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2026 Proposed Amendments to the SIA Bylaws

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PROPOSAL #1: To update qualifications and eligibility to serve as SIA Board Director

PROPOSED BY: The SIA Board of Directors

AMEND ARTICLE VIII BOARD OF DIRECTORS, Section 8.03 Qualifications and Selection by striking “club president” and inserting “a region board officer or director or has had previous service on the SIA Board”.

CURRENTLY READS	PROPOSED AMENDMENT	IF AMENDED, WOULD READ
<p>Section 8.03 <u>Qualification and Selection</u>. Each Director of the Federation shall be a natural person (an individual, not a corporation or other entity) of full age. A regular member of a club in the Electoral Area who has served as club president is eligible to be elected to the Board from that Electoral Area, provided that she will not be a Region Governor or hold any other elected office at the region or club level during the term on the Board. There must be a break of at least 12 months between the elected term as a Director and any prior service on the Board.</p>	<p>Section 8.03 <u>Qualification and Selection</u>. Each Director of the Federation shall be a natural person (an individual, not a corporation or other entity) of full age. A regular member of a club in the Electoral Area who has served as club president a region board officer or director, or has had previous service on the SIA Board is eligible to be elected to the Board from that Electoral Area, provided that she will not be a Region Governor or hold any other elected office at the region or club level during the term on the Board. There must be a break of at least 12 months between the elected term as a Director and any prior service on the Board.</p>	<p>Section 8.03 <u>Qualification and Selection</u>. Each Director of the Federation shall be a natural person (an individual, not a corporation or other entity) of full age. A regular member of a club in the Electoral Area who has served as a region board officer or director, or has had previous service on the SIA Board is eligible to be elected to the Board from that Electoral Area, provided that she will not be a Region Governor or hold any other elected office at the region or club level during the term on the Board. There must be a break of at least 12 months between the elected term as a Director and any prior service on the Board.</p>

RATIONALE: When the current SIA Board structure was created in 1991, club leadership was viewed as the primary preparation for Board service. Since then, the role of regions has expanded significantly. Regions now play a critical part in advancing SIA’s mission, strengthening alignment, and providing valuable insight into the diverse needs of clubs across the Federation. Region leaders work closely with both clubs and the Federation and offer a broader perspective on organizational challenges, opportunities, and cultural differences. As SIA’s work has become more collaborative and data-informed, leadership experience at the region level provides essential understanding of the organization beyond an individual club. Requiring or valuing region leadership experience helps ensure that candidates for the SIA Board bring the wider knowledge, strategic awareness, and cross-regional understanding needed to lead effectively in a complex, multi-country Federation.

FINANCIAL IMPACT: None.

PROPOSAL #2: To update qualifications and eligibility to serve as SIA President-elect

PROPOSED BY: The SIA Board of Directors

AMEND ARTICLE VI OFFICERS; EXECUTIVE DIRECTOR, Section 6.02 Election and Term of Office by striking “who will be on the Board on September 1st, as well as those members who will be retiring on September 1st” and inserting, “currently on the Board, and those members joining the Board September 1st with prior service on the Board in the past three years” and striking “except herself and the President-elect” and inserting the “The President and the President-elect shall not be eligible for election.”

