



SOROPTIMIST

Best for Women

Soroptimist International of Billings

Club Bylaws 2005

INDEX

CLUB BYLAWS

SOROPTIMIST INTERNATIONAL OF BILLINGS, MONTANA

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SOROPTIMIST INTERNATIONAL OF BILLINGS

CLUB BYLAWS

Article I. PURPOSES AND RULES

Section 1. Purposes: The purposes for which the corporation is organized as stated in its Articles of Incorporation are:

- (a) To receive and administer funds and property to be used exclusively for religious, charitable, scientific, literary or educational purposes, within the meaning of Section 501 (C) (3) of the Internal Revenue code of 1954, all for the public welfare and for no other purposes, and to that end to exercise any and all and each power for which a nonprofit corporation exempt from taxation under the aforesaid Section 501 (C) (3) and organized under the Montana Nonprofit Corporation Act of the State of Montana for such purposes can be authorized to exercise, but not for any other purpose.
- (b) To provide cooperation in achieving the objectives of the Soroptimist International of the Americas (SIA) and the Northwest Region.
- (c) To assist SIA and the Northwest Region in the implementation and the carrying out of its various programs.

Section 2. Rules: The following rules shall conclusively bind the corporation and all persons acting for or in behalf of the corporation:

- (a) The corporation is organized exclusively for the purposes stated above.
- (b) No part of its net earnings shall inure to the benefit of any private member or individual.
- (c) No substantial part of the activities of the corporation shall consist in any manner whatsoever of carrying on prop-agenda or otherwise attempting to influence legislation, or of participating or intervening in any political campaign on behalf of any candidate for public office.
- (d) If, whenever, and so long as the corporation is a “private foundation” (as defined in Section 509(A) of the Internal Revenue Code, it shall distribute its income for each

become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and it shall be prohibited from the following:

- (e) engaging in any act of self dealing (as defined in Section 4941 (D) of the Internal Revenue Code;
- (f) retaining any excess business holdings (as defined in Section 4943 (C) of the Internal Revenue Code;
- (g) making any investments in such manner as shall subject it to tax under Section 4944 of the Internal Revenue Code;
- (h) making any taxable expenditures (as defined in Section 4945 (D) of the Internal Revenue Code;
- (i) the performance of any acts which would cause it to lose its tax-exempt status under Section 501 (A) of the Internal Revenue Code, or under the corresponding provisions of any subsequent federal tax laws.
- (i) In the event of the dissolution of the corporation, the assets of the corporation shall be dedicated or transferred only in accordance with its purposes, as stated herein;
- (j) The following transaction shall be specifically prohibited to the corporation:
 - (i) the loan of any part of the corporation's income or assets without the receipt of adequate security and a reasonable rate of interest (but under no circumstances shall a loan be made to any officer or director of the corporation);
 - (ii) the payment of any compensation, in excess of a reasonable allowance, for salary and other compensation for personal services actually rendered;
 - (iii) the making of any part of the corporation's services available on a personal basis;
 - (iv) the making of any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
 - (v) the sale of any substantial part of the corporation's property, for less than adequate consideration; or engaging in any other transaction which results in a substantial diversion of the corporation's income or assets, to any of the members, incorporation or directors of the corporation, any person who shall have made a substantial contribution to the corporation, a member of the family of any such person, or a corporation controlled by any such person.

- (l) The corporation, its directors, officers and members shall at all times act in accordance with the bylaws, regulations and policies of the Soroptimist International of the Americas (SIA);
- (m) Nothing contained in these bylaws shall authorize or empower the corporation to perform or engage in any acts or practices which would cause the corporation to lose its status as a tax-exempt organization within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

Article II. NAME OF CLUB AND TERRITORIAL LIMITS

- Section 1. The name of this club shall be Soroptimist Interational of Billings,
- Section 2. The territorial limits of this club shall be the territorial limits of Northwest Region.

