

**SOROPTIMIST INTERNATIONAL OF WESTERN CANADA REGION
BYLAWS**

Adopted May 1, 2016 – Effective July 1, 2016

ARTICE I

Name and Territorial Limits

Section 1.1 The name of this Region shall be Soroptimist International of Western Canada Region, (the “Region”).

Section 1.2 The territorial limits of this region are established by the federation and currently consists of the provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Yukon Territory, Nunavut and that portion of the Northwest Territories situated west of Hudson Bay.

ARTICLE II

Purpose

Section 2.1 The purpose of this Region shall be to promote the projects and fulfil 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.

ARTICLE IV

Officers

Section 4.1 The officers shall be the Governor, Governor-Elect, Secretary, Treasurer, and Board Member-at-Large.

Section 4.2 To be eligible for election to office of Governor-Elect, candidates must be regular members in good standing who have served as club president.

Section 4.3 To be eligible for election to office, candidates for the position of Secretary, Treasurer and Board Member-at-Large, must be regular members in good standing.

Section 4.4 The officers shall be elected to serve for two years or until their successors are elected, and their term of office shall begin on July 1 in even-numbered years. The Governor is not allowed to succeed herself. The Secretary, Treasurer and Board Member-at-Large are eligible to serve two consecutive terms in the same office.

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. A vacancy occurring in the office of Governor-Elect shall be filled by appointment of the Board. The member so appointed would not automatically succeed to the office of Governor but shall be eligible for election as governor or governor-elect.
- c. Vacancies occurring in the offices of Treasurer, Secretary or Board Member-at-Large shall be filled by appointment of the Board of Directors (the "Board"). An appointment to the Board will count as one full term if more than half the term is served.

Section 4.6 Duties

- a. Governor: The Governor shall: preside at meetings of the Board; co-ordinate with the Secretary the issuance of minutes within 45 days of board meetings; co-ordinate with the Secretary, the issuance of a Call to the Region Conference at least 60 days prior to the date of the meeting; approve expenditures in accordance with the budget; serve as ex-officio member of all committees; perform such duties as may be assigned by the Board or prescribed by these bylaws.
- 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 will commence.
- c. Secretary: The Secretary shall: record the minutes of board meetings and conference; co-ordinate with the Governor the issuance of minutes within 45 days after the close of the meetings; coordinate with the Governor the issuance of a Call to Conference at least 60 days prior to the date of the meeting.
- d. Treasurer: The Treasurer shall: deposit and disburse all funds belonging to the Region, under the direction of policies developed by the Board; provide financial reports at Board meetings and Region conferences; prepare a budget in the even numbered year of the biennium, to be approved by the Board and voting delegates at that conference; prepare the region books to send to a Finance Committee approved non-Soroptimist CPA with the skills and knowledge to determine that the financial statement is a true and accurate representation of the biennium within 45 days of the end of the biennium in which her term ends.
- e. Board Member-at-Large: The Board Member-at-Large shall: undertake tasks assigned by the Board; offer support to other officers as necessary, be the chairperson for the Laws and Resolutions Committee; and make sure the Region By-laws, Operating Procedures and Conference Handbook are kept current.

ARTICLE V

Nominations and Elections

Section 5.1 Nominations

- a. There shall be a nominating committee consisting of three regular members: a chair appointed by the Governor, a member elected by the Board and a member elected by the conference delegates at the Region annual meeting in odd-numbered years. Not more than one member from any Club may serve on this committee. No more than one member shall currently be serving on the Board.
- b. In October of odd-numbered years the committee chair shall send a letter inviting clubs of the Region to suggest members for consideration for the office of Governor-Elect, Secretary, Treasurer and Board Member-at-Large. Members eligible and willing to serve are to return a resume form enclosed with the letter to the chair of the nomination committee by December 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 chair. The committee members will verify that the candidates are eligible for office and will present 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 service, and obtain the 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 resume form for distribution to all delegates at the time the nomination is made.

