



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

**SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.®**

# Bylaws Soroptimist International of the Americas, Inc.

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**BYLAWS**  
**SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.**  
(a Pennsylvania Nonprofit Corporation)

These Bylaws of Soroptimist International of the Americas, Inc., formerly known as The Soroptimist Foundation (hereafter referred to as the “Federation”) were adopted on December 3, 2010, amended by mail ballot in December 2012, January 2015, December 2020, December 2022, and December 2024 and supersede all prior and existing Bylaws of the Federation.

**ARTICLE I**  
**Name**

Section 1.01 Soroptimist International of the Americas, Inc. Soroptimist International of the Americas, Inc. (SIA), 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.

Section 1.02. Registered Marks. The Federation shall ensure the name and marks of the Federation are registered and protected from unapproved use for commercial resale or non-commercial purposes.

**ARTICLE II**  
**Objects and Enabling Provisions**

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 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.

No Director, officer, employee, consultant, or agent of the Federation shall take any action or carry on any activity, by or on behalf of the Federation, not permitted to be taken or carried on by an organization: (a) exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”); and (b) that receives contributions which are deductible under Section 170 of the Code. The Federation shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Federation shall consist of

carrying on propaganda or lobbying except to the extent permitted by law for an organization exempt from federal income tax under Section 501(c)(3) of the Code.

This provision shall not be deemed to limit the political activities of the Directors or officers acting in their individual capacity.

Section 2.02 Intent. These Bylaws are intended to be enabling in nature so that the greatest degree of authority and power is vested in the member clubs and the Board of Directors.

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 the Commonwealth of Pennsylvania.

Section 2.04 Scope. The Federation, regions and clubs shall operate in accordance with these Bylaws and such Procedures as may be established by the Board of Directors of the Federation as authorized herein.

## ARTICLE III Organizational Structure

Section 3.01 Federation. The membership of the Federation shall consist of all clubs established within the territorial limits of the Federation, or in any territory associated with the Federation.

Section 3.02 Regions. The territory of the Federation shall be divided geographically into regions, and membership therein shall consist of all clubs established within the territorial limits of the region. The clubs in each region shall elect a Governor and such other officers as may be provided for under bylaws of the region. Such bylaws and any amendments shall be approved by clubs within the region, subject to review and approval by the Federation.

## ARTICLE IV Member Clubs

Section 4.01 General. Eligibility to form a club shall be as prescribed by the Soroptimist International of the Americas Board of Directors. Each club shall maintain a membership of individuals from the community who support SIA's mission.

Section 4.02 Rights. Each club in good standing, whether incorporated or unincorporated, shall have the right to cast one vote on all matters submitted to or requiring a vote of members under these Bylaws or the Pennsylvania Nonprofit Corporation Law of 1988, including without limitation, the following:

- (a) election of members of the Board of Directors in accordance with Article VIII;
- (b) election of President-elect designated in accordance with Article VI;
- (c) amendments to the Articles of Incorporation of the Federation;

- (d) amendments to these Bylaws of the Federation; and
- (e) election of International President according to Soroptimist International procedures.

Section 4.03 Good standing. A club shall be deemed to be in good standing if all requirements of these Bylaws and rules and procedures established by the Board have been met.

## ARTICLE V Club Membership

Section 5.01 Eligibility and member types shall be as defined by Soroptimist International of the Americas. Members shall be individuals who belong to clubs and membership is extended at the club level. Member types and definitions are:

- (a) Regular members. Individuals who support SIA's vision, mission, and core values.
- (b) Life members. Those members who met the definitions of the "active life" or "retired life" types of membership as described in the 1999 bylaws and who were designated Life Members by the Federation prior to July 1, 2001, shall, if they choose, retain this type of membership for their lifetime.

Section 5.02 Entitlements.

- (a) All members whose participation meets the requirements set by the club bylaws may hold office, speak, make motions, and vote. Clubs shall not require attendance at meetings as a condition of retaining membership in the club.
- (b) Only a regular member in good standing may be elected to, or retain office in, the Federation or region or serve as a member of the Federation or region board.
- (c) All members in good standing, regardless of membership type, may serve as delegate or alternate to any convention, conference, or district meeting.
- (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; any advisor, coordinator, or committee chair or member (including the nominating committee) serving Soroptimist International, the Federation, region, or club.
- (e) A member may belong to only one Soroptimist club. If a member desires to transfer membership to another club, the club in the new location may accept the transfer upon receipt of written verification from the former club that all financial obligations have been satisfied.