Article III. ADMISSION TO MEMBERSHIP

- Section 1. Any member of this club may propose for membership any individual considered eligible. The member will submit the name(s) of prospective member(s) to the Growth and Development Committee which will determine eligibility. Growth and Development will present the name(s) to the Board of Directors and invite the prospective member(s) to an orientation meeting. Growth and Development will send an “invitation to membership” to the prospective member(s) that attend the orientation meeting. The prospective member will have thirty (30) days to respond to the invitation unless an extension is granted by the Board of Directors. After the prospective member(s) has responded, the President will schedule an induction within thirty (30) days and will notify the prospective member(s) of the scheduled induction. After induction, the new member(s) will be assigned a committee.
- Section 2. The new member(s) shall be enrolled upon receipt of acceptance of the invitation to membership, payment of all fees and dues, and transmittal of Federation new members’ fees and Form 5008 to Federation Headquarters.

Article IV. CLUB OFFICERS AND DIRECTORS.

- Section 1. The officers of the club shall be a president, a president-elect, a secretary, and a treasurer. The Board of Directors will consist of the officers and the immediate Past President.
- Section 2. All officers and directors shall assume duties on the first day of July.

- Section 3. The officers and directors shall constitute the Board of Directors. The officers of the club shall be the officers of the Board of Directors.
- Section 4. The **President** as chief officer shall:
- (a) direct the conduct of business of the club;
 - (b) preside at meetings of the club and of the Board;
 - (c) appoint all committees unless otherwise provided in the rules or in the motion authorizing the committee;
 - (d) be an *ex officio* member of all committees except nominating; and
 - (e) sign all checks.
- Section 5. The **President-elect** shall:
- (a) have such duties and powers as arise from membership on the Board of Directors or as assigned by the President or the Board; and
 - (b) in the absence or unavailability of either the President or the Treasurer, sign all checks.
- Section 6. The **Secretary** shall:
- (a) keep the minutes of the meetings of the club and of the Board;
 - (b) be custodian of the permanent records of the club; and
 - (c) submit to the club the minutes of the club business meeting and the recommendations of the Board.
- Section 7. The **Treasurer** shall:
- (a) receive all funds of the club and deposit them in the financial institutions authorized by the Board;
 - (b) sign all checks;
 - (c) make remittances required by Federation Bylaws and standing procedures;
 - (d) send a notice to any member who has not met any financial obligation thirty (30) days from due date;
 - (e) pay authorized bills;
 - (f) maintain a roll of the membership; and
 - (g) serve as Chairman of the Finance Committee.
- Section 8. The **Directors** shall have such duties and powers as arise from membership on the Board of Directors or as assigned by the President or the Board.

Article V. ELIGIBILITY FOR OFFICE AND TERM OF OFFICES.

- Section 1. The Federation Bylaws, Article V, Section 5.02, Entitlements, states: Only a regular member in good standing may be elected to and retain any club

office or serve as a delegate or alternate to a convention, conference, or fall meeting. (Not amendable except by Convention action.)

Section 2. All officers shall hold office for one year or until their successors are elected. They shall not be eligible for more than two (2) consecutive years in the same office.

Article VI. VACANCY IN OFFICE.

Section 1. In case of a vacancy in the office of the President, the President-elect shall become President. Other vacancies shall be filled in the following manner: Board of Directors shall act as the Nominating Committee and shall report at the next business meeting or at any special meeting called for the purpose. Nominations may then be made from the floor, and the club shall elect.

Section 2. A resignation of an officer or Director shall be sent to the President, who shall present it to the Board for action.

Article VII. NOMINATION AND ELECTION.

Section 1. By the first business meeting in February, a Nominating Committee of three (3) regular members shall be chosen as follows: the President shall appoint the Chairman, the Board shall elect a second member, and the club shall elect a third member.

Section 2. The Committee shall invite each member to suggest names for consideration in writing.

Section 3. The Committee shall nominate one or more candidates for each office.

Section 4. The consent of a nominee must be obtained before the name is placed in nomination.

Section 5. The report of the Nominating Committee shall be held at the business meeting in March.

Section 6. 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.

Section 7. Elections shall be by ballot for any office for which there is more than one nominee.

