



GOOD TO GREAT GOVERNANCE

Parliamentary Procedure and Beyond

#SIAConv2024

Soroptimist International of the Americas, Inc.

WELCOME!

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MEET MY CIRCLE



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MEET MY CIRCLE



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LEARNING OBJECTIVES

- ❖ Understand the basics of handling club meeting business utilizing Parliamentary Procedure while ensuring all viewpoints are heard.
- ❖ Reviewing and understanding what your club bylaws (and SIA's governing documents) allow and require.
- ❖ What external, non-Soroptimist great governance standards your club needs to be aware of and follow.
- ❖ Resources available to assist your club in achieving great governance.



Parliamentary Procedure:



