



# Club Bylaws

# You might need new club bylaws if:

- Your new members don't know you have them.
- Your seasoned members don't follow them.
- Your original is written on a typewriter.
- You can't find them!!





# Why are Bylaws necessary?

➤ **Think of them as:**

➤ **A road map**

That sets the club

On the way to

A successful meeting.

➤ **Or as a way to:**

➤ **Make sure everyone has a “voice” (once only)**

➤ **Keep the meeting on track.**



# Where do bylaws fit in the legal hierarchy of Soroptimist?

- Laws come first! (International, federal, state and local)
- SI Charter
- SI Constitution
- SIA Bylaws
- Region Bylaws
- **Club Bylaws**
  - Rules of order
    - Club specific rules of order
    - Parliamentary Authority
    - Standing Rules
    - Custom



# What does this mean?

- ▶ Club bylaws **cannot**
  - ▶ Be in conflict with any of the provisions of the “higher” authorities.
  - ▶ Expand the scope of allowable activities.

Club bylaws **can** define how activities are done.



# Let's look at a Sample of Club Bylaws

➡ Yellow highlight=**necessary sections**

➡ Blue highlight= *beneficial sections*



# What's necessary/desirable for club bylaws?

## ARTICLE I

### Name and Territorial Limits

Section 1. The name of this club shall be Soroptimist International of **(insert club name)**.

Section 2. The territorial limits of this club shall be that territory designated as **(insert name of 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) to serve as a voice on issues of importance to women and girls; and
- d) engage in any other lawful activities that further the exempt purpose of the club.

Section 2. No part of the net earnings of any Club shall inure to the benefit of, or be distributable 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, may speak, make motions and vote.
- b. Only **(insert membership types)** members in good standing may be elected to or retain office. Any member in good standing may serve as a delegate to federation convention, region conference, or district meeting.



**Section 3. Admission to membership.**

**(Include provisions for how members are accepted in the club and when membership becomes effective.)**

**Section 4. Termination of Club Membership**

**(If the club has procedures for termination of club membership, include them in this section.)**

**Section 5. Leave of absence.**

**(If the club has adopted leave of absence rules, include them in this section or in Section 4.)**

**Section 6. Honorary recognition.**

**(If the club has adopted special honorary recognition procedures, include them here. This may include recognition of long standing members as determined by the club.)**



## ARTICLE IV Officers

### Section 1. Elected Officers.

(The officers shall be a president, secretary, treasurer, and such additional officers and/or directors as the club may provide.)

### Section 2. Eligibility.

(Include any eligibility requirements for holding office.)\*

### Section 3. Term of Office.

(Elected officers shall hold office for \_\_\_\_\_ year(s) beginning (month and day) or until their successors are elected. They shall be eligible for no more than \_\_\_\_\_ consecutive years in the same office.)

### Section 4. Removal from Office.

(If the club has procedures for removal of officers from office, include them here.)

### Section 5. Vacancy in Office.

(If the club has procedures for filling vacancies in office, include them here.)

### Section 6. Duties.

(If the club has procedures for specific duties for their officers, include them here. Otherwise, this can be a simple generic statement that, "Officers shall perform the duties provided in these bylaws and such other duties as prescribed for the offices in the adopted parliamentary authority." Also include a provision for bonding of treasurer, if the club has such a requirement.)

\* If club has a requirement before being eligible to hold office (membership at least 1 year 2 years etc. must be



## ARTICLE V Nominations and Elections

### Section 1. Nominating Committee.

(If the club uses a nominating committee, include how the committee will be constructed; whether elected or appointed; and any specific duties, such as when it reports.)

### Section 2. Election.

(Include procedures for conducting the election and the vote required to elect.)

## ARTICLE VI Meetings

### Section 1. Regular meetings

Unless otherwise ordered by the club, regular meetings will be held on (when) at (where). (Clubs shall hold a minimum of one meeting each month except during regularly scheduled vacation periods of the club. Time the meeting is to be called to order should be in the standing rules.)

### Section 2. Regular business meetings

(If the club designates a particular regular meeting as its business meeting, include that designation here. Also, if the club adjourns for summer months, include the inclusive dates of adjournment here.)

### Section 3. Special meetings.

Special meetings may be called by the president and shall be called upon the written request of at least \_\_\_\_\_ active members of the club. At least \_\_\_\_\_ hours notice (personal, written, or telephoned) shall be given each member. The business to be transacted at any special meeting shall be limited to that noticed in the call

### Section 4. Annual meetings.\*

(Include the regular business meeting which has been designated as the annual meeting for the purpose of receiving reports of officers, board of directors, and committees and for any other business that may arise .)

### Section 5. Quorum.

(Include the quorum established for the meetings of the club.)

\*This could also be the meeting for elections.

## ARTICLE VII Board of Directors

### Section 1. Composition.

(Include listing of those who constitute the board of directors. This should only include those who have a vote on the board. Others who attend the meeting as advisors, such as the parliamentarian, may also be listed in this section in a separate sentence.)

