

SOROPTIMIST INTERNATIONAL OF GREAT NORTH KITSAP Club Bylaws

Adopted November 2016

ARTICLE I Authority and Governing Rules

1. Authority.

These Bylaws are adopted by the Voting Members of Soroptimist International of Greater North Kitsap ("**SIGNK**" or "the **Club**") pursuant to the Revised Code of Washington ("**RCW**") Section 24.03.070 and section 23, page 9, of the SIGNK Bylaws as revised in May 2015, which Bylaws are hereby superseded.

2. Rules.

The rules contained in *Robert's Rules of Order*, as updated from time to time, shall be used in any instance as guiding principles for any procedures of SIGNK to which such rules may be applicable and are not inconsistent with these Bylaws.

ARTICLE II Purpose of the Club

SIGNK's purpose is to promote the advancement of women and girls through volunteer service to the community, to serve as a global voice on issues of importance to women, and to engage in any other lawful activities that further the mission of the Club.

ARTICLE III Name of Club and Territorial Limits

The name of this Club shall be "Soroptimist International of Greater North Kitsap." Within the Club's documents and among its members, the name may be abbreviated as SIGNK. The territorial limits of this Club shall be comprised within the limits of the North-West Region of Soroptimist International of the Americas ("**SIA**.")

Article IV Voting Members and Meetings

1. Voting Members.

- a. The "**Voting Members**" of SIGNK are members in good standing, whose participation meets the requirements set by the Club and who may speak,

make motions, vote, serve on committees, participate in volunteer activities, and make donations of time and/or monies.

- b. A member shall be deemed in good standing if all requirements for membership as prescribed by Soroptimist laws have been met and if her financial obligations are current. Additionally, a member in good standing shall behave and comport herself in a manner that reflects positively on SIGNK and its community reputation, as outlined in the SIGNK Code of Conduct as reflected in the Procedures Manual.

2. Location of Meetings of Voting Members.

Meetings of Voting Members may be held at such place as may be designated in the notice of the meeting.

3. Special Meetings.

Special meetings of the Voting Members may be called by the President or by the Board of Directors with three (3)-days' prior notice.

4. Notice of Meetings.

A written notice stating the time and place of any routine or special meetings of the Voting Members shall be delivered personally, or electronically transmitted in accordance with RCW 24.03.009, or mailed, postage prepaid, to each Voting Member at her address as the same appears in the records of SIGNK. A notice of any special meeting of Voting Members shall also state the purpose(s) of such meeting.

5. Voting.

In matters put to a vote at any meeting of the Voting Members, Voting Members may vote in person or by proxy or by written ballot. A written ballot may be returned by mail or by electronic transmission.

6. Quorum.

Meetings may be held with a small number of members in attendance, but any action requiring a vote shall also require a quorum: 50 percent plus one of the Voting Members of the Club shall constitute a quorum at regular and special meetings.

7. Proxies.

Any Voting Member may authorize another person to act as her proxy for the exercise of voting rights. The Voting Member granting the proxy may revoke a proxy at any time. All proxies shall be in writing signed by the Voting Member granting the proxy and must be delivered to the Recording Secretary of SIGNK at or before the meeting or election where the proxy is to be exercised. Such writing may be electronic and the signature requirement is waived when the writing is delivered from the Voting Member's e-mail address on file. A written proxy must state the

name of the person who is entitled to vote the proxy, the name of the Voting Member giving the proxy, and shall specify the time period or specific purpose for which the proxy is valid.

ARTICLE V

Directors and Meetings

1. Board of Directors and Officers.

- a. The business and affairs of SIGNK shall be managed and conducted by the Board of Directors ("**Board**") and Officers. Minimally, the Board must consist of a President, Vice President, Secretary, Treasurer and Past President.
- b. The Board of this Club may also include any or all of the following positions: President-Elect, Correspondence Secretary, Recording Secretary, Treasurer-Elect, Membership Chair/Director, Program Chair/Director and/or a non-voting Delegate.

2. Eligibility for Office and Term of Offices.

- a. Only a 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 SI meeting.
- b. To be eligible for the office of President, the member shall have served on the Board of Directors. If no candidate meeting the eligibility requirements will accept nomination, another member may be selected as a nominee for the office of President.
- c. Potential board members shall have been a member in good standing for at least one year, or have similar and relevant experience in another SI club.
- d. All Officers of this Club shall hold offices for one year or until their successors are elected. A member who serves more than six (6) months in office shall be deemed to have served a term.

3. Duties of Officers.

All Officers and Directors shall constitute the Board of Directors. All Officers and Directors shall assume duties on the first day of July and shall serve a term of one (1) year. The Board will consist minimally of the following positions with the duties for each office:

- a. The **President** shall serve as chief officer, and, using the Soroptimist Club Guide and Laws Book, shall manage the overall needs and tasks of the Club.
- b. The **Recording Secretary** shall record any meetings of the Club.
- c. The **Treasurer** shall handle all financial needs and duties of the Club.