CURRENTLY READS	PROPOSED AMENDMENT	IF AMENDED, WOULD READ
<p>Section 6.02 <u>Election and Term of Office</u>. Prior to September 1st each year and after the members of the Board of Directors for the forthcoming fiscal year have been elected, the President shall invite every member who will be on the Board on September 1st, as well as those members who will be retiring on September 1st, except herself and the President-elect, to stand for election for the office of President-elect. Those interested shall reply by an established date, and a mail ballot vote shall be taken of clubs in good standing. When three or more candidates are on the ballot, each voting club shall use preferential voting by ranking the preference for each candidate on the ballot. The person receiving a majority of votes cast shall be elected President-elect for the forthcoming fiscal year.</p>	<p>Section 6.02 <u>Election and Term of Office</u>. Prior to September 1st each year and after the members of the Board of Directors for the forthcoming fiscal year have been elected, the President shall invite every member who will be on the Board on September 1st, as well as those members who will be retiring on September 1st currently on the Board, and those members joining the Board September 1st with prior service on the Board in the past three years, except herself and the President-elect to stand for election for the office of President-elect. The President and the President-elect shall not be eligible for election.</p> <p>Those interested shall reply by an established date, and a mail ballot vote shall be taken of clubs in good standing. When three or more candidates are on the ballot, each voting club shall use preferential voting by ranking the preference for each candidate on the ballot. The</p>	<p>Section 6.02 <u>Election and Term of Office</u>. Prior to September 1st each year and after the members of the Board of Directors for the forthcoming fiscal year have been elected, the President shall invite every member currently on the Board, and those members joining the Board September 1st with prior service on the Board in the past three years, to stand for election for the office of President-elect. The President and the President-elect shall not be eligible for election.</p> <p>Those interested shall reply by an established date, and a mail ballot vote shall be taken of clubs in good standing. When three or more candidates are on the ballot, each voting club shall use preferential voting by ranking the preference for each candidate on the ballot. The person receiving a majority of votes cast shall be elected President-elect for the forthcoming fiscal year.</p>

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RATIONALE: The SIA Board functions differently from club and region boards. As a strategic, policy-making body for a diverse, multi-cultural, and multi-lingual organization, the SIA Board establishes policy and entrusts SIA Headquarters with administering and implementing that policy. In contrast, club and region boards both set policy and serve as the operational workforce that carries it out.

Individuals newly elected to the SIA Board—who have not yet taken their seats and may have no recent SIA Board experience—often lack familiarity with the Board’s internal rules, governance expectations, and the full scope of its responsibilities. This presents challenges for candidates seeking the role of SIA President-elect, a position that requires sufficient understanding of Board operations and readiness to assume the presidency at any time in the event of an absence or vacancy. New Board members may therefore be at a disadvantage and unable to make fully informed decision about the demands of the role.

Requiring prior service on the SIA Board—either as a current member or as a recently returning member within three years—ensures that candidates for President-elect possess the necessary background, experience, and awareness of the Board’s work. This requirement better prepares candidates to step into the President’s role earlier than expected if needed, and to effectively lead a complex, multi-cultural, and multi-lingual Board environment.

CONFORMING CHANGES: If Proposal 2 is approved by the clubs through the mail ballot, the following conforming changes would be made to the SIA Bylaws in Section 6.09 (c)(ii), which covers how vacancies are handled if there are concurrent vacancies in the offices of President and President-elect.

PROPOSAL #2.A. Bylaws section 6.09 Vacancies, sub-section (c)(ii):

CURRENTLY READS	PROPOSED AMENDMENT	IF AMENDED, WOULD READ
Section 6.09 <u>Vacancies</u> (c). (ii) If concurrent vacancies occur on or after March 1st, the Acting President will complete the unexpired term of President. If through the normal schedule of elections, a President-elect for the upcoming term beginning on September 1st has already been elected, or the election for that position is underway, that individual will immediately or upon election	Section 6.09 <u>Vacancies</u> (c). (ii) If concurrent vacancies occur on or after March 1st, the Acting President will complete the unexpired term of President. If through the normal schedule of elections, a President-elect for the upcoming term beginning on September 1st has already been elected, or the election for that position is underway, that individual will immediately or upon election	Section 6.09 <u>Vacancies</u> (c). (ii) If concurrent vacancies occur on or after March 1st, the Acting President will complete the unexpired term of President. If through the normal schedule of elections, a President-elect for the upcoming term beginning on September 1st has already been elected, or the election for that position is underway, that individual will immediately or upon

<p>fill the vacancy in the unexpired term of President-elect, and become President on September 1st. Another election will take place to elect a new President-elect for the term commencing on September 1st. Candidates for that election shall be solicited from among the current members of the Board and those members who will begin their Board service on September 1st.</p>	<p>fill the vacancy in the unexpired term of President-elect, and become President on September 1st. Another election will take place to elect a new President-elect for the term commencing on September 1st. Candidates for that election shall be solicited from among the current members of the Board and those members who will begin their Board service on September 1st, joining the Board September 1st with prior service on the Board in the past three years.</p>	<p>election fill the vacancy in the unexpired term of President-elect, and become President on September 1st. Another election will take place to elect a new President-elect for the term commencing on September 1st. Candidates for that election shall be solicited from among the current members of the Board and those members joining the Board September 1st with prior service on the Board in the past three years.</p>
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FINANCIAL IMPACT: None.

