Soroptimist is a global volunteer organization that provides women and girls with access to the education and training they need to achieve economic empowerment.

2020 Proposed Amendments to the SIA Bylaws
PROPOSAL #1: To update our mission in the SIA Bylaws

PROPOSED BY: The SIA Board of Directors

AMEND Article II, OBJECTS AND ENABLING PROVISIONS, Section 2.01 Objects by substitution by striking (b) “to improve the lives of women and girls through programs leading to social and economic empowerment” and inserting (b) “to provide women and girls with access to the education and training they need to achieve economic empowerment”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section 2.01 Objects. The objects of the Federation 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 work in coalition with Soroptimist International and other Soroptimist federations.</td>
<td>Section 2.01 Objects. The objects of the Federation 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; to provide women and girls with access to the education and training they need to achieve economic empowerment; (c) to work in coalition with Soroptimist International and other Soroptimist federations.</td>
</tr>
</tbody>
</table>

RATIONALE: This update to our Objects aligns the SIA Bylaws with the most recent change in the SIA mission statement.

FINANCIAL IMPACT: None.
**PROPOSAL #2:** To re-state the federation’s relationship and rights to use its name

**PROPOSED BY:** The SIA Board of Directors

**AMEND** Article I, NAME, Section 1.01 *Soroptimist International* by substitution by adding “of the Americas, Inc.” to the section name; by striking “is one of the Federations designated by Soroptimist International (SI) and is subject to the territorial limits determined from time to time by the Board of Soroptimist International” and inserting “is a member federation of Soroptimist International (SI) which has granted the federation the legal right to use Soroptimist International as part of its name.”

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section 1.01 <em>Soroptimist International</em>. Soroptimist International of the Americas, Inc. (SIA), is one of the Federations designated by Soroptimist International (SI) and is subject to the territorial limits determined from time to time by the Board of Soroptimist International.</td>
<td>Section 1.01 <em>Soroptimist International of the Americas, Inc.</em>. Soroptimist International of the Americas, Inc. (SIA), is one of the Federations designated by Soroptimist International (SI) and is subject to the territorial limits determined from time to time by the Board of Soroptimist International is a member federation of Soroptimist International (SI) which has granted the federation the legal right to use Soroptimist International as part of its name.</td>
</tr>
</tbody>
</table>

**RATIONALE:** This amendment clarifies the rights of Soroptimist International of the Americas, Inc., as a member federation of Soroptimist International to use “Soroptimist International” in its name, as granted in Soroptimist International’s Bye-laws in section 2.7. In addition, SI Byelaws, sections 2.1, 2.2, and 2.6 make clear that member federations maintain independent jurisdiction over governance, strategic direction, operations and regulation of their individual Soroptimists, Clubs and organization structures, and that a federation’s geographical boundaries are approved, but not determined, by the SI board. Therefore, information regarding SIA’s territorial limits are removed from this article and section, which deals specifically with the name of the organization.

**FINANCIAL IMPACT:** None.
PROPOSAL #3: To update our Bylaws to remove mentions of the Soroptimist International Constitution

PROPOSED BY: The SIA Board of Directors

AMEND Article II, OBJECTS AND ENABLING PROVISIONS, Section 2.03 Interpretation by substitution by striking “of Soroptimist International and”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
</tr>
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<tbody>
<tr>
<td>Section 2.03 Interpretation. These Bylaws shall be interpreted in a fair, broad, and liberal manner, not in any restrictive or prohibitive manner, consistent with the laws of Soroptimist International and of the Commonwealth of Pennsylvania.</td>
<td>Section 2.03 Interpretation. These Bylaws shall be interpreted in a fair, broad, and liberal manner, not in any restrictive or prohibitive manner, consistent with the laws of Soroptimist International and of the Commonwealth of Pennsylvania.</td>
</tr>
</tbody>
</table>

RATIONALE: Soroptimist International has gone through a complete structural and related governance reorganization since 2014. In addition, the current governing document, specifically the SI Bye-Laws, clearly states in sections 2.2 and 2.6 that each federation maintains its own individual jurisdiction over governance (which includes SIA’s Bylaws), strategic direction, operations and regulation of their individual Soroptimists, Clubs and organization structures, and Soroptimist International has no authority over how individual federations are organized, operated, and governed. SIA’s bylaws no longer need to conform with any provision of, or mention, Soroptimist International’s governing documents. Therefore any mention of the Soroptimist International Constitution should be removed from SIA’s Bylaws as it no longer exists, and the current Soroptimist International governing documents make clear that SI has no jurisdiction or authority over a federation’s governance.

FINANCIAL IMPACT: None.

INFORMATION FROM THE SIA BOARD: If this proposal is adopted, the following conforming amendments to the SIA Bylaws also are adopted:

CONFORMING AMENDMENT 3A:

AMEND Article IX, COMMITTEES, Section 9.01 Committees of the Board (b) Laws and Resolutions Committee by substitution by striking “the Soroptimist International Constitution,”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
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</thead>
<tbody>
<tr>
<td>Section 9.01 Committees of the Board, (b) Laws and Resolutions Committee shall receive proposed amendments to the Soroptimist International Constitution, these Bylaws, Federation Procedures, and resolutions.</td>
<td>Section 9.01 Committees of the Board, (b) Laws and Resolutions Committee shall receive proposed amendments to the Soroptimist International Constitution, these Bylaws, Federation Procedures, and resolutions.</td>
</tr>
</tbody>
</table>
CONFORMING AMENDMENT 3B:

AMEND Article XI, PARLIAMENTARY AUTHORITY by substitution by striking “or the Soroptimist International Constitution”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
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</thead>
<tbody>
<tr>
<td>Article XI, PARLIAMENTARY AUTHORITY</td>
<td>Article XI, PARLIAMENTARY AUTHORITY</td>
</tr>
<tr>
<td>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 or the Soroptimist International Constitution.</td>
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</tr>
</tbody>
</table>

CONFORMING AMENDMENT 3C:

AMEND Article XII, AMENDMENTS, Section 12.05 Legislative Conformity by substitution by striking “or of Soroptimist International”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
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</thead>
<tbody>
<tr>
<td>Section 12.05 Legislative Conformity. After review by the Board of Directors, these Bylaws may be adapted to conform with the legislation of any country or province. Such adaptations shall not contravene the objects and purpose of the Federation or of Soroptimist International.</td>
<td>Section 12.05 Legislative Conformity. After review by the Board of Directors, these Bylaws may be adapted to conform with the legislation of any country or province. Such adaptations shall not contravene the objects and purpose of the Federation or of Soroptimist International.</td>
</tr>
</tbody>
</table>
PROPOSAL #4: To restate the entitlements of members

PROPOSED BY: The SIA Board of Directors

AMEND Article V, CLUB MEMBERSHIP, Section 5.02 Entitlements by substitution by striking in (d) “region delegate to Soroptimist International board meeting,”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section 5.02 Entitlements (d) A member shall not hold more than one elected office within the Soroptimist organization. The following are not considered elected offices: parliamentarian; delegate to Federation convention; delegate to a region conference or district meeting; region delegate to Soroptimist International board meeting; any advisor, coordinator, or committee chair or member (including the nominating committee) serving Soroptimist International, the Federation, region, or club.</td>
<td>Section 5.02 Entitlements (d) A member shall not hold more than one elected office within the Soroptimist organization. The following are not considered elected offices: parliamentarian; delegate to Federation convention; delegate to a region conference or district meeting; region delegate to Soroptimist International board meeting; any advisor, coordinator, or committee chair or member (including the nominating committee) serving Soroptimist International, the Federation, region, or club.</td>
</tr>
</tbody>
</table>

RATIONALE: Soroptimist International has gone through a complete structural and related governance reorganization since 2014. In that reorganization, Soroptimist International eliminated the role of a region delegate to international board meetings. This proposal reflects the elimination of that role for any member, and brings the SIA Bylaws into alignment with this current practice.