### Section 2. Duties.

(This can be a simple statement that between business meetings of the club the board has administrative authority over the affairs, funds, and property of the club, except that of modifying any action taken by the club.)

### Section 3. Regular Meetings.

(Include when and where regular meetings will be held.)

### Section 4. Special Meetings.

Special meetings may be called by the president and shall be called upon the written request of at least \_\_\_\_\_ members of the board. At least \_\_\_\_\_ hours notice (personal, written or telephoned) shall be given. The business transacted at any special meeting shall be limited to that noticed in the call.

### Section 5. Quorum.

(Include the quorum that has been established for board meetings.)

This is for the Executive Board if they meet at a different day and time from the Regular Club meetings.

## ARTICLE VIII Committees

Section 1. (List standing committees if the club chooses to have them.)

Section 2. Responsibilities.

(This can be a generic statement that committee 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. It is not necessary to detail specific duties of each committee in the bylaws, unless the club wishes to do so.)

## ARTICLE IX Dues, Fees and Assessments

Section 1. Fiscal Year. The fiscal year shall be (month and day) through (month and day).

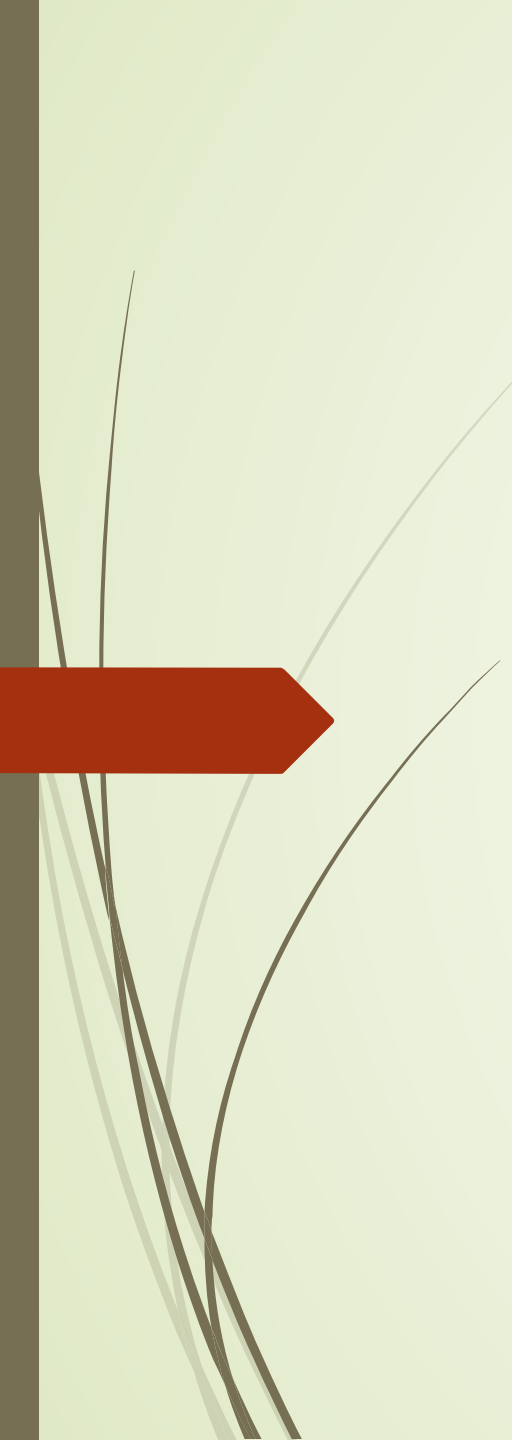
Section 2. Annual Dues and Fees.

(The club can: 1) Include annual total dues and any additional fees and DATE due so that the members will know exactly what their financial obligations are; 2) make a notation that dues are due on (DATE) and point members to where the current dues/fees can be found in other club documents; or 3) state that club dues are xx and fees are xx, plus applicable international, federation, and region dues .)

Section 3. Assessments.


(If the club has adopted procedures for assessing their members periodically, the authority to do so should be included here. Actual assessment amounts may be included in the club's standing rules.)





If your state requires a  
conflict of interest clause...

*This wording may work:*



A conflict exists if a Member has a direct or indirect financial interest (may benefit financially from a transaction between the Club and this Member, their family or business) or a personal interest such as when a Member of the Club is also a Board Member of another nonprofit or for profit entity in the community with which the Soroptimist club collaborates or conducts business.

Members should annually disclose and promptly update any disclosures to the Club President and Secretary in writing and specifically identify the family member, business or investment holdings or position in any other Organization Affiliations. The Member should recuse oneself from discussion of and voting on conflicted relationships, endeavors and transactions.



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, (name of region) bylaws and standing rules, or the SIA bylaws and procedures.

ARTICLE XI  
Amendments

(Include procedure for amending the bylaws. This should include as a minimum previous notice of a proposed amendment and two-thirds vote to adopt a proposed amendment.)





## ARTICLE XII Dissolution

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

The entire language is required in this paragraph



# Questions?

The Good

The Bad

The UGLY.... As promised.