

SOROPTIMIST INTERNATIONAL OF WILLIMANTIC, CT
Club No. 101019, Chartered March, 26, 1966
NORTHEASTERN REGION
SOROPTIMIST INTERNATIONAL OF THE AMERICAS

BYLAWS

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

Section 1. The objects of this club shall be:

- (a) Promote the advancement of women through volunteer service to the community
- (b) Serve as a global voice on issues of importance to women; and
- (c) Engage in any other lawful activities that further the exempt purpose of the club.

Section 2. No part of the net earnings of any Club shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that each Club 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 Section 501(h) of the Code, no substantial part of the activities of any Club shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. No Club 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 Club 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

Members

Section 1. Classes. There shall be three classes of members as defined in the Constitution of Soroptimist International and Federation Bylaws:

- (a) Regular: For women who are working in a profession or business or in an occupation of comparable status or responsibilities to those of a person working in a profession or business. These members will be classified based on their occupation.
- (b) Retired/Unemployed: For women who are retired from, or temporarily or permanently out of work, from a profession or business or occupation of comparable status or responsibilities to those of a person working in a profession or business.
- (c) Embarking: For women entering the workforce.

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 as President or Vice President. Any member in good standing may serve as a delegate to federation convention, region conference, or district meeting.

Section 3. Admission to membership.

- (a) Prospective members will be found through recommendations by club members or in response to publicity about the club and its activities. The club shall endeavor to maintain a membership that is representative of the diversity of the community according to job/professional classification.
- (b) The prospective member shall be invited to meet club members at a Soroptimist function or business meeting in order to get to know the objectives of Soroptimist and the responsibilities of membership.
- (c) The new member shall be enrolled as a Soroptimist upon payment of all required fees and dues.
- (d) Members will wear their Soroptimist pins at Soroptimist functions.

Section 4. Attendance Requirements.

- (a) To hold office and vote, a member must attend club meetings on a regular basis.
- (b) The Recording Secretary shall maintain a record of attendance. Members are expected to attend monthly club meetings.

Section 5. Termination of Club Membership

- (a) The following shall be reason for termination of membership in the Club: Resignation, failure to fulfill financial obligations, or conduct which adversely reflects upon the Soroptimist organization.
- (b) 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.
- (c) 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 or emailed 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 of this club shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.
- Section 2. Eligibility.
(a) The President and Vice-President shall have a membership class of Regular. The other officers may have any of the membership classes defined in these bylaws.
(b) To be eligible for office of Club President, the member shall have served on the Club Board of Directors. Only if no candidate meeting the eligibility requirements accepts nomination, may another member be selected as a nominee for the office of Club President.
- Section 3. Term of Office.
Elected officers shall hold offices for one year beginning July 1 or until their successors are elected. They shall be eligible for no more than three consecutive years in the same office.
- Section 4. Removal from Office.
The club Board of Directors shall have the authority to remove from office any elected officer, board member or committee chair for failure to perform the duties of office or duties required by such chairmanship. Before the board takes action, notice either via mail, email or phone, shall be made for such person to appear and answer. A two-thirds vote of the board shall be required for removal.
- Section 5. Vacancy in Office.
The Board of Directors shall have the authority to fill vacancies in Office and Board as they become vacant.
- Section 6. Duties.
(a) The **President**, as chief officer, shall: (1) direct the conduct of the business of the club; (2) preside at meetings of the Club and of the Board; (3) appoint all committees unless otherwise provided by these bylaws or in the motion authorizing the committee; (4) 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; and (5) be ex officio a member of all committees except the nominating committee.
(b) The **Vice President** shall have duties and powers as arise from membership on the Board of Directors or as assigned by the President of the Board; shall chair the Service Objectives Committee. The Vice President shall succeed the President if the President's position becomes vacant.
(c) The **Recording Secretary** shall (1) keep the minutes of the meetings of the Club and of the Board; (2) maintain the roster and record of attendance; (3) be custodian of the permanent record of the minutes of the Club; (4) submit to the Club the minutes of the Club business meetings and recommendations of the Board within 14 days of such meeting via mail or email; (5) in the absence of the president and vice-president, the secretary calls meetings to order at the designated time and presides until the election of a temporary chair.
(d) 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) The **Treasurer** shall (1) receive all funds of the Club and deposit them in financial institutions as authorized by the Board; (2) sign all checks (if unavailable, the President shall sign checks); (3) make remittances as required by Federation and Region bylaws; (4) pay authorized and budgeted invoices, obtain Board approval for payment of bills not covered by the budget or approved at a business or board meeting; (5) prepare and provide a treasurers report at each business and board meeting; (6) send notices of financial obligations to members; (7) prepare and file required tax reports; (8) complete Federal and Regional forms as needed; (9) maintain a permanent roll of membership; and (10) submit financial records for annual audit.