FINANCIAL IMPACT: None.
PROPOSAL #5: To update The President’s role

PROPOSED BY: The SIA Board of Directors

AMEND Article VI, OFFICERS; EXECUTIVE DIRECTOR, Section 6.03 The President by substitution by striking “Chairman” and inserting “Chair” and striking “supervision” and inserting “oversight”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
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<tbody>
<tr>
<td>Section 6.03 The President. The President shall act as Chairman of the Board of Directors and shall have general supervision over the activities and operations of the Federation, subject, however, to the control of the Board of Directors. To be eligible for the office of President, the person must have served for the immediately preceding year or part thereof as President-elect. The President's duties shall include, without limitation, to:</td>
<td>Section 6.03 The President. The President shall act as Chairman Chair of the Board of Directors and shall have general supervision oversight over the activities and operations of the Federation, subject, however, to the control of the Board of Directors. To be eligible for the office of President, the person must have served for the immediately preceding year or part thereof as President-elect. The President's duties shall include, without limitation, to:</td>
</tr>
<tr>
<td>(a) preside at all meetings of the Board and share presiding duties with the immediate past president at the convention;</td>
<td>(a) preside at all meetings of the Board and share presiding duties with the immediate past president at the convention;</td>
</tr>
<tr>
<td>(b) appoint all committees, unless otherwise provided in these Bylaws;</td>
<td>(b) appoint all committees, unless otherwise provided in these Bylaws;</td>
</tr>
<tr>
<td>(c) ensure that the Board engages in strategic planning, development of policies and programs which complement the mission of the Federation, and receives evaluations of policies;</td>
<td>(c) ensure that the Board engages in strategic planning, development of policies and programs which complement the mission of the Federation, and receives evaluations of policies;</td>
</tr>
<tr>
<td>(d) cause the policies, plans and programs approved by the Board to be implemented through the Executive Director and evaluated by the Board;</td>
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</tr>
<tr>
<td>(e) cause the program of activities for conventions to be developed in consultation with the Board and in accordance with the approved budget;</td>
<td>(e) cause the program of activities for conventions to be developed in consultation with the Board and in accordance with the approved budget;</td>
</tr>
<tr>
<td>(f) cause regular reports of the actions of the Board and the Federation to be provided to clubs and their members;</td>
<td>(f) cause regular reports of the actions of the Board and the Federation to be provided to clubs and their members;</td>
</tr>
<tr>
<td>(g) recommend, with the approval of other members of the Board, persons from the</td>
<td>(g) recommend, with the approval of other members of the Board, persons from the</td>
</tr>
<tr>
<td>Federation to serve on Soroptimist International committees;</td>
<td>Federation to serve on Soroptimist International committees;</td>
</tr>
<tr>
<td>(h) serve as an ex-officio member of all committees; and</td>
<td>(h) serve as an ex-officio member of all committees; and</td>
</tr>
<tr>
<td>(i) perform such other duties as pertain to the office and as may be assigned by the Board.</td>
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</tr>
</tbody>
</table>

**RATIONALE:** This restatement clarifies the President’s role, and ensures that the job of the President is appropriately stated. Section 8.02 of the SIA Bylaws provide that the SIA Board, as a group, has the full power to conduct, manage, and direct the business and affairs of the Federation. As such, the President does not have personal or individual authority of supervision of the activities or operations of the federation, but on behalf of the Board, provides general oversight to ensure the activities and operations of the federation are in alignment with the Board’s stated priorities.

**FINANCIAL IMPACT:** None.

**INFORMATION FROM THE BOARD:** This change has been reviewed by SIA’s General Counsel; there are no conflicts with Pennsylvania Nonprofit Corporation Law.
PROPOSAL #6: To add a new section on filling officer vacancies

PROPOSED BY: The SIA Board of Directors

AMEND Article VI, OFFICERS; EXECUTIVE DIRECTOR, by adding Section 6.09 Vacancies.

PROPOSED AMENDMENT WOULD READ:

Section 6.09 Vacancies.

(a) Should a vacancy occur in the office of President, the President-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected, regardless of length.

(b) Should a vacancy occur in the office of President-elect, the Federation will conduct another election of the clubs, soliciting candidates from those members of the Board currently serving.

(c) Should a concurrent vacancy in the offices of President and President-elect take place, the Board will elect from among its current members an Acting President until such time as the Federation can conduct and conclude another election of the clubs.

(i) If concurrent vacancies occur before March 1st, elections to fill the positions will be concluded within 90 days of the vacancies. Candidates for President and President-elect shall be solicited from those members of the Board currently serving and complete the unexpired term of President and President-elect.

(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 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.