Article VIII. BOARD OF DIRECTORS AND MEETINGS.

- Section 1. The Board of Directors shall have administrative control over the affairs, funds, and property of the club, except that of modifying any action taken by the club. It shall authorize payments from club funds within the budget, excepting undesignated funds or funds for projects not designated, the disposition of which shall be determined by vote of the club; receive reports of committees as may be necessary between business meetings of the club; submit policy recommendations to the club; authorize up to 15% on over-budgeted expenses from "unrestricted reserve" from the general fund; and perform such other duties as the club, region, federation, or these procedures may require.
- Section 2. A Board meeting shall be held each month at a time and place designated by the Club President.
- Section 3. Special meetings of the Board may be called by the President and shall be called upon written notice of at least three (3) members of the Board. At least twenty-four (24) hours' notice, personal, written, or by telephone, shall be given. The business transacted at any special meeting shall be limited to that mentioned in the notice or call.
- Section 4. A majority of the Board of Directors shall constitute a quorum.

Article IX. CLUB MEETINGS.

- Section 1. Business meetings of the club shall be held on the second Thursday of each month unless otherwise designated by the President. Program/Committee meetings of the club will be held on the fourth Thursday of the month unless otherwise designated by the President, or on the following:
- a. There will not be a Program/Committee meeting in June, July, August and December; and
 - b. The November Program/Committee meeting will be held on the third Thursday in November.
- Section 2. The business meeting in June shall be the annual meeting and shall be for the purpose of receiving reports of officers, the Board of Directors, and committees, and for any other business that may arise.
- Section 3. Special meetings of the club may be called by the President and shall be called upon written request of at least three (3) regular members of the club. At least forty-eight (48) hours' notice, personal, written, or by telephone, shall be given for any special meeting. The business to be

transacted at any special meeting shall be limited to that mentioned in the notice or call.

Section 4. The club shall select the place for regular meetings except in the cases where it delegates this responsibility to the Board or to a committee.

Section 5. Twenty-five percent (25%) of the voting members of the club shall constitute a quorum.

Article X. LEAVE OF ABSENCE.

Section 1. A leave of absence may be granted by the Board for a period of not more than six (6) months, in case of applicant's illness, travels, temporary removal from community, or other just cause. The Board may extend such leave provided no leave of absence exceeds a total of eighteen (18) consecutive months.

Section 2. All mandatory fees and dues must be paid by a member on leave of absence.

Article XI. CLUB DUES AND FEES.

Section 1. Annual dues become due on June 15 of each year and are as follows:

Regular	\$100.00
Life	\$ 50.00

Section 2. The initial membership dues for any new member joining the club after January 1 of each year is the sum of fifty dollars (\$50.00) for the partial club year.

Section 3. Club dues include Founder's Pennies, Fellowship, Venture, Vo-Tech, club liability insurance, and local, regional, international Federation dues and assessments, mandatory registration fees to District, Region, Federation and Quadrennial Conferences.

Section 4. New member fee: A one-time new member fee of fifteen dollars (\$15.00) will be assessed each new member, in addition to dues, regardless of whether the initial dues are for a full year or partial club year.

Section 5. Failure to pay dues prior to June 25 shall result in termination of membership; however, any member in good standing at time of termination for nonpayment of dues is automatically reinstated upon payment of the annual dues in full plus the Federation late fee of ten dollars (\$10.00).

Article XII. FISCAL YEAR.

The fiscal year of the club shall be from July 1 to June 30 of each year.

Article XIII. BUDGET AND AUDIT.

Section 1. The club budget shall be approved by the membership not later than the June business meeting for the ensuing fiscal year.

Section 2. The Treasurer's books shall be audited within forty-five (45) days of the close of the fiscal year by a committee of two (2) club members appointed by the President.

Section 3. GENERAL FUND

(a) Restricted Reserves – The club will establish and maintain funds equal to 50% of the approved annual operating budget, but not less than \$2500 at all times in a CD or Money Market account.