## ARTICLE VI

### Officers; Executive Director

Section 6.01 Qualifications and Titles. The officers of the Federation shall be a President, a President-elect, and a Secretary/Treasurer. No person may hold more than one office. Officers shall be Directors of the Federation.

Section 6.02 Election and Term of Office. 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.

At the first gathering of the newly constituted Board each year, the Board shall elect from among its members one person who does not hold the office of President or President-elect as the Secretary/Treasurer. The President shall solicit the members who are willing to stand for election and shall conduct the voting by ballot. The person receiving a majority of votes cast shall be elected the Secretary/Treasurer. Each officer shall hold office for one year from September 1st to August 31st and until a successor shall have been elected and qualified, or until their inability to serve.

Section 6.03 The 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. 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:

- (a) preside at all meetings of the Board and share presiding duties with the immediate past president at the convention;
- (b) appoint all committees, unless otherwise provided in these Bylaws;
- (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;
- (d) cause the policies, plans and programs approved by the Board to be implemented through the Executive Director and evaluated by the Board;
- (e) cause the program of activities for conventions to be developed in consultation with the Board and in accordance with the approved budget;

- (f) cause regular reports of the actions of the Board and the Federation to be provided to clubs and their members;
- (g) recommend, with the approval of other members of the Board, persons from the Federation to serve on Soroptimist International committees;
- (h) serve as an ex-officio member of all committees; and
- (i) perform such other duties as pertain to the office and as may be assigned by the Board.

Section 6.04 The President-elect. The President-elect shall attend all meetings of the Board and the convention and shall perform the duties of the President in the absence of the President and such other duties as may from time to time be assigned by the Board or the President. Upon expiration of the term of the President or upon the inability to serve, the President-elect shall succeed automatically as President. Further, the duties of the President-elect shall include, without limitation, to:

- (a) prepare for assuming the office of President;
- (b) serve as an ex-officio member of all committees; and
- (c) work closely with and under the direction of the President, assisting to the fullest extent possible.

Section 6.05 The Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board and the convention and shall cause a record to be made of all actions. Duties of the Secretary/Treasurer shall include, without limitation, to:

- (a) prepare minutes of Board meetings and the convention;
- (b) ensure that funds of the Federation are managed in a fiscally responsible manner and that the Federation operates in accordance with professional ethical business practices; and
- (c) perform all duties incident to the offices of Secretary and Treasurer, and such other duties as may from time to time be assigned by the Board or the President.

Section 6.06 Officers' Bonds. Any officer shall give a bond for the faithful discharge of the duties of such office in such sum, if any, and with such surety or sureties as the Board of Directors shall require at the expense of the Federation.

Section 6.07 No Salaries. No officer shall receive any salary or other compensation for services rendered to the Federation.

Section 6.08 Executive Director. The Board of Directors shall retain an Executive Director who shall be the chief executive officer of the Federation. The Executive Director shall report to the Board and attend all meetings of the Board of Directors. The Executive Director shall not be an officer of the Federation and shall not have a vote on matters brought before meetings of the Board or conventions. The Executive Director may receive compensation and other remuneration for services.

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 1<sup>st</sup>, 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 1<sup>st</sup>, 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 1<sup>st</sup> 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 1<sup>st</sup>. Another election will take place to elect a new President-elect for the term commencing on September 1<sup>st</sup>. 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 1<sup>st</sup>.
- (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.

Section 6.10 Officer's Standard of Care and Justifiable Reliance. An officer shall perform the duties of an officer in good faith, in a manner the officer reasonably believes to be in the best interests of the nonprofit corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing the duties of an officer, an officer is entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more other officers or employees of the corporation or an affiliate of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person.

An officer is not considered to be acting in good faith if the officer has actual knowledge concerning the matter that causes the officer to believe reliance is unwarranted.

An officer who makes a business judgment in good faith fulfills the duties of an officer if:

- (a) The subject of the business judgment does not involve self-dealing by the officer or an associate or affiliate of the officer;
- (b) The officer is informed with respect to the subject of the business judgment to the extent the officer reasonably believes to be appropriate under the circumstances; and
- (c) The officer rationally believes that the business judgment is in the best interests of the corporation.

