

**SOROPTIMIST INTERNATIONAL  
OF THE AMERICAS**

**Central East Coast Region**

**BYLAWS**

**May 6, 2023**

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

**Section 1.1** The name of this Region shall be Soroptimist International of the Americas Central East Coast Region.

**Section 1.2**

The territorial limits of the Central East Region are established by Soroptimist International of the Americas, (referred to as SIA or the Federation) and consist of the geographical areas that include the District of Columbia, Maryland, North Carolina, South Carolina, Virginia, and West Virginia. In addition, online or virtual clubs are included in our area.

**Article II**  
**Purpose**

The purpose of the region shall be to promote the projects and fulfill the purposes of being a Soroptimist as defined in Federation laws.

**ARTICLE III**  
**Members**

Soroptimist International clubs and their members residing within the territorial limits of the region shall be considered members of the region. Members in good standing will have fulfilled all their financial requirements on the Club, Region, and Federation levels.

**ARTICLE IV**  
**Officers**

**Section 4.1** The elected officers shall be Governor, Governor-elect, Secretary, Treasurer and two (2) Directors at large.

**Section 4.2.**

To be eligible for election to office, candidates must be regular members in good standing and have read the SIA Region Position Description Acknowledgement Requirement. A candidate who served as President of their Club would have preference. Otherwise, a member who has served on their Club Board as either President-Elect, Vice President, Treasurer, Secretary, or Board Director would be eligible.

**Section 4.3** The officers shall take office on July 1st following their election and shall hold office for two (2) years or until their successors take office, and shall not be eligible for more than two (2) consecutive terms in the same office. The Governor-elect upon completing her two (2) year term will automatically assume the office of Governor. The Governor and Governor-elect may hold office only one term consecutively.

## Section 4.4 Vacancies

- A. Should there be a vacancy in the office of Governor, the Governor-Elect shall automatically become the Governor, and complete the unexpired term in addition to the term to which elected. A new Governor-elect shall be solicited from the Region membership and the Region Board shall serve as the Nominating Committee. An election for Governor-elect shall take place within 90 days of the vacancy.
- B. Vacancies occurring in other offices shall be filled by appointment of the region board.

## Section 4.5 Duties

### **Governor:**

- (1) preside at all conferences and all meetings of the Region Board;
- (2) supervise the work and activities of the region;
- (3) appoint all committees and serve as ex officio on all committees, with the exception of the nominating committee;
- (4) approve expenditures in accordance with the budget;
- (5) perform other duties as pertain to the office as may be assigned by the Board or prescribed by these bylaws.

### **Governor-elect:**

- (1) attend the meetings of the Region Board
- (2) prepare for assuming the office of Governor by becoming familiar with all aspects of the Soroptimist organization and work closely with and under the direction of the Governor;
- (3) assume, temporarily, the duties of the Governor should the Governor be temporarily unable to serve;
- (4) empowered to appoint committees to serve in the next biennium after January 1 of the year in which her term commences

### **Secretary:**

- (1) attend the meetings of the region board
- (2) record the minutes of the board meetings and conference
- (3) be custodian of the records of the Region
- (4) issue minutes of meetings and conference within 30 days after the close of the meeting
- (5) perform such other duties as pertain to the office

### **Treasurer:**

- (1) attend the meetings of the Region Board
- (2) deposit and disburse all funds belonging to the Region under the direction of policies developed by the Region Board;
- (3) serve as an ex-officio member of the Finance Committee
- (4) provide financial reports to the finance committee and the Board monthly, at board meetings, and region conferences
- (5) mail and/or email region dues and fees statements to all clubs in the region by May 1 and notify the Governor of those clubs that

- are delinquent
- (6) confirm with the Spring Conference Treasurer that all clubs in the Region have paid the mandatory Spring Conference fee
- (7) file all forms necessary on an annual basis to the Internal Revenue Service
- (8) prepare a budget biennially to be approved by the delegates at conference
- (9) prepare a treasurer's report annually to be reviewed by the delegates at Spring Conference
- (10) arrange to have the books audited by members or an outside entity, other than the Treasurer's and/or Governor's club members, prior to the books being turned over at the end of the biennium. The SIA audit procedures should be followed
- (11) perform such other duties as pertain to the office

**Directors at-large (2):**

- (1) attend meetings of the Region Board
- (2) undertake tasks as assigned by the Region Board and offer support to other officers as necessary

**Transfer of files at end of term**

At the end of each Biennium, 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 duties of the office and of any federation and region procedures within thirty (30) days of vacating the office.