(d) Should a vacancy occur in the office of Secretary/Treasurer, the Board shall elect from among its members one person who does not hold the office of President or President-elect.

RATIONALE: The Federation Procedures currently state how to fill vacancies in the positions of President or President-elect. Note, this amendment would move this information into the Bylaws. Currently, there is no provision on how to fill a concurrent vacancy in both the office of President and President-elect, and that information has been added with this proposal, as well as filling a vacancy in the office of Secretary/Treasurer.
Especially when filling concurrent vacancies, there is balance between ensuring there is someone in these critical officer positions, and ensuring the clubs have a voice in picking their leaders. Given Soroptimist’s election schedule, concurrent vacancies will be handled differently depending on when the vacancies occur. This takes into account Soroptimist’s normal election schedules. It also takes into account the time necessary to prepare a new President and President-elect for such special events as Official Visits, Convention, and Governors Round Table.

If approved, a conforming change in the Federation Procedures H. NOMINATIONS AND ELECTIONS PROCEDURES 3. Filling a vacancy on the Federation Board of Directors would remove the information about vacancies in the offices of President and President-elect.

<table>
<thead>
<tr>
<th>PROCEDURE CURRENTLY READS</th>
<th>PROCEDURE PROPOSED WOULD READ</th>
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<tbody>
<tr>
<td>Federation Procedure H. NOMINATIONS AND ELECTIONS PROCEDURES 3. Filling a vacancy on the Federation Board of Directors - Should a vacancy occur on the Board of Directors, the Electoral Area represented by the vacancy shall be instructed to conduct another election to replace the member. If the Electoral Area follows the rotation system of election, the replacement shall come from the same region as the vacancy. Time frames should be shortened so that a replacement is duly elected within 90 days.</td>
<td>Federation Procedure H. NOMINATIONS AND ELECTIONS PROCEDURES 3. Filling a vacancy on the Federation Board of Directors - Should a vacancy occur on the Board of Directors, the Electoral Area represented by the vacancy shall be instructed to conduct another election to replace the member. If the Electoral Area follows the rotation system of election, the replacement shall come from the same region as the vacancy. Time frames should be shortened so that a replacement is duly elected within 90 days.</td>
</tr>
</tbody>
</table>

If through the normal schedule of elections, the Electoral Area will complete the election of a successor within 90 days, or a Board member-elect from that Electoral Area has already been determined, that member will immediately fill the vacancy and complete the unexpired term in addition to the term to which they were elected.

a. Should the vacancy occur in the office of President, the President-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected, regardless of length.

b. Should the vacancy occur in the office of President-elect, the Federation will conduct another election, soliciting candidates from those members of the Board currently serving.

a. Should the vacancy occur in the office of President, the President-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected, regardless of length.

b. Should the vacancy occur in the office of President-elect, the Federation will conduct another election, soliciting candidates from those members of the Board currently serving.
**FINANCIAL IMPACT:** There is no financial impact in moving the information on filling vacancies from the SIA Procedures to the SIA Bylaws. However, there are impacts to hold an unplanned election. Elections can cost approximately $2,500 to carry out, plus translation of the resumes of each candidate, which average $1,000 per candidate. These costs exist whether there is a section in the Bylaws on vacancies, or whether that information remains in the Federation Procedures.
PROPOSAL #7: To increase the number of Electoral Areas to fourteen

PROPOSED BY: The SIA Board of Directors

AMEND Article VIII, Board of Directors, Section 8.04 Electoral Areas by substitution by inserting a new sub-section “(n) **Electoral Area 14 Taiwan Region**”; and in sub-section (e) by striking “and Taiwan”.