Section 6.11 Personal Liability of Officers. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, an officer shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) The officer has breached or failed to perform the duties of the officer's position (see Subchapter C of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not provide liability protection to any officer with regard to the officer's violations of any criminal statute, or the officer's failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, an officer's liability with respect to actions or failures to act occurring prior to such change.

## ARTICLE VII Convention

Section 7.01 Conventions. The Federation shall hold a biennial convention of member clubs in even-numbered years at a site to be selected by the Board of Directors. Official notice of the convention shall be published at least six months in advance, and complete information including all matters that the Board of Directors deems necessary shall be sent to clubs at least 90 days in advance.

Section 7.02 Voting at Conventions. Each club in good standing shall be entitled to designate a delegate (and an alternate to serve in the absence or inability of the delegate to serve), who must be a member and who shall cast all votes by the club. A delegate may represent only the club in which membership is held. Each club through its delegate, each past President of the Federation, Region Governors, and each member of the Board of Directors of the Federation shall be entitled to cast one vote on each matter brought to a vote at a convention. Proxy votes shall not be allowed under any circumstance.

Section 7.03 Quorum. Delegates representing at least one-third of all the clubs in good standing shall constitute a quorum at any convention. The vote of a majority of those present and voting shall be the acts of the members. If delegates representing one-third of the clubs in good standing are not registered, the quorum, for the purpose of considering those matters notice of the general nature of which has been given prior to the convention, shall be a majority of the delegates who have been registered with the credentials committee as in attendance.

## ARTICLE VIII

### Board of Directors

Section 8.01 Composition and Term of Office. 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.

Section 8.02 Powers. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the Federation.

Section 8.03 Qualification and Selection. 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.

Section 8.04 Electoral Areas. The Electoral Areas are comprised of clubs in the following areas:

- (a) Electoral Area 1: Brazil Region
- (b) Electoral Area 2: Eastern and Western Canada Regions
- (c) Electoral Area 3: Japan Minami and Nishi Regions
- (d) Electoral Area 4: Japan Higashi and Kita Regions
- (e) Electoral Area 5: Korea Region
- (f) Electoral Area 6: Mexico/Centroamerica and America del Sur Regions
- (g) Electoral Area 7: Philippines Region
- (h) Electoral Area 8: Japan Chuo Region
- (i) Electoral Area 9: Camino Real, Desert Coast, and Golden West Regions
- (j) Electoral Area 10: Founder, Sierra Nevada, and Sierra Pacific Regions
- (k) Electoral Area 11: Central East Coast, Midwestern, North Atlantic, South Central, and Southern Regions

- (l) Electoral Area 12: Northwestern and Peaks to Plains Regions
- (m) Electoral Area 13: Taiwan Region

In the event new regions are formed, they shall be assigned to one of the above Electoral Areas by the Board of Directors.

One Director shall be elected from each Electoral Area. The Directors shall be elected in rotation, with only one group being elected each year. Ordinarily, the successor to each Director shall be elected for a full two-year term, but the Board shall have the power and discretion to reduce the term(s) to one year, as necessary, to more nearly equalize the number of Directors to be elected if more than 60% or less than 40% of the total number of Directors otherwise would be elected in any one year.

Section 8.05 Nominations. Each Electoral Area shall have the option, exercisable from time to time, to nominate its member of the Board of Directors. On or before August 1 each year, the Secretary/Treasurer shall invite all clubs within the Electoral Areas selecting a director that year to nominate candidates for the board of directors. Eligibility shall be verified by headquarters, and those nominees consenting to candidacy shall complete a standardized curriculum vitae in accordance with timelines and procedures adopted by the Board.

If the Electoral Area includes more than one region, and each region consists of clubs in more than one country, the member clubs within the Electoral Area may establish an appropriate rotation among such regions or countries from which nominees for the Board will be selected. In such cases, nominees may be proposed only from the internal division whose turn it is. The rotation shall be established through a vote among all the clubs in the Electoral Area and reaffirmed or renewed every 5 years by a vote of the clubs. All ballots among the clubs to establish or reaffirm/renew rotation in the Electoral Area will be administered by headquarters. Any disagreement over the application of the rotation which cannot be resolved by the clubs in the Electoral Area will be referred to and decided finally by the Board of Directors of the Federation.

Section 8.06 Elections. Headquarters shall send to each club in good standing and eligible to vote in the Electoral Areas electing that year a mail ballot and standardized curriculum vitae on each candidate. 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 candidate with the majority of votes shall be elected to the Board of Directors from that Electoral Area.

