



SOROPTIMIST®
Investing in Dreams

Club Bylaws Check-up

May 2025

Central East Coast
Region Conference






Governance*

*The process of decision-making.

*The process by which decisions are implemented.



Now On the Horizon Club Bylaws Check-up

- Why?
 - Many clubs have outdated governing documents
 - Many clubs not following current governing documents
 - Some clubs have no documented procedures
- Liability issues/risks



Bylaws

Define the club's structure

1

Authority

Rights and responsibilities of members, leaders, and of the club as an entity

3

Accountability

Making and maintaining reports and minutes, and other required internal or external disclosures,

2

Decision-making

The level of acceptance needed for decision-making and who makes which decisions

4

Participation/Input

How members participate, provide input; how external participation/input may be gathered

Procedures

Define the club's operations

1

Budget & finance

Dues, fees, fines not cited in bylaws, processes to disburse funds, separation of duties, banking, audits, dues payment schedules, receipts, fundraising, etc.

2

General practice/custom

Memorial or sunshine gifts, specific meeting locations, expectations of member participation, public awareness & communications protocols, password protocols for club accounts, (website, club email, other apps or tools), submitting insurance forms, inclement weather policies, etc.

3

Committee practices

Committee deadlines and processes, sometimes description and composition (if not in the bylaws.)
NOTE: Nominations committee composition part of the bylaws article on Nominations & Elections.

4

How updated/approved

By either 1) club board of directors OR 2) by club vote; majority vote. (*NOTE: Bylaws and Procedures each have a different method of updating*)

Rules of Order

Define discussion/debate

1

Provide stability

Meetings are run using the same general rules, and the rules are recognizable from one group or organization to another

2

Provide level field of debate

Allows everyone an equal chance to have input into discussion without any one person taking over a discussion

3

Specific Agendas

Agendas are important tools when specific agenda items are noted not just general “new business”

4

How adopted/updated

1) Previous notice and 2/3 majority of those present and voting, OR 2) no notice and majority vote of the entire membership of the voting body (not just those present)

Governing Documents Task Force



Providing templates for clubs

Suggested or preferred language for clubs to use in updating their governing documents—bylaws, procedures, standing rules



Your region is a pilot

How can SIA best support clubs and regions in the important work of updating their governing documents? Other tools? Other training?



Ongoing review

Recommending how to build systems in regions to support continuous review of club governing documents after project conclusion





Revision or Amendment

Revision


- Substituting a new document for the current document
- Can review each section separately and debate/vote to change that section
- At end of presenting the document, take one vote to accept the new document as the club's bylaws (or procedures)
- Must use rules in current bylaws on how to amend in order to approve the revision (notice, and level of majority)

Amendment

- Good when only a few changes need to be made
- Each section is debated separately and approved separately
- Must use the rules in current bylaws on how to amend in order to approve (notice and level of majority)
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Essential Bylaws Sections

- *Inurement clause-required for 501(c)(3) orgs
 - *Privileges of Membership and Admission to membership
 - *Termination of Membership, including for conduct with X days notice of termination & right to appear before the group making the decision, whether Board or club decision, final or appealable to what group
 - *Term of office that states “X year(s) or until their successors are elected.”
 - *Removal of officer, with notice: who votes, final?
- 




Essential Bylaws Sections

- *How vacancies in office are filled
- *Nominations Committee composition, when formed, when reports in relation to election, when elections take place, majority elects
- *Ability to call special meetings of both the general membership and the board
- *How meetings can take place (in person, audio, video—all participants must be able to hear all the other participants)



Essential Bylaws Sections

- *Quorum for regular/business club meetings and board meetings in order to conduct business
 - *List of committees, how formed
 - *Parliamentary Authority
 - *How bylaws are amended with amount of previous notice and two-thirds vote to approve
 - *Dissolution—required of all 501(c)(3) organizations
- 

Not quite ready for prime time sample templates

- **Unvetted and unapproved**
Please do not distribute electronically and understand there may be options that are added or deleted
- **Document club's procedures**
Get started on document club procedures—may take longer than updating bylaws
- **Document club's procedures**
Get started on documenting club procedures, which may be a longer process than updating bylaws



Not fix it and forget it

- **Annual review**
- **Updates as needed, when needed**
- **Continuous improvement**





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Please reach out if you have questions along the way. It will help us to create better templates and guidance!



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