- (f) Bonding of Treasurer: At the present time, the treasurer is not bonded. 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.

The nominating committee of three (3) members shall be formed no later than March. The President shall appoint the chairman; the Board shall elect a second member; and the Club shall elect the third member.

Section 2. Election.

- (a) The nominating committee shall invite each member to suggest names for consideration.
- (b) The committee shall nominate one or more candidates for each office.
- (c) The consent of a nominee must be obtained before the name is placed in nomination.
- (d) The report of the nominating committee shall be mailed or emailed to all members at least 14 days before the election. This report shall be read to the Club at the meeting preceding the meeting when the election is held.
- (e) The election shall be held at a Club meeting in May. The report of the nominating committee shall be read again at this meeting and additional nominations may be made from the floor.
- (f) Election shall be by ballot for any office for which there is more than one nominee. A majority shall elect.

ARTICLE VI Meetings

Section 1. Regular meetings

The regular meetings of the Club shall be held monthly, September through June.

Section 2. Special meetings.

Special meetings may be called by the president and shall be called upon the written or emailed request of at least three active members of the club. At least 48 hours notice (personal, written, emailed or telephoned) shall be given each member. The business to be transacted at any special meeting shall be limited to that noticed in the call

Section 3. Annual meetings.

The regular meeting in June shall be designated as the annual meeting for the purpose of receiving reports of officers, board of directors, and committees and for any other business that may arise.

Section 4. Quorum.

One-third of the membership shall constitute a quorum in the Club and such quorum shall be required for voting actions at the meetings.

Section 5. Vote.

The vote required to pass any action at meetings shall be the majority vote of those present unless otherwise specifically provided by these bylaws.

ARTICLE VII
Board of Directors

- Section 1. Composition.
The Board of Directors shall consist of the: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, the immediate past president and one director. At the request of the President, the Parliamentarian (appointed by the President) may attend board meetings to advise on parliamentary procedure but will have no authority to make motions or vote. Committee chairs may be invited to attend board meetings and report to the board but will have no authority to make motions or vote. Additional Directors may be added at the discretion of the club.
- Section 2. Term of Office
The Director(s) shall serve for one year or until their successor is elected and shall be eligible for no more than two consecutive years in the position of director.
- Section 2. 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 3. Regular Meetings.
Regular Board meetings shall be held at least six (6) times during the fiscal year at a time and place determined by the Board. Any member in good standing is welcome to attend Board meetings.
- Section 4. Special Meetings.
Special meetings may be called by the president and shall be called upon the written or emailed request of at least three members of the board. At least 24 hours notice (personal, written, emailed or telephoned) shall be given. The business transacted at any special meeting shall be limited to that noticed in the call.
- Section 5. Quorum.
A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII
Committees

- Section 1. The standing committees shall be: Program, Fundraising, Public Awareness and Membership. Other committees may be assigned by the board as needed.
- Section 2. Responsibilities.
The committees shall perform the duties as defined in these bylaws or as directed by the President, the Board, or as prescribed in the parliamentary authority.
- (a) Program: This committee shall track club programs to determine that activities are in keeping with the Strategic Plan. It shall promote projects and activities that improve the lives of women and girls.
 - (b) Fundraising: This committee shall coordinate fundraising activities for the club.
 - (c) Public Awareness: This committee shall promote favorable public relations, and promote and enhance the public image of Soroptimist.
 - (d) Membership: This committee shall promote the retention of current members and assist in increasing club membership.

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.

- (a) The annual dues shall be \$100.00. This amount includes fees for Federation, International, Regional, Insurance and Club Support. The club also participates in Founders Pennies which will be assessed separately.
- (b) Annual dues and fees are payable in full on or before June 1. The annual dues for new members may be prorated based on Federation and Region schedules.
- (c) Penalty Fee: Failure to pay dues prior to June 25 shall result in termination of membership. However, any member in good standing at the time of termination for nonpayment of dues is automatically reinstated upon payment of the annual dues in full plus the Federation late fee of \$10.00.
- (d) New Member Fee: The club does not charge a separate new member 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 in these bylaws, Northeastern Region bylaws and standing rules, SIA bylaws and procedures, or Soroptimist International constitution.

ARTICLE XI
Amendments

These bylaws may be amended at any business meeting of the club by a majority vote of the members present and voting, provided notice of the amendment has been given at the preceding business meeting.

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.

ARTICLE XII
Dissolution

Upon the dissolution of the Club, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for the exempt purposes of the Club 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, as the Club's governing body shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the Club's principal office is then located exclusively for the Club's exempt purposes. 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 is expressly prohibited.