PROPOSAL #3: To add a President-elect Nominating Committee as a Committee of the Board

PROPOSED BY: The SIA Board of Directors

AMEND ARTICLE IX COMMITTEES, Section 9.01 Committees of the Board by inserting a new sub-section (c) President-elect Nominating Committee.

CURRENTLY READS	PROPOSED AMENDMENT	IF AMENDED, WOULD READ
<p>Section 9.01 <u>Committees of the Board</u>. The Board of s shall establish standing committees and may establish other ad hoc committees. Each committee shall consist of one or more s or the Board as a whole. Each Director shall serve on at least one committee. One or more other s selected by the Board who are not members of the Board may serve on committees in accordance with the need and the budget. Each committee of the Board shall serve at the pleasure of the Board. The standing committees shall be:</p> <p>(a) <u>Finance Committee</u> shall review the financial affairs of the Federation. The Secretary/Treasurer shall be a member of this committee and may serve as chair.</p> <p>(b) <u>Laws and Resolutions Committee</u> shall receive proposed amendments to these Bylaws, Federation Procedures, and resolutions.</p>	<p>Section 9.01 <u>Committees of the Board</u>. The Board of Directors shall establish standing committees and may establish other ad hoc committees. Each committee shall consist of one or more Directors or the Board as a whole. Each Director shall serve on at least one committee. One or more other Soroptimists selected by the Board who are not members of the Board may serve on committees in accordance with the need and the budget. Each committee of the Board shall serve at the pleasure of the Board. The standing committees shall be:</p> <p>(a) <u>Finance Committee</u> shall review the financial affairs of the Federation. The Secretary/Treasurer shall be a member of this committee and may serve as chair.</p> <p>(b) <u>Laws and Resolutions Committee</u> shall receive proposed amendments to these Bylaws, Federation Procedures, and resolutions.</p> <p><i>(c) <u>President-elect Nominating Committee shall review and create a slate of candidates for SIA President-elect for a mail ballot vote.</u></i></p>	<p>Section 9.01 <u>Committees of the Board</u>. The Board of s shall establish standing committees and may establish other ad hoc committees. Each committee shall consist of one or more s or the Board as a whole. Each Director shall serve on at least one committee. One or more other s selected by the Board who are not members of the Board may serve on committees in accordance with the need and the budget. Each committee of the Board shall serve at the pleasure of the Board. The standing committees shall be:</p> <p>(a) <u>Finance Committee</u> shall review the financial affairs of the Federation. The Secretary/Treasurer shall be a member of this committee and may serve as chair.</p> <p>(b) <u>Laws and Resolutions Committee</u> shall receive proposed amendments to these Bylaws, Federation Procedures, and resolutions.</p> <p>(c) <u>President-elect Nominating Committee</u> shall review and create a slate of candidates for SIA President-elect for a mail ballot vote.</p>

PROVISO: If approved, this bylaw would go into effect immediately with the President-elect ballot that begins in February/March 2027.

RATIONALE: SIA Bylaws Article VI OFFICERS; EXECUTIVE DIRECTOR Section 6.03 notes the following as the role of the SIA President: “The President shall act as Chair of the Board of Directors and shall have general oversight over the activities and operations of the Federation, subject, however, to the control of the Board of Directors.”

In SIA, the SIA President (and SIA President-elect) do not have any personal authority over the Federation. They serve as members of the Board with the same rights and privileges as any other member of the Board. It is the Board as a whole that has the “full power to conduct, manage and direct the business and affairs of the Federation.” (Article VIII BOARD OF DIRECTORS, Section 8.02 Powers.)

The SIA Board of Directors has the most comprehensive understanding of the responsibilities of the President as Chair of the Board, including the leadership, governance, and oversight skills needed to effectively guide the Board’s work. Although the President is accountable to the Board, the Board currently has no role in reviewing or vetting candidates for SIA President-elect—a position that automatically transitions to SIA President after one year. Establishing a President-elect Nominating Committee as a committee of the Board would enable the Board to participate appropriately in identifying and evaluating candidates for its future Chair, while still preserving the rights of clubs to elect the Federation’s leadership through a mail ballot vote.