<table>
<thead>
<tr>
<th>CURRENTLY READS</th>
<th>PROPOSED AMENDMENT WOULD READ</th>
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<tbody>
<tr>
<td>Section 8.04 Electoral Areas. The Electoral Areas are comprised of clubs in the following areas:</td>
<td>Section 8.04 Electoral Areas. The Electoral Areas are comprised of clubs in the following areas:</td>
</tr>
<tr>
<td>(a) Electoral Area 1: Brazil Region</td>
<td>(a) <strong>Electoral Area 1</strong>: Brazil Region</td>
</tr>
<tr>
<td>(b) Electoral Area 2: Eastern and Western Canada Regions</td>
<td>(b) <strong>Electoral Area 2</strong>: Eastern and Western Canada Regions</td>
</tr>
<tr>
<td>(c) Electoral Area 3: Japan Minami and Nishi Regions</td>
<td>(c) <strong>Electoral Area 3</strong>: Japan Minami and Nishi Regions</td>
</tr>
<tr>
<td>(d) Electoral Area 4: Japan Higashi and Kita Regions</td>
<td>(d) <strong>Electoral Area 4</strong>: Japan Higashi and Kita Regions</td>
</tr>
<tr>
<td>(e) Electoral Area 5: Korea and Taiwan Regions</td>
<td>(e) <strong>Electoral Area 5</strong>: Korea and Taiwan Regions</td>
</tr>
<tr>
<td>(f) Electoral Area 6: Mexico/Centroamerica and America del Sur Regions</td>
<td>(f) <strong>Electoral Area 6</strong>: Mexico/Centroamerica and America del Sur Regions</td>
</tr>
<tr>
<td>(g) Electoral Area 7: Philippines Region</td>
<td>(g) <strong>Electoral Area 7</strong>: Philippines Region</td>
</tr>
<tr>
<td>(h) Electoral Area 8: Japan Chuo Region</td>
<td>(h) <strong>Electoral Area 8</strong>: Japan Chuo Region</td>
</tr>
<tr>
<td>(i) Electoral Area 9: Camino Real, Desert Coast, and Golden West Regions</td>
<td>(i) <strong>Electoral Area 9</strong>: Camino Real, Desert Coast, and Golden West Regions</td>
</tr>
<tr>
<td>(j) Electoral Area 10: Founder, Sierra Nevada, and Sierra Pacific Regions</td>
<td>(j) <strong>Electoral Area 10</strong>: Founder, Sierra Nevada, and Sierra Pacific Regions</td>
</tr>
<tr>
<td>(k) Electoral Area 11: Midwestern, North Central, South Central, and Southern Regions</td>
<td>(k) <strong>Electoral Area 11</strong>: Midwestern, North Central, South Central, and Southern Regions</td>
</tr>
<tr>
<td>(l) Electoral Area 12: North Atlantic, Northeastern, and South Atlantic Regions</td>
<td>(l) <strong>Electoral Area 12</strong>: North Atlantic, Northeastern, and South Atlantic Regions</td>
</tr>
<tr>
<td>(m) Electoral Area 13: Northwestern and Rocky Mountain Regions</td>
<td>(m) <strong>Electoral Area 13</strong>: Northwestern and Rocky Mountain Regions</td>
</tr>
<tr>
<td><em>(n)</em> Electoral Area 14: Taiwan Region</td>
<td><em>(n)</em> <strong>Electoral Area 14</strong>: Taiwan Region</td>
</tr>
</tbody>
</table>
PROVISO: If approved, the new seat for Electoral Area 14 will become available on September 1, 2021. A member from Taiwan Region will already be serving in the Electoral Area 5 seat, and will continue to serve from Electoral Area 5 through August 31, 2021, the first year of her board term. This member will then serve a one-year term from the Electoral Area 14 seat from September 1, 2021 through August 31, 2022, thereby completing her two-year term as an SIA Board member. An election to fill the Electoral Area 5 seat from Korea Region for the September 1, 2021-August 31, 2023 term will commence immediately after the results of the laws and resolutions mail ballot are known in mid-December 2020. Following the regular times for nominations, consent, and ballot, a member from Electoral Area 5-Korea Region will be elected in time for orientation at the June 23-26, 2021 SIA Board meeting. Electoral Area 5 will elect on one cycle (2021-2023, 2023-2025, etc.) and Electoral Area 14 will elect on the opposite cycle (2022-2024, 2024-2026, etc.)

RATIONALE: This proposal provides an electoral area for each of two regions that are seeing growth in clubs and members over the past 5 years. Currently, Korea Region and Taiwan Region share Electoral Area 5, and rotate electing a member to the board every two years. It also ensures a diverse board that has annual representation from the various cultures and language groups that comprise our federation.