Section 8.07 Resignations. Any Director or officer of the Federation may resign at any time by giving written notice to the President or the Secretary/Treasurer of the Federation. The resignation shall take effect at the date of receipt of the notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 8.08 Removal. Any Director or officer of the Federation may be removed, either for or without cause, by the Board of Directors whenever in the judgment of the Board the best interests of the Federation will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed. Removal shall occur only upon a two-thirds vote of the Directors then in office, exclusive of the person being removed, and only after being given an opportunity to be heard at a meeting of the Board of Directors.

Section 8.09 Vacancies. If any member of the Board resigns, is removed or otherwise is unable to complete a term, the President shall request that the appropriate Electoral Area nominate a candidate for election of a replacement in accordance with procedures approved by the Board. The person elected shall serve for the balance of the unexpired term. The fact that a vacancy occurs and action is taken by the Board before a replacement is elected shall not invalidate or otherwise affect such action or the power of the Board to act.

Section 8.10 Place of Meeting. Meetings of the Board of Directors shall be held at the Headquarters of the Federation, but may be held at such place within or outside Pennsylvania as the President or Board of Directors may from time to time select.

Section 8.11 Regular Meetings. Regular meetings of the Board of Directors shall be held at least two times each fiscal year and at other times as necessary within budget limitations.

Section 8.12 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by two or more of the Directors. Notice of each such meeting shall be given to each Director at least 72 hours in advance if notice is by telephone, email or telegram, and ten days in advance if notice is given by mail. Every such notice shall state the time and place of the meeting.

Notice of any meeting of the Board of Directors during any emergency resulting from warlike damage or an attack on the United States, or any nuclear or atomic disaster, shall be given only to the Directors whom it is feasible to reach at the time, and by such means as are feasible at the time, including publication or radio.

Section 8.13 Standard of Care, Justifiable Reliance and Business Judgment Rule.

- a) A Director shall stand in a fiduciary relationship to the Federation, and shall perform the duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Federation, and with such care, including the skill, and diligence that a person of ordinary prudence would use under similar circumstances and reasonable inquiry into those issues required by the statutes of the Commonwealth of Pennsylvania to be considered in the circumstances and those interests and factors listed in the Pennsylvania Nonprofit Corporation Law of 1988 Section 5715(a) (relating to exercise of powers generally) or Section 5716(a) (relating to alternative standard) that the Director considers appropriate. In performing such duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:
  - (i) One or more officers or employees of the Federation whom the Director reasonably believes to be reliable and competent in the matters presented;
  - (ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and

- (iii) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has actual knowledge concerning the matter in question that causes the Director to believe that reliance is unwarranted.

A Director who makes a business judgment in good faith fulfills the Director's duties if:

- (i) The subject of the business judgment does not involve self-dealing by the Director or an associate or affiliate of the Director;
  - (ii) The Director is informed with respect to the subject of the business judgment to the extent the director reasonably believes to be appropriate under the circumstances; and,
  - (iii) The Director rationally believes that the business judgment is in the best interests of the corporation.
- (b) In discharging the duties of their respective positions, the Board of Directors, committees of the Board and each individual Director may, in considering the best interests of the Federation, consider to the extent they deem appropriate:
- (i) the effects of any action upon employees, upon persons with whom the Federation has business and other relations, and upon communities in which the offices or other establishments of or related to the Federation are located, and all other pertinent factors.
  - (ii) The short-term and long-term interests of the Federation, including benefits that may accrue to the Federation from its long-term plans and the possibility that these interests may be best served by the continued independence of the Federation.
  - (iii) The resources, intent, and conduct (past, stated, and potential) of any person seeking to acquire control of the Federation.
  - (iv) All other pertinent factors.

The Board of Directors, committees of the Board and individual directors shall not be required, in considering the best interests of the Federation or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of any of these interests and factors does not constitute a breach of fiduciary duty.

Section 8.14 Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in Section 8.12 of this Article, a majority of the Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Each Director shall be entitled to one vote. The vote of a majority of the Directors present and voting shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is

present. The Directors shall act only as a Board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting of the Directors may be taken without a meeting, by unanimous consent in writing setting forth the action so taken, shall be signed by all of the Directors in office either on the same document or in counterparts, and shall be filed with the Executive Director through the Secretary/Treasurer of the Federation.