- d. Additionally, the Club may nominate an **SI Delegate**, a non-voting position that serves as advisor to the board and membership for any SI matters.

4. Vacancy in the Office.

In the event of a vacancy in a Board position, the Board of Directors shall appoint a replacement to complete the term.

5. Board of Directors and Meeting.

- a. The Board of Directors shall have administrative and fiduciary control over the affairs, funds, and property of the Club, except that of modifying any action taken by the Club. It shall: (i) authorize payments from Club funds within the established budget; (ii) act upon invitations to membership, resignations, terminations, and disciplinary matters; (iii) receive reports of committees as may be necessary between business meetings of the Club, Region, Federation, or as these Bylaws may require.
- b. The Club shall purchase an annual liability insurance policy for the Board.
- c. Unless otherwise directed by the Club or the Board, regular meetings of the Board shall be held once a month.
- d. Special meetings of the Board may be called by the President with two (2) days' notice or may be called upon the written request of at least three members of the Board. The business transacted at any special meeting shall be limited to that mentioned in the notice given to each Board member. Notice shall be delivered to members pursuant to Article IV, Paragraph 4, above. Special meetings shall be recorded in the minutes but may or may not be distributed to the membership, as determined by a majority vote of Board members who participated in the special meeting.
- e. A simple majority of the Board of Directors shall constitute a quorum.

6. Club Meetings

- a. SIGNK membership meetings are held twice a month; generally, one is a program meeting and one is a business meeting.
- b. Special meetings of the Club may be called by the President and/or upon the written request of at least three active members of the Club. The business to be transacted at any special meeting shall be limited to that mentioned in the call. Three days' notice shall be given to each member for any special meeting in the manner prescribed under Article IV, Paragraph 4, above.

7. Committee Meetings

- a. SIGNK shall have such standing committees to which the members may choose to be involved, as created by the Board from time to time. The Board

shall create, or cause to be created, specific operating details for each committee, which shall be set forth in the Procedures.

- b. Committee meetings shall be regularly scheduled to reflect the timely performance of the duties spelled out in the committee's purpose statements. All committee meetings shall be noticed to the full membership; any member may attend any committee meeting.

8. Location of Meetings of Board of Directors.

Meetings of the Board of Directors may be held at any place within North Kitsap.

9. Use of Communications Equipment.

Meetings of the Board of Directors may be held by use of telephonic or other electronic equipment, so long as all directors participating in the meeting can hear one another. Each person accepting a position on the Board of Directors agrees that any meeting of the Board may be recorded, with or without specific notice of recording having been given.

10. Terminations and Removal from Office.

- a. The following shall be reason for termination of membership in the Club:
 - i. Resignation;
 - ii. Failure to fulfill financial obligations within 60 days of due date;
 - iii. Failure to maintain the requirements for membership;
 - iv. Conduct which adversely reflects upon the Soroptimist organization, and/or which violates the SIGNK Code of Conduct, which is part of the Standard Operating Procedures.
- b. Other than for resignation, membership may not be terminated without an opportunity for a hearing before the Board of Directors and following 30 days' written notice to the member. The President shall study the facts and make a determination of whether sufficient grounds exist for termination. If the President determines sufficient grounds exist, she shall present her findings to the full Board for discussion and a formal vote. A supermajority representing seventy-five percent (75%) of all Board members shall be required to approve an individual's membership termination. The decision of the Board shall be final. Careful minutes of the action shall be recorded, but shall not be shared with the membership out of respect for the individual under review.
- c. The Club Board of Directors shall have authority to remove from office any elected officer, Board member or committee chair either for or without cause, whenever in the judgment of the Board the best interests of the Club will be served. Removal shall occur only upon approval of a Supermajority vote of seventy-five percent (75%) of all Board members, exclusive of the person being removed, and only after the member is given an opportunity to be heard at a meeting of the Board of Directors.

**ARTICLE VI
Club Dues and Fees**

- a. Annual local Club dues shall become due to SIGNK on June 1st of each year and must be paid to SIA by June 30th. Annual dues collected are based on the current rates as set by SIA. Any increases as recommended by the Board shall require a 2/3 membership vote.

- b. The fiscal year of the Club shall be from July 1st to June 30th.

**ARTICLE VII
Dissolution**

The Club may be dissolved pursuant to the requirements specified in RCW 24.03.220 through 24.03.245, inclusive, as amended from time to time.

**Article VIII
Amendments**

These Bylaws may be amended or repealed, and new bylaws may be adopted, by a majority vote of the Board at any meeting of the Board of Directors, or by a two-third majority vote of the Voting Members at any meeting of Voting Members, for which notice of the proposed amendment, repeal or new bylaw has been given to the directors or to Voting Members along with the notice of meeting as set forth above.

Club Procedures, which are separate to these Bylaws, may be reviewed and updated periodically by the Board of Directors without a general membership vote.

CERTIFICATE OF SECRETARY

I certify that the foregoing Bylaws of SIGNK were duly adopted by the Voting Members on _____.

SIGNK Secretary