<table>
<thead>
<tr>
<th>Year</th>
<th>Korea Region</th>
<th></th>
<th>Taiwan Region</th>
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</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Clubs</td>
<td>Members</td>
<td>Clubs</td>
<td>Members</td>
</tr>
<tr>
<td>2014-2015¹</td>
<td>33</td>
<td>707</td>
<td>24</td>
<td>1,239</td>
</tr>
<tr>
<td>2015-2016¹</td>
<td>39</td>
<td>849</td>
<td>24</td>
<td>1,265</td>
</tr>
<tr>
<td>2016-2017¹</td>
<td>38</td>
<td>778</td>
<td>26</td>
<td>1,444</td>
</tr>
<tr>
<td>2017-2018¹</td>
<td>38</td>
<td>839</td>
<td>33</td>
<td>1,638</td>
</tr>
<tr>
<td>2018-2019¹</td>
<td>43</td>
<td>840</td>
<td>37</td>
<td>1,782</td>
</tr>
<tr>
<td>2019-2020²</td>
<td>44</td>
<td>807</td>
<td>39</td>
<td>1,801</td>
</tr>
</tbody>
</table>

¹statistics as of May 31st of each year; ²statistics as of March 31, 2020

INFORMATION FROM THE BOARD: This proposal is the result of the work undertaken by the SIA Board, serving as the Governance Task Force. The SIA Board of Directors is undergoing a multi-year effort to evaluate SIA’s governance structure. This effort started with a request to the Board in January 2017 from Taiwan Region to be assigned to an electoral not shared with another region; currently Taiwan Region and Korea Region share an electoral area, and alternate electing a member to the board. At the same time, SIA’s previous audit firm, Clifton Larson Allen, also provided suggestions for changes in governance, in relation to the position of secretary/treasurer and committees of the board. The board reviewed the information from the auditors and the request from Taiwan Region at their June 2017 meeting. At that time, the board determined additional in-depth study was necessary for such critical issues. The Board voted to establish a task force on governance to work through the governance issues brought to the Board’s attention.
In November 2017, the Board formally set up the Task Force on Governance. The Board determined it would serve as the task force and handle its business in the agenda of the Board’s regular meetings to alleviate additional expenses related to this work.

The work of the board since November 2017 has included the following:
1) Review and recommendation of the factors to guide the establishment of electoral areas. The Board determined the following factors would guide their recommendations for any changes in electoral area, with the factors listed in ranked order as determined by the Board.
   - Language, cultural, ethnic and economic circumstances
   - Geographic areas
   - National boundaries
   - Numbers of clubs/members
2) Review/recommend configuration of electoral areas with the following conditions.
   - Give special attention to areas of the federation that are growing in terms of clubs and members

The Board is undertaking additional work that may lead to more governance proposals at the 2022 or 2024 Biennial Convention including the possibility of adding another board seat. This is important to consider as current governance experts are recommending streamlined governance with smaller boards.

SIA has a unique governance system. It is grounded in our value of diversity in a global organization. The Board’s policies, as found in Board Policy V. Board Value Statements, A. Values About Being Part of a Global Organization states:
3. The organization accommodates diversity by removing language as a barrier to full participation in the organization. SIA accommodates a diversity of languages in the federation by offering resources in all the federation languages. Communicating in a variety of languages allows SIA to:
   a. support its membership equally
   b. provide leadership and service opportunities to a diversity of members
   c. increase its membership
   d. reach more women and girls

To realize diversity at the highest level of the organization on the SIA Board of Directors, SIA transports board members to our board meetings and provides interpretation to non-English speakers. Employing the skills of the same professional interpreters for all of our board meetings ensures that concepts and terminology specific to Soroptimist are interpreted consistently from meeting to meeting.

**FINANCIAL IMPACT:**
The expected total cost of adding an electoral area in Taiwan assumes there will be two board meetings a year. It is expected to begin with direct costs at $23,400 - $27,000 a year.
The direct expenses are broken down for two board meetings a year as follows:
   - Airfare and ground transportation $5,000 – 7,000
   - Hotel $2,400 – 3,000
   - Meals $2,000 – 3,000
   - Interpreter and associated expenses $14,000

Indirect expenses associated with support of the board and their activities are additional.
While direct expenses associated with board meetings, especially airfare, meeting space and hotel, over which SIA has little control, have escalated, the SIA board has moved to contain these expenses within their control. Most significantly, in March 2018, the board decided to hold only two meetings each year; previously, in a convention year, the board held three meetings, and in the non-convention year, held two meetings. In the year with two meetings, the board meetings are extended by one day to maximize the transportation expenses, but does increase the hotel and meal costs by that extra day. Meetings are held in mid-range hotels (3 and 4 star), which maintain an appropriate level of service and security, but do not have as many amenities as higher-rated properties.