Section 8.15 Interested Directors or Officers; Quorum. No contract or transaction between the Federation and one or more of its Directors, or between the Federation and any other Federation, partnership, association, or other organization in which one or more of its Directors are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because the votes of the interested Director(s) are counted for such purpose, if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
- (b) The contract or transaction is fair to the Federation at the time it is authorized, approved, or ratified by the Board.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Director, which authorizes a contract or transaction specified in this section.

Section 8.16 Fees. No fee or compensation shall be paid to any Directors for attending any meeting of the Board of Directors or any committee of the Board of Directors or otherwise for service as a Director.

Section 8.17 Training. Each year prior to September 1st, the Federation shall sponsor a training seminar. All who will be members of the Board of Directors on September 1st shall attend. The seminar will focus on the appropriate role of the Board.

Section 8.18 Limitation of Personal Liability of Director. A Director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The Director has breached or failed to perform the duties of office as defined in the Pennsylvania Nonprofit Corporation Law; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This Section shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 8.19 Indemnification. The directors, officers, employees and agents of the Federation shall be indemnified for any costs, expenses and liabilities incurred as a result of the performance of their duties as provided in the Pennsylvania Nonprofit Corporation Law. Expenses incurred in defending a civil or criminal action, suit or proceeding (except when brought by the Federation) may be paid by the Federation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors

in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that the representative is not entitled to be indemnified by the Federation. Each such indemnity may continue to a person who has ceased to be a representative of the Federation and may inure to the benefit of the heirs, executors and administrators of such person. Each person who acts as a representative of the Federation shall be deemed to be doing so in reliance upon the rights of indemnification provided by applicable law.

## ARTICLE IX Committees

Section 9.01 Committees of the Board. 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:

- (a) Finance Committee shall review the financial affairs of the Federation. The Secretary/Treasurer shall be a member of this committee and may serve as chair.
- (b) Laws and Resolutions Committee shall receive proposed amendments to these Bylaws, Federation Procedures, and resolutions.

Section 9.02 Federation Fundraising Council is charged by the SIA Board to solicit and attract charitable donations, gifts, sponsorships and bequests in order to support the programs of Soroptimist International of the Americas, and to provide recommendations regarding fundraising in support of the Board's fiduciary responsibilities. The Federation Fundraising Council shall be composed of up to 14 members and eligibility to serve in the following positions shall be defined by the SIA Board:

- (a) Two Co-Chairs serving a one-year term, appointed by the SIA Board;
- (b) Two Co-Chairs-elect, serving a one-year term, appointed by the SIA Board. The two Co-Chairs-elect shall automatically rise to the position of Co-chairs at the conclusion of their term as Co-Chairs-elect;
- (c) One SIA Board member as the Board liaison serving a one-year term, appointed by the Board. If the Board liaison is appointed for the first year of their Board service, they may be reappointed as the Board liaison for the second year of their Board service;
- (d) Up to nine Country Leaders appointed by the SIA Board for a two-year term, with possible re-appointment for an additional consecutive two-year term. Country Leaders will represent and serve as the spokesperson for their Country Group on the Federation Fundraising Council.

Section 9.03 Powers. No committee shall exercise any of the powers or authority vested by these Bylaws or the Pennsylvania Nonprofit Corporation Law of 1988 in the Board of Directors but may make recommendations to the Board concerning the exercise of such powers and authority.

## ARTICLE X Fiscal Matters

Section 10.01 Fiscal Year. The fiscal year of the Federation shall commence on September 1st of each year.

Section 10.02 Dues. Each club shall pay to the Federation annual dues of U.S. \$52 for each member, except life members, payable on or by July 1 on membership as of that date in accordance with the following schedule: 2015-2016 U.S. \$68; 2016-2017 U.S. \$70; 2017-2018 U.S. \$72. Beginning in 2018-2019, the Board of Directors shall establish the annual dues, based on the previous year's dues rate and the anticipated cost of living adjustment projections, rounded up or down to the nearest dollar as appropriate, by March 31 of each year. The Board may elect to maintain the previous year's rate if conditions do not warrant an increase. Each club shall pay annual dues for those designated as life members prior to July 1, 2001, in the amount of U.S. \$10, payable on or before July 1 on life membership as of that date. Life member dues do NOT include the costs for mandatory insurance or a subscription to *Best for Women*.