**ARTICLE V  
Nominations and Elections**

**Section 5.1 Nominations**

- A. The Nominating Committee shall be comprised of three (3) regular members in good standing. The Chair shall be appointed by the Governor and one member shall be appointed by the Region Board. A third member shall be elected by the Region Conference in odd numbered years. Any vacancy on the nominating committee shall be filled by the region board. Not more than one person from each club may serve on this committee.
- B. On or before October 1 of the year preceding the Region Conference (even numbered years), the committee chair shall send a letter inviting clubs of the region to nominate members for consideration as Governor-elect, Secretary, Treasurer and two Directors-at-large. Members eligible and willing to serve are to return a CECR standard resume form to the chairperson of the nominating committee by December 15, the deadline may be extended to no later than January 15.
- C. In January of even-numbered years, the committee 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.

**D.** The committee may contact other Soroptimists as to their willingness to serve, and obtain the CECR standard resume form.

**E.** The slate of candidates and their resumes will be included with the Call to Conference in the even-numbered years.

**F.** Nominations may be made from the floor at the time that the nominating committee gives its report during the business meeting of Spring Conference (even years). Additional eligible nominees for office must provide a completed CECR standard resume form for distribution to all delegates at the time the nomination is made, and meet the qualification criteria as set forth in Article IV, Officers, 4.2

## **Section 5.2 Elections**

**A.** Voting shall be by ballot, either electronic or by paper. The Region Governor shall appoint 2 tellers to oversee the election. The conference registration committee shall insure that each delegate has been properly designated by her club and the Region.

**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 will assume the office on July 1 of even numbered years.

**D. Emergency Ballot** – If an emergency prevents the holding of a conference, the CECR Board and the Nominating Committee shall determine the procedure for election of officers by mail or electronic means, conforming as nearly as possible to requirements of the Bylaws of the CECR.

## **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. Final venue and dates will be approved by the region board.

**Section 6.2** The region may hold area meetings or additional region-wide meetings annually for the propose of providing Soroptimist orientation and leadership training.

**Section 6.3** Special meetings of the Region shall be called upon the written (via mail or

email) request of at least 5 clubs. At least seven (7) days' notice by mail, or email, shall be given to 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 for the region shall be 10 delegates from at least 7 clubs.

**Section 6.5** Each club shall be entitled to three (3) region delegates at any region meeting. Clubs should elect such delegates and an alternate to serve in this capacity from among the members of the club. 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 four officers and two directors at large.

**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** Have responsibility to perform such other duties as prescribed by Federation Bylaw, Federation Procedures, Region Procedures, or Region Conference action.

**Section 7.4** Meetings of the Region Board shall be held no less than four (4) times a year during each year of the biennium. No less than one (1) of the requested yearly meetings shall be scheduled for in-person meetings, at a location selected by the Governor. Regions may hold their regularly scheduled meetings of the Region Board of Directors, officers, or committees in any format, including face-to-face, audio or video conferencing or social media.

**Section 7.5** Special meetings of the Board may be called by the Governor and/or at the request of at least three (3) members of the Board. At least seven days-notice, via mail, or email, shall be given. The business transacted at any special meeting shall be limited to the purpose as stated in the call.

