

**SOROPTIMIST INTERNATIONAL OF CAPISTRANO BAY**  
**DESERT COAST 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 Capistrano Bay.
- Section 2      The territorial limits of this club shall be the territorial limits of the Desert Coast Region.

**ARTICLE II**  
**OBJECTS**

Section 1

The objects of this club shall be

- (a) To pursue the vision that women and girls have the resources to reach their full potential and live their dreams;
- (b) To improve the lives of women and girls through programs leading to social and economic empowerment;
- (c) Serve as a global voice on issues of importance to women and girls;
- (d) Engage in any other lawful activities that further the exempt purpose of the club.

Section 2      Earnings

No part of the net earnings of any club shall inure to the benefit of or be distributed 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      Member Types

There shall be one type of members as defined in the Federation Bylaws: regular members. 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 will be deemed in good standing and as such may speak, make motions and vote.

( b ) Only members in good standing may be elected to or retain office.

( c ) Any member in good standing may serve as a delegate to the federation convention, region conference or district meeting.

### Section 3      Admission to Membership

Any member may invite for membership in this club an individual considered eligible. The new member shall be inducted into membership upon payment of all fees and dues and completion of all membership paperwork.

### Section 4      Attendance Requirements

To be in good standing, a member must attend at least 75 percent of meetings held during the club's fiscal year. Members may fulfill their attendance requirement by attending committee meetings, region conferences, district fall and winter meetings, leadership seminars and federation and international conventions (one make-up for each day in attendance) and meetings of other Soroptimist clubs. Attendance at a board meeting by non-board members or participation in special events will also fulfill attendance requirements.

### Section 5      Termination of Club Membership

Membership in the club may be terminated 1) by resignation; 2) for non-attendance; 3) failure to fulfill financial obligations within 60 days of the due date; 4) failure to maintain the requirements of membership; or 5) conduct which adversely reflects upon the Soroptimist organization.

No member may be terminated for reasons other than resignation without an opportunity for a hearing before the board of directors after 30 days' written notice to the member. If the board determines there are grounds for termination, it may terminate by a two-thirds vote. The decision of the board shall be final.

Failure to perform the duties of an office or board membership will be considered cause for removal from the position. Before action is taken, the board of directors will notify the officer or board member of the specific failures with which she is charged and will notify her of the opportunity to appear or answer. At the time and place of the hearing, the board may declare the office vacant on a two-thirds vote of the full board.

#### Section 6 Leave of Absence

A leave of absence may be granted by the board for a period of not more than six months in case of an applicant's illness, travels, temporary removal from the community or other just cause. The board may extend such leave provided no leave of absence exceeds a total of 12 consecutive months. A member on leave of absence shall pay all mandatory dues and fees.

#### Section 7 Honorary Recognition

The club may give honorary recognition to any person who has given distinguished and unusual service to the community, state or nation, or who has contributed notably to the position of women and girls. Any person so honored by the club shall have such rights and privileges as granted by the club and shall have no official status at any level of the Soroptimist organization.

## ARTICLE IV OFFICERS AND DIRECTORS DUTIES OF OFFICE

#### Section 1 Elected Officers

The officers of this club shall be president, president-elect, vice president, treasurer, recording secretary, corresponding secretary, public awareness chair, program chair, fund raising chair and membership chair.

#### Section 2 Duties

The **president** shall carry out the leadership and administrative responsibilities as set forth in the Soroptimist International of the Americas Club Guide and as directed by the board. In the year of the Federation convention, the president shall have the option to attend or nominate the Federation delegate or alternate.

The **president-elect** shall be responsible for duties as assigned by the president, including chairing the club meetings in the president's absence.

The **vice president** shall have such duties and powers as arise from membership on the board of directors and as assigned by the president of the board.

The **recording secretary** shall:

- keep the minutes of the meetings of the club and of the board;
- be custodian of the permanent records of the club;
- submit to the club the minutes of club meetings and the recommendations of the board;
- perform other duties as assigned by the president of the board.

The **corresponding secretary** shall:

- be in charge of the general correspondence of the club;
- will report correspondence to the club as necessary;
- perform other duties as directed by the president of the board.

The **treasurer** shall: carry out the responsibilities as set forth in the SIA Club Guide and as assigned by the president of the board. Two members of the board must sign all checks.

The **membership chair** shall oversee the Membership Recruitment and Retention Committee.

- she will be responsible for completion of all paperwork for new members; collection of the appropriate dues;
- coordination with the treasurer to assure proper dues payments;
- prompt notification to the board when a member has not met her financial or attendance obligations;
- other duties assigned by the president or the board.

The **fundraising chair** shall be responsible for the following objectives and strategies aligned to the Philanthropy pillar of SIA's and the region's strategic plan;

- increasing donations by encouraging clubs and members to financially support our global Dream Programs;
- increase donations and donors;
- oversee Club Fundraisers/committees to make sure they are inline with our club road map and club goals;
- improve our donor experience;
- solicit club and individual contributions in support of SIA Dream Programs.

The **public awareness chair** shall:

- increase awareness of our global Soroptimist brand by encouraging members to participate in and promote Dream Programs;
- raise awareness of Soroptimist by promoting public awareness tools, encourage brand consistency and support club visibility;
- assist all chairs, members and board to promote club activities and fundraisers;
- maintain updates to the club website.