Section 10.03 SI Dues. Each club shall also pay Soroptimist International dues as established by the SI Board. The exact amount is established by the Federation Board based on the best estimate of the exchange rate for annual dues in pounds sterling charged to the Federation by Soroptimist International for dues payable by each member.

Section 10.04 Fees. Each club shall pay to the Federation necessary additional fees (e.g. new member fees, late fees, mandatory convention fee, subscription fees, insurance fees, licensing fees) as determined by the Board of Directors. The amounts and due dates of such fees shall be stated in Federation Procedures and announced to clubs well in advance.

Section 10.05 Adjustment of Dues and Fees. The amounts and times for payment of convention fees and other assessments shall be determined by the Board. The Board may temporarily adjust upward or downward or alter the due date for payment of any dues or fees based upon economic circumstances or where payment otherwise would result in financial hardship to a club or its members.

Section 10.06 Audit. The books of the Federation shall be audited by an independent public accounting firm annually and at such other times as directed by the Board.

Section 10.07 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or representative to enter into any contract or to execute or deliver any instrument on behalf of the Federation. Such authority may be general or confined to specific instances.

## ARTICLE XI 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.

## ARTICLE XII Amendments

Section 12.01 Proposed Amendments. After a two-thirds affirmative vote:

- (a) any club, region or the Board of Directors of the Federation may propose for consideration at the next biennial convention
  - (i) an amendment to the Articles of Incorporation of the Federation;
  - (ii) an amendment to these Bylaws of the Federation; or
  - (iii) a resolution which proposes action on program issues.

Proposals must be accompanied by a financial impact statement. Proposals from clubs and regions must be received at Federation Headquarters by September 1 in the year preceding the convention. The Laws and Resolutions Committee of the Board shall review all proposals, and may combine or edit the same for clarity, but otherwise shall retain the spirit and intent of each proposal. Any proposal deemed by the committee to jeopardize the tax-exemption of the Federation, to be beyond the scope of the Federation's legal power, or to be incapable of accomplishment shall be referred back to the proposer, who then shall have the right to appeal to the Board, which may accept, reject, or modify the action of the committee. Regardless of the Board's determination, the proposer may require the proposal to be discussed at convention and submitted for a mail ballot. The Board may attach information and recommendations deemed appropriate to any proposal.

- (b) the Board of Directors of the Federation may propose for consideration an amendment to these Bylaws of the Federation whenever it is required to carry out its fiduciary responsibilities to effectively conduct, manage and direct the business and affairs of the Federation. Proposals must be accompanied by a financial impact statement.

Section 12.02 Consideration. Proposals shall be considered as follows:

- (a) Delegates may amend by majority vote the proposed bylaw amendments and resolutions included in the call to convention. A three-fourths vote of the delegates shall be required to consider new bylaw amendments and resolutions that were not included in the call to convention, provided previous notice shall have been given at an earlier meeting of the same session of the convention. Amendments to the new proposals shall be by majority vote.

- (b) Clubs will be notified of proposals to amend the SIA Bylaws from the Board of Directors considered outside of a biennial convention by email and other regular communication channels. The proposals will be published for comment by clubs for at least 30 days. The SIA Board will review comments and publish additional feedback or amendments within 45 days of the comment period deadline.

Section 12.03 **Voting.** Procedure for voting shall be as follows:

- (a) Within 90 days after the close of each convention a mail ballot presenting each original and amended proposal and resolution shall be sent to each club in good standing with a recommended action of the convention voting body and the comments of the Laws and Resolutions Committee. Ballots shall be returned to Headquarters within 60 days after the date of mailing. A two-thirds vote of those returned and voting on that issue shall be required for approval.
- (b) Within 30 days of the final publication of amendments proposed by the Board of Directors that have gone through the club comment period as noted in Section 12.02(b) a mail ballot presenting the amendment proposal shall be sent to each club in good standing with the additional feedback or comments of the Board. Ballots shall be returned to Headquarters within 60 days after the date of mailing. A two-thirds approval vote of those returned and voting on that issue shall be required for approval.

Section 12.04 **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.

Section 12.05 **Amendments to Procedures.** Amendments to Federation Procedures may be proposed by any club, region, or the Board at any time. The Laws and Resolutions Committee shall submit the proposals to the Board for action at its next meeting.

Section 12.06 **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.

## ARTICLE XIII

### Dissolution

Upon the dissolution of the corporation, as provided in the Organization's Articles of Incorporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such exempt purpose. 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.