Another financial impact is our board size can vary from 13 to 15 members in any given year, depending on when in their term on the board a member is elected as president-elect. If elected in the second year of their term, they require two more years to complete the term of office as president-elect/president. Being elected in the second year of the board term as president-elect means their successor from the electoral area has already been elected. This special circumstance expands the board by one or two members (depending on whether both the president-elect and/or president have been elected in their second year on the board) and brings with it the associated expenses. This recommendation would increase the board size by one, so the size of the board would vary from 14 to 16 members, as it noted in the conforming change in Proposal 7.A. below to Article VIII, Board of Directors, Section 8.01 Composition and Term of Office.

Board meetings have been averaging a cost of approximately $95,000 per meeting; this expense is up 20% since 2017 due to inflation and the hospitality and airline industry price increases, far exceeding cost of living adjustments. SIA has used video or audio conferencing as an alternative to face-to-face board meetings. Because our board meetings are conducted in at least five languages to reflect our value of diversity and fellowship, we can usually manage one to two pieces of business in three hours at a cost of approximately $11,000. But because of our multicultural profile, it is far more expeditious to call an in-person meeting to complete 24 hours of business because it affords the opportunity for our non-English speaking board members to have direct contact with interpreters and board members and keep the discussions transparent. It also allows the board to discuss other issues at breaks, prepare for region visits, hold board orientation and gives the flexibility to start early, end slightly later or hold decision to the following day. Conducting business this way would not be possible via video or audio conferencing. A virtual approach would require 8 – 3-hour meetings to complete the business we conduct in three and a half days.

Meetings are only one facet of overall board expenses. Board expenses also include another $165,000 to cover board orientation, officer related expenses, official visits to region conferences, the fundraising council and three taskforces. Overall board expenses for FY19/20 were budgeted at $366,000, which is 6% of overall operating costs. The overall board expenses have ranged from as low as 4% to as high as 7% in 2017-2018 (three board meetings, including one in Japan.)
CONFORMING CHANGES: If approved, the following conforming changes would be made to the SIA Bylaws and SIA Procedures:

Proposal #7.A. Bylaws section 8.01 Composition and Term of Office

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<td>The Board of Directors shall consist of at least 13 regular members, one from each Electoral Area. If the President or President-elect is remaining on the Board in order to serve her term, the Board of Directors shall have up to fifteen members. Directors shall hold office for a term of two years, commencing on September 1st in the year of election, and shall serve until a successor has been elected and qualified, or until their inability to serve.</td>
<td>The Board of Directors shall consist of at least 13 14 regular members, one from each Electoral Area. If the President or President-elect is remaining on the Board in order to serve her term, the Board of Directors shall have up to fifteen sixteen members. Directors shall hold office for a term of two years, commencing on September 1st in the year of election, and shall serve until a successor has been elected and qualified, or until their inability to serve.</td>
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Proposal #7.B. SIA Procedures Section H. Nominations and Elections, Section 1:

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PROPOSAL # 8: To update the Bylaws regarding mail ballots

PROPOSED BY: The SIA Board of Directors

AMEND Article XII, AMENDMENTS, by adding Section 12.06 Mail Ballots.

PROPOSED AMENDMENT WOULD READ:

Section 12.06 Mail Ballots. Mail ballots undertaken in accordance with these Bylaws shall include the use of electronic technology, such as the Internet, to the full extent permitted under the Pennsylvania Nonprofit Corporation Law.

RATIONALE: Soroptimist International of the Americas is incorporated in Pennsylvania. Pennsylvania Nonprofit Corporation Law (PNPCL) has permitted electronic voting, including voting over the Internet, for a number of years. Based on this knowledge, SIA has embarked on electronic balloting. This new section affirms the ability to utilize technology to conduct elections or voting mentioned in various sections of the Bylaws in accordance with this long-standing state law.

FINANCIAL IMPACT: None.