Section 5.2 Elections

- a. Voting shall be by ballot. The Governor shall appoint an Election Chair and two tellers to oversee the election, count the ballots and report to the conference body. The conference registration committee shall insure that each voting delegate has been properly designated by her club and that her name badge identifies her as being entitled to vote.
- 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. When only one nomination is received for any position, there will be no voting for that position. As long as the candidate is eligible to stand for that office, she will be proclaimed elected by acclamation.
- d. 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 an annual conference 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. The Board will approve final venue and dates.

Section 6.2 The Region may sponsor additional meetings 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 (written, with proof of receipt) 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 in good standing shall be entitled to 3 voting delegates at any Region meeting. Clubs should annually select such delegates and an alternate to serve in this capacity from among the members of the club. In addition each member of the Board is entitled to one vote at the Region conference.

ARTICLE VII

Board of Directors

Section 7.1 The Board shall consist of the officers of the Region.

Section 7.2 The Board 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 shall meet at least annually, in addition to at the annual conference for the purpose of conducting region business, planning the annual conference, assessing/responding to training and developments needs and reviewing the financial status of the Region.

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 (written, with proof of receipt) 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 8.2 Special Committees

- a. The Governor, with the approval of the Board, may appoint special committees 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 Each club shall remit annual region dues and a mandatory conference registration fee to the Region treasurer by July 1 each year.

Section 9.3 The dues of the Region shall be \$50.00 a year for members and \$30.00 for life members. The dues shall be pro-rated for new members as follows: \$50.00 – July 1 – December 31; and \$25.00 January 1 – June 30. Any increase in Region dues must be approved by a majority of delegates present at the annual spring conference. Notice of any proposed increase must go out in the Call to Conference.

Section 9.4 The Mandatory Conference Registration fee shall be \$150.00 per club. This entitles each club to send up to three voting delegates to conference.

Section 9.5 Clubs that have not remitted region dues or fees by September 1 shall also remit a late fee of \$50.00. Clubs that have not remitted region dues or fees by October 1 shall remit a late fee of \$100.00. Clubs that have not met their financial obligations to the region by October 1 shall be reported to SIA Headquarters.

Section 9.6 The Region books shall be reviewed by a non-Soroptimist CPA with the skills and knowledge to determine that the financial statement is a true and accurate representation for the biennium. A Finance Committee of 3 members, one of which shall be the Region Treasurer, shall make the selection of this non-Soroptimist CPA.

Requests for review may be made at other times by the Board, the Finance Committee or the voting delegates at Conference.

Section 9.7 The Treasurer will present a budget at the conference in the even number year of the biennium

Section 9.8 The Board and voting delegates at the conference will vote and approve the budget.

Section 9.9 If the projected income changes by more than \$2,000.00 for the biennium the treasurer shall prepare a revised budget to be approved by the Board and the voting delegates at conference in the odd number year as well.

ARTICLE X
Operating Procedures

Section 10.1 The Board will establish operating procedures. These may be changed by a majority of the Board.

ARTICLE XI
Parliamentary Authority

Section 11.1 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, SIA bylaws and procedures, or the Soroptimist International constitution.

ARTICLE XII
Amendments

Section 12.1 These bylaws may be amended by a two-thirds vote of delegates present and voting at any annual conference of the Region. Notice of proposed amendments shall be included in the call to the conference.

Section 12.2 The Board Member-at-large shall solicit input to Laws and Resolutions revisions from the clubs and the Region Board. The Board member and the Parliamentarian will review the input received and prepare proposed revisions for inclusion in the call to conference.

Section 12.3 Amendments to the bylaws may be proposed by any club, approved by two-thirds vote of the club, and the Board, approved by a majority of the Board. Proposal shall be forwarded to the Board Member-at-large.

Section 12.4 Unless otherwise stated in the motion, all by-laws will become effective on July 1st of the year in which they are passed at Conference.

Section 12.5 Amendments to the Operating Procedures may be proposed by any club or the Board at any time. The Procedures may be changed by a majority vote of the Board. The Board shall communicate changes to clubs in the Region indicating when the change is effective.