CONFORMING CHANGES: If Proposal 3 is approved by the clubs through the mail ballot, the following conforming changes would be made to the SIA Bylaws in Section 6.02. Please note, Section 6.02 is also under consideration for amendment in Proposal 2.

PROPOSAL #3.A. Bylaws section 6.02 Election and Term of Office

CURRENTLY READS	PROPOSED AMENDMENT	IF AMENDED, WOULD READ
<p>Section 6.02 <u>Election and Term of Office</u>. Prior to September 1st each year and after the members of the Board of s for the forthcoming fiscal year have been elected, the President shall invite every member who will be on the Board on September 1st, as well as those members who will be retiring on September 1st, except herself and the President-elect, to stand for election for the office of President-elect. Those interested shall reply by an</p>	<p>Section 6.02 <u>Election and Term of Office</u>. Prior to September 1st each year and after the members of the Board of Directors for the forthcoming fiscal year have been elected, the President shall invite every member who will be on the Board on September 1st, as well as those members who will be retiring on September 1st, except herself and the President-elect, to stand for election for the office of President-elect. Those</p>	<p>Section 6.02 <u>Election and Term of Office</u>. Prior to September 1st each year and after the members of the Board of Directors for the forthcoming fiscal year have been elected, the President shall invite every member who will be on the Board on September 1st, as well as those members who will be retiring on September 1st, except herself and the President-elect, to stand for election for the office of President-</p>

<p>established date, and a mail ballot vote shall be taken of clubs in good standing. When three or more candidates are on the ballot, each voting club shall use preferential voting by ranking the preference for each candidate on the ballot. The person receiving a majority of votes cast shall be elected President-elect for the forthcoming fiscal year.</p>	<p>interested shall reply by an established date, and <i>candidates shall be reviewed by the President-elect Nominating Committee which will prepare a slate of candidates for election.</i> A mail ballot vote shall be taken of clubs in good standing. When three or more candidates are on the ballot, each voting club shall use preferential voting by ranking the preference for each candidate on the ballot. The person receiving a majority of votes cast shall be elected President-elect for the forthcoming fiscal year.</p>	<p>elect. Those interested shall reply by an established date, and candidates shall be reviewed by the President-elect Nominating Committee which will prepare a slate of candidates for election. A mail ballot vote shall be taken of clubs in good standing. When three or more candidates are on the ballot, each voting club shall use preferential voting by ranking the preference for each candidate on the ballot. The person receiving a majority of votes cast shall be elected President-elect for the forthcoming fiscal year.</p>
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INFORMATION FROM THE BOARD: If this proposal is favorably recommended to the clubs for their approval by mail ballot at the July 2026 Business Meeting at the 49th Biennial Convention, the SIA Board directs the Laws and Resolutions Committee to:

- Draft the final changes to the SIA Procedures H. Nominations and Elections #2, President for a vote at the October 2026 Board of Directors Meeting
- State a proviso the new procedure will not go into effect unless/until the mail ballot vote of the clubs approves the Bylaws amendment by a 2/3 majority.
- Provide for the composition of a President-elect Nominating Committee in compliance with the SIA Bylaws Section 9.01 as a committee of the entire Board excluding candidates for the SIA President-elect role, with the option to include a recent SIA past president as a member of the nominating committee.
- Outline the steps the President-elect Nominating Committee will take to review the candidates, including an interview process for all candidates.
- Update the timeline for the President-elect ballot, which the SIA Procedures currently require to begin no later than March 1st.

FINANCIAL IMPACT: Minimal. The work of the President-elect Nominating Committee would take place at the same time as a regularly scheduled SIA Board of Directors February meeting, which would ensure all President-elect Nominating Committee members and candidates would have access to interpreters for interviews. SIA already budgets for updates of the SIA Procedures, and any updates to that document regarding new President-elect Nominating Committee Procedures in Section H. Nominations and Elections should not be more than \$750USD for required translations.