The **program chair** shall:

- increase impact and engagement of the Live Your Dream Award, Dream it Be it and Dream Assist by providing support and resources for club participation and demonstrating impact;
- plan a minimum of four program meetings throughout the year for the club and guests;
- increase the number of women and girls reached through our Big Goal.

### Section 3      Vacancy in Office

In the event of a vacancy in the office of president, the president-elect shall become president. In the event of a vacancy in any other office, the board shall nominate a replacement. A majority vote of the club is required for approval of the board's nomination.

## **ARTICLE V NOMINATIONS AND ELECTIONS**

### Section 1      Nominating Committee

A nominating committee of three members shall be formed each February as follows: 1) the president shall appoint a chairperson; 2) the board shall elect a second member; and 3) the club shall elect a third member. Only one member of the committee may be a member of the Board of Directors.

The committee shall invite each member to suggest names for consideration.

The committee shall nominate one or more candidates for each office.

The consent of the nominee must be obtained before the name is placed in nomination.

The report of the nominating committee shall be read to the club at the meeting preceding the meeting when the election is held.

### Section 2      Elections

The election shall be held at the business meeting in April. The report of the nominating committee shall be read again at this meeting and additional nominations may be made from the floor.

Elections shall be by ballot for any office for which there is more than one nominee.

## **ARTICLE VI MEETINGS**

### Section 1 Meetings Format

All regular, business, special or annual meeting of the club's membership may be held in any format, including face-to-face, audio or video conferencing, or social media, or a hybrid of these formats, so long as all members of the club are able to hear each other. Members attending by distanced or virtual formats shall be included in the count to establish the quorum.

### Section 2 General Meetings

General meetings of the club will be held on the second Wednesdays of each month, except during July and December when the club will not meet. In addition to general meetings, a minimum of four program meetings will be scheduled throughout the year. All meetings will be held at a location selected by the club.

### Section 3 Special Meetings

The president or any three members of the board may call special meetings of the club. At least 48 hours' notice, either personal contact, written notice (including email), or by telephone shall be required for any special meeting.

### Section 4 Quorum

A majority of members present shall constitute a quorum.

## **ARTICLE VII BOARD OF DIRECTORS**

### Section 1 Composition

The Board of Directors shall consist of the club officers and one director, who will be the immediate past presidents of the club.

### Section 2 Duties

The Board of Directors shall have administrative control over the affairs, funds and property of the club, except that it may not modify any action taken by the club. It shall authorize payments from club funds within the budget; act upon resignations, terminations and disciplinary matters; receive reports of committees as necessary between business meetings of the club; submit policy recommendations to the club; and perform such other duties as the club, Region and Federation Bylaws and Rules may require.

Section 3 Regular Meetings

The board will meet regularly at the time and place determined by the board.

Section 4 Special Meetings

The president may call special meetings of the board as outlined in Article VI, Section 3. The business transacted at any special meeting shall be limited to that noticed in the call.

Section 5 Quorum

A majority of the board shall constitute a quorum.

**ARTICLE VIII  
COMMITTEES**

Section 1 Standing Committees

The following are standing committees of Soroptimist International of Capistrano Bay: Live Your Dream, Dream it, Be it and Dream Assist.

Section 2 Committee Responsibilities

The committees shall perform the duties set forth in these bylaws and such other duties as directed by the president, the board, or as prescribed in the parliamentary authority.

**ARTICLE IX  
DUES, FEES AND ASSESSMENTS**

Section 1 Annual Dues

Annual dues shall become due on July 1 in advance of the new fiscal year for which the dues are payable for all membership classifications, including life members. Annual dues will consist of all International, Federation, Region and District charges including dues and fees, Founders' Pennies and club liability insurance.

Section 2 Club Dues

Club dues become due on July 1 in advance of the year for which dues are payable for all membership classifications, except Life members. Club dues fund club operations. Current dues are reflected in the annual club budget.

## **ARTICLE X AUDIT**

An auditor appointed by the Board of Directors shall audit the treasurer's books within forty-five days of the close of the fiscal year. The auditor may be a member of the club who is not authorized to sign on any club checking account.

## **ARTICLE XI 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 by these bylaws, Desert Coast Region bylaws and standing rules, SIA bylaws and procedures.

## **ARTICLE XII AMENDMENTS**

### Section 1 Club Bylaws

Club bylaws may be amended at any regular business meeting of the club by a two-thirds vote of the members present at the meeting, provided notice of the amendment has been given at least fourteen days in advance of the next business meeting. Only members in good standing may vote. Amendments shall become effective immediately upon approval.

### Section 2 Federation or Region Bylaws

If an amendment to the federation or region bylaws requires a corresponding amendment to our bylaws, club bylaws shall be amended in order to conform.

## **ARTICLE XIII DISSOLUTION**

Upon the dissolution of the club, its governing body shall, after paying or making provisions for the payment of all 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 operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501©(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.



## APPROVAL

These bylaws were approved at the business meeting after proper notice was served.

Date: 12/29/21

Date: 12.3.21

Marie Sykes  
President

Patrick  
Recording Secretary

Revised 10/27/21  
Approved 11/10/21