

**SOROPTIMIST INTERNATIONAL OF WESTERN CANADA REGION
BYLAWS
Adopted May 4, 2007**

**ARTICLE 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. 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 other 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; co-ordinate 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 the professionally designated accounting firm within 45 days of the end of the biennium in which her term ends. 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 numbered year as well.
- 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 chairman of the nominating 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 chairman. 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 serve, 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.
- f. To be eligible for nomination to the position of Governor-elect, candidates must be regular members in good standing with their clubs and must have served as club president.
- g. To be eligible for nomination to the position of Secretary, Treasurer, or Board member-at large, candidates must be regular members in good standing with their clubs.

Section 5.2. Elections

- a. Voting shall be by ballot. The Governor shall appoint 2 tellers to oversee the election and count the ballots. 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 shall be entitled to 3 voting delegates at any Region meeting. Clubs should annually elect such delegates and an alternate to serve in this capacity from among the regular 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 the annual conference for the purpose of reviewing the financial status of the Region and assessing the need for, and results of, orientation and training conducted.

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 8.1. Standing Committees

- a. Nominating Committee:** a nominating committee consisting of three regular members shall be formed in odd-numbered years for the purpose of proposing candidates for election to Region office. See 5.1.
- b. Laws and Resolutions Committee:** a committee consisting of at least three regular members from three different clubs shall be appointed to serve on this committee for the biennium. The chairperson of this committee shall be the Board Member-at-Large. The committee shall review all proposed resolutions and amendments to the Region bylaws and insure their inclusion in the call to conference each year. Proposals from clubs must be submitted to the committee chair by January 5 prior to the conference each year.
- c. Program Committee:** a committee of at least three members shall be appointed by the Governor to promote and administer Soroptimist programs in concert with the federation. The Federation Program Council member from the Region shall serve as Chair.
- d. Membership Committee:** a committee of at least three members shall be appointed to serve as a resource for clubs needing assistance with recruitment and retention of members. The Governor shall appoint the chair for the committee. This committee shall also work in co-operation with the federation and under the direction of the Board in extension activities for the formation, orientation and nurturing of new clubs in the region.
- e. Fundraising Committee:** a committee of one to three members shall be appointed in order to promote fund-raising activities to support the programs of the federation. The Governor shall appoint the chair for this committee.
- f. Public Awareness Committee:** a committee of at least three members shall be appointed to promote public awareness of the organization throughout our region. The Governor shall appoint the chair for this committee.

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 \$40.00 a year for members and \$20.00 for life members. Dues shall be pro-rated monthly for members who join during the year. 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. The Region books shall be reviewed and an opinion given by a professionally designated accountant at the close of each biennium. Requests for review may be made at other times by; The Board, the Finance Committee, or the voting delegates at Conference.

Section 9.6. Prior to the close of the biennium, an independent professional accounting firm will be appointed by the Board.

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

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

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. Any club may propose amendments to these bylaws. Such proposals 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 Governor) by January 5.

Section 12.3. The Board may propose amendments to these by-laws, provided they have been approved by a majority of the Board. Such proposals shall be forwarded to the Laws and Resolutions committee.