each nominee before announcing her as a candidate.
- (c) At least two (2) weeks prior to the election, the committee shall mail its report to each club member.
- (d) The report of the nominating committee shall be read at the business meeting in May at which time additional nominees may be made from the floor provided the consent of the nominee has been obtained.
- (e) If there is more than one nominee for any office, delegate, alternate or director (for each directorship filled), election for that office, delegate, alternate or director shall be by written ballot.

Section 2. Election: Election of officers, delegates, alternates or directors shall take place at the May business meeting. All elections will be effective for the July 1<sup>st</sup> fiscal year.

## **ARTICLE VI Meetings**

### Section 1. Regular Meetings

Unless otherwise ordered by the club, regular meetings will be held on the first Wednesday of each month except for July and August. The club shall select the place of the regular meetings, except in cases where it delegates this responsibility to the Board of Directors or to a committee.

### Section 2. Special Meetings

Special meetings may be called by the president at any time. Special meetings shall be called by her upon the written request of at least three members of the club. At least forty eight hours notice (personal, written, or telephoned) shall be given each member. The business to be transacted at any special meeting shall be limited to that set forth in the call of such meeting.

### Section 3. Annual Meetings

The regular meeting on the first Wednesday in June shall be known as the annual meeting and shall be for the purpose of receiving reports of officers, of the Board of Directors and of committees, and for any other business that may arise.

### Section 4. Quorum

A third of the members in good standing shall constitute a quorum at any regular or special meeting of the club.

## **ARTICLE VII Board of Directors**

### Section 1. Composition

The Board of Directors shall consist of the officers of the club, the immediate past president and three directors elected from the membership of the club. At the request of the President, the Parliamentarian (appointed by the President) may attend board meetings to advise on parliamentary authority but will have no authority to make motions or vote.

### Section 2. Term of Office

Directors shall serve for three years or until their successors are elected and shall not be eligible to succeed themselves as a director. Each year, one director shall be elected for a three year term. This policy was established in 1968 with one director elected for a one year term, one for a two year term and one for a three year term.

### Section 3. Duties

The Board of Directors shall have administrative control over the affairs, funds and property of the club, but shall not modify any action taken by the club. It shall authorize payments from club funds as directed by the club and may itself, on its own initiative, and without prior approval of the club, authorize the expenditure of club funds in an amount not exceeding \$200.00 for any one purpose.

### Section 4. Regular Meetings

The Board of Directors shall hold a meeting at least once a month at a time and place to be determined by the chairperson of the board, provided, however, that the board may vote to dispense with the regular meeting during the months of July, August and November.

### Section 5. Special Meetings

Special meetings may be called by the president and shall be called upon the written request of at least three members of the board. At least forty eight hours notice (personal, written or telephoned) shall be given. The business transacted at any special meetings shall be limited to that noticed in the call.

## Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum.

## **ARTICLE VIII Committees**

Section 1. There shall be such committees as these bylaws provide and such others, standing or special, as the Federation, the Region, or the Club may authorize. Unless otherwise provided in the bylaws or by club action, each standing committee shall be appointed by the President within thirty (30) days after she takes office. Special committees shall be appointed in the manner prescribed by the club. Before the first business meeting in September, each chairperson shall call a meeting of her committee to prepare a plan for the year. She shall make such reports as the club, the President, the Board of Directors and these bylaws may require. No committee may exceed the expenditure authorized by the annual budget unless prior consent of the club or the Board of Directors has been obtained. Immediately following the meeting at which her successor is appointed, each committee chairperson shall turn over to her successor all records, instructions and reports of the committee.

### Section 2. Standing Committees and Responsibilities

- (a) Bylaws & Procedures Committee: Shall be responsible for reviewing all proposed amendments to club procedures and for recommendations to the club. The committee should review the club procedures annually and prepare any amendments considered necessary. It should also prepare for presentation to the club any amendments as requested by the club's Board of Directors. They shall review club by-laws to make sure they are not in conflict with the SI Constitution, SIA Federation Bylaws, Federation Procedures and or Regions Bylaws. This committee is considered the authority on laws, and should assist all officers, committees and members in interpretation of the laws and procedures.
- (b) Finance and Budget Committee: shall submit a proposed budget for the succeeding year at the business meeting in April of each year. This budget, subject to revisions as may be found necessary, shall be presented at the annual meeting in June for adoption by the club. This committee shall report at least quarterly on the state of the budget. The treasurer shall serve as an ex-officio member of this committee, but not as a chair.
- (c) Foundation Committee: shall educate club members about The Soroptimist Foundation; how it is funded; and how the funds are used. The committee should encourage individual and club contributions to the foundations. Founders Pennies should be explained and emphasis placed on members making this voluntary contribution.
- (d) International Goodwill and Understanding Committee: shall encourage participation in Federation study programs and plans to promote understanding of international affairs and aid in the development of world peace.

- (e) Membership Committee: Shall propose names and shall encourage club members to propose names of women eligible for membership; shall promote club to proposed new members.
- (f) Program Committee: Assists the president in arranging topics, programs and activities for club meetings throughout the year.
- (g) Public Relations Committee: shall work toward favorable public relations, in accordance with the public relations program of the federation.
- (h) Service Objectives Committee: This committee is chaired by a vice-president and shall propose projects and shall supervise and direct service projects adopted by the club.
- (i) Soroptimist Orientation & Leadership Training (SOLT) Committee: Shall give members information which assures understanding of the privileges and responsibilities of membership, of the history, objects and activities of the Soroptimist Organization. Shall help prepare club members for leadership within the organization by scheduling short presentations on Soroptimist education. The continued growth and strength of the club depend greatly on a well informed membership.
- (j) Venture Club Committee: shall consist of three members who shall investigate the possibility or organizing a Venture Club and submit its recommendation to the club. If the club votes to organize a Venture Club, the committee shall proceed with such organization and shall assist the Venture Club in all possible ways. The Venture Club committee shall serve on the Board of Directors of the Venture Club and shall serve on its membership committee. At least one of the Venture Club Committee members shall attend each Venture Board and Club Meeting.
- (k) Ways and Means Committee: shall suggest methods of raising money and shall promote all proposals for that purpose which are approved by the club. The committee will submit for club approval fund-raising projects, specifying investment of time, money required and estimated net profit.

## **ARTICLE IX**

### **Dues, Fees and Assessments**

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

Section 2. Annual Dues and Fees. The annual dues shall be \$85.00 due to the club treasurer by June 1. The club also participates in Founders Pennies.

Section 3. Penalty Fee. Any member whose dues are not paid by July 1<sup>st</sup>, will be assessed a \$10.00 penalty fee.

**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 by these bylaws, Region bylaws and standing rules, SIA bylaws and procedures, or Soroptimist International Constitution. *Robert's Rules of Order* shall be used for conducting club meetings.

**ARTICLE XI**  
**Amendments**

Section 1. These bylaws may be amended at any business meeting of this club by a majority vote of the members present and voting, provided a copy of the proposed amendment with the recommendation of the Bylaws and Procedures Committee shall have been presented for discussion at the last previous business meeting of the club and that proposed amendment and recommendation together with a notice of the time that the same will be presented for passage, shall have been mailed to each member at least two (2) weeks before the meeting at which such amendment was acted upon.

Section 2. If any amendment to the Federation or Region Bylaws makes a corresponding amendment to these bylaws necessary, then these bylaws shall be considered to have been amended to conform to the Federation or Region Bylaws, as the case may be.