**Section 7.6** 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 consists of three persons for the purpose of proposing candidates for election to region office (see section 5.1).
- B. Laws and Resolutions Committee:** The Chair of this committee will be appointed by the Region Governor and will consist of no more than three members in good standing from three different clubs and 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 ensure their inclusion in the call to conference each year. Proposals from clubs must be submitted to the committee chair by September 1<sup>st</sup> prior to the conference each year.
- C. Program Committee:** The Chair of this Committee will be appointed by the Region Governor. This committee will consist of the Program Committee Chair, the Region Live Your Dream Chair, and the Region Dream It Be It Chair, who are also appointed by the Region Governor. This committee will work with SIA and Region Club LYD Chairs and Region Club DIBI Chairs to promote and further the goals of SIA's Strategic Plan to increase the impact and engagement of the Live Your Dream: Education and Training Awards Program for Women and the Dream It Be It; Career Support for Girls Program.
- D. Membership Committee:** The chair of this committee will be appointed by the Region Governor and will consist of no more than three members to serve as a resource for clubs needing assistance with recruitment and retention of members. This committee shall also work in cooperation with the Federation and under the direction of the region board in extension activities for the formation, orientation and nurturing of new clubs in the region.
- E. Fundraising Committee:** The chair of this committee will be appointed by the Region Governor and will consist of no more than three members, in order to promote fundraising activities in the Region. The committee chair shall work closely with federation headquarters to support the fundraising programs of the federation in the region.
- F. Public Awareness Committee:** The chair of this committee will be appointed by the Region Governor and will consist of no more than three members to assist clubs with increasing the visibility of the organization locally and to promote awareness of Soroptimist in the Region. The chair shall work closely with federation headquarters to develop and implement the necessary resources and strategies to meet public awareness goals.



**G. Celebrating Success Awards Program** – The chair of this committee will be appointed by the Region Governor, and will consist of at least three members from three different clubs. This committee will work with region clubs to promote club projects that further the goals of SIA’s Strategic Plan.

**H. Region Conference Committee:** The Region Governor shall appoint a Conference Coordinator. Additional committee members may be added to the conference committee upon recommendation from the Conference Coordinator and with the approval of the Region Governor.

The Conference Coordinator will work with all the chairs and officers to put together and distribute a Call to Conference 45 days prior to Spring conference.

**Spring Conference Treasurer:** The Region Governor shall appoint a Spring Conference Treasurer for the biennium. The Conference Treasurer will work with the conference coordinator and the Region Treasurer to ensure that all funds pertaining to Spring Conference are properly deposited and disbursed according to the spring conference budget and with the approval of the Governor.

The Spring Conference Treasurer will mail and/or email a mandatory region conference fee notice to all clubs in the region by December 1 and will notify the Governor of those clubs that are delinquent.

**I. Finance Committee:** The Region Governor shall appoint a committee of one to three members who will periodically review the financial affairs of the region. The Region Treasurer will serve as an ex-officio member.

**Section 8.2 Special Committees:** Special committees may be appointed by the Governor, with the approval of the board, to undertake special tasks or projects.

## **ARTICLE IX Finance**

In order for a club to be considered in good standing, region fiscal responsibilities will include:

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

**Section 9.2** Annual region dues shall be collected and remitted by each club to the region Treasurer by July 1 each year. Clubs having not paid their region dues by September 1 shall be assessed an additional charge of 10%.

**Section 9.3** An annual mandatory conference fee shall be collected and remitted by each club to the Region Conference Treasurer by February 15 each year.

**Section 9.4** In the event of an emergency or disaster, the CECR Board may, by a two-thirds vote, waive, postpone, or reduce the CECR obligations of the club or clubs affected.

**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, region standing rules and policies, or the SIA bylaws and procedures.

**ARTICLE XI**  
**Amendments**

**Section 11.1** These Bylaws may be amended by a two-thirds vote of delegates present and voting at any annual 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 Resolution Committee, with a copy to the Region Governor by December 1.

**Section 11.3** Those proposed amendments receiving conference approval by a two-thirds delegate vote shall be recorded in the conference minutes and shall be forwarded to SIA Federation Headquarters by the Region Secretary in conjunction with the Region's Laws and Resolution Chair.