(i) Excess funds – Should additional funds be available at the end of the club's fiscal year (6/30), up to \$2000 shall be set aside for Delegate Expense in the coming year with any remaining funds thereafter being placed in 'unrestricted reserve'.

(ii) Insufficient funds – If funds are not available to meet the 50% 'restricted reserve' requirement, the difference will be transferred from 'unrestricted reserve' funds still available and/or 'funds not designated' from the previous year's budget. If sufficient funds are not available from either of these sources, the club will have an assessment (funds short divided by the number of members as of 6/1. The assessment will be part of the dues statement sent to each member and payable by 6/15).

(iii) Use of the club's 'restricted reserve' funds requires Board approval and a two-thirds (2/3) vote of the members.

(b) Unrestricted Reserve – These funds are not the same as 'funds not designated' and are not calculated in the annual operating budget. These funds are to be held in a Money Market or Savings account. If funds are available:

(i) Up to 15% can be made available to cover over budgeted items in the club's operating budget. Board approval is required.

(ii) Over budgeted items greater than 15% require Board approval and a majority vote of the members at the next regular business meeting.

(c) Delegate Expense – Funds for delegate expenses are generated by Internal Fund Raisers and/or excess funds up to \$2000 transferred from the previous year's 'unrestricted

reserves'. Funds raised by the club's internal fund raising efforts are to be applied to the following year's delegates expense to a maximum of \$2000 with remaining funds being made available to other club members wishing to attend. Covered expenses for delegates will include, in the following order:

- (i) District Meeting and Regional Conference
 - 1) Meal packets for 2 delegates
 - 2) Accommodation – 1 room shared by 2 Delegates
 - *Friday & Saturday nights – District Meeting except when held in Billings
 - **Thursday (if applicable), Friday & Saturday nights – Regional Conference expect when held in Billings
 - 3) Transportation allowance of 25 cents per mile for 1 vehicle, calculated as follows:
 - *District Meeting – a maximum of 750 miles
 - **Regional Conference – a maximum of 2250 miles
- (ii) Federation Convention (held alternate years)
 - 1) \$150 shall be set aside annually to assist 1 delegate with expenses
 - 2) A total of \$300 will be made available for 1 delegate.

(d) Other Member Expenses – Should additional Funds be available after delegate expenses are met for District Meeting, Regional Conference, and in years when applicable, Federation Convention, they are to be used for other club members wishing to attend District Meeting and Regional Conference. Funds are to be divided equally between the meeting and conference and are to be used as follows:

- (i) Registration fees -
Up to \$100 per meeting/conference except when the function is held in Billings, then a maximum of \$200 will be allowed.
- (ii) Meal packets and accommodations –
Funds are to be divided equally by members attending to assist with meal and accommodation expenses.

Members using club funds to participate in District Meetings and Regional Conferences are expected to attend ALL business sessions and at least one workshop. They are expected to assist the club's delegates in any way possible.

NOTE: The following estimates were used in calculating convention expenses –

- 1) Meal packets @ \$100 per delegate - \$400
- 2) Hotel accommodations for delegates @ \$100 per room per night - \$500
- 3) Transportation as previously specified
 - a) District Meeting - \$587.50
 - b) Regional Conference - \$1062.50
 - c) Federation Convention - \$150

Section 4. SERVICE FUND

- a) Restricted Reserve – A maximum of \$2500 can be carried forward for use the following year. These funds shall be kept in a CD or Money Market account.
- b) Remaining Funds – All funds in excess of \$2500 must be used toward service projects, designated or undesignated, or be earmarked for start up costs for upcoming projects.

Article XIV. BONDING OF THE TREASURER

Section 1. The Treasurer shall be bonded

Article XV. PARLIAMENTARY AUTHORITY

Section 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 the SI Constitution, SIA Bylaws and Procedures, Region Bylaws and Records of Policies, or these Club Bylaws.

Article XVI. AMENDMENT OF CLUB BYLAWS.

These Bylaws may be amended at any regular meeting of the club by two-thirds (2/3) vote of the members, provided notice of the amendment has been given at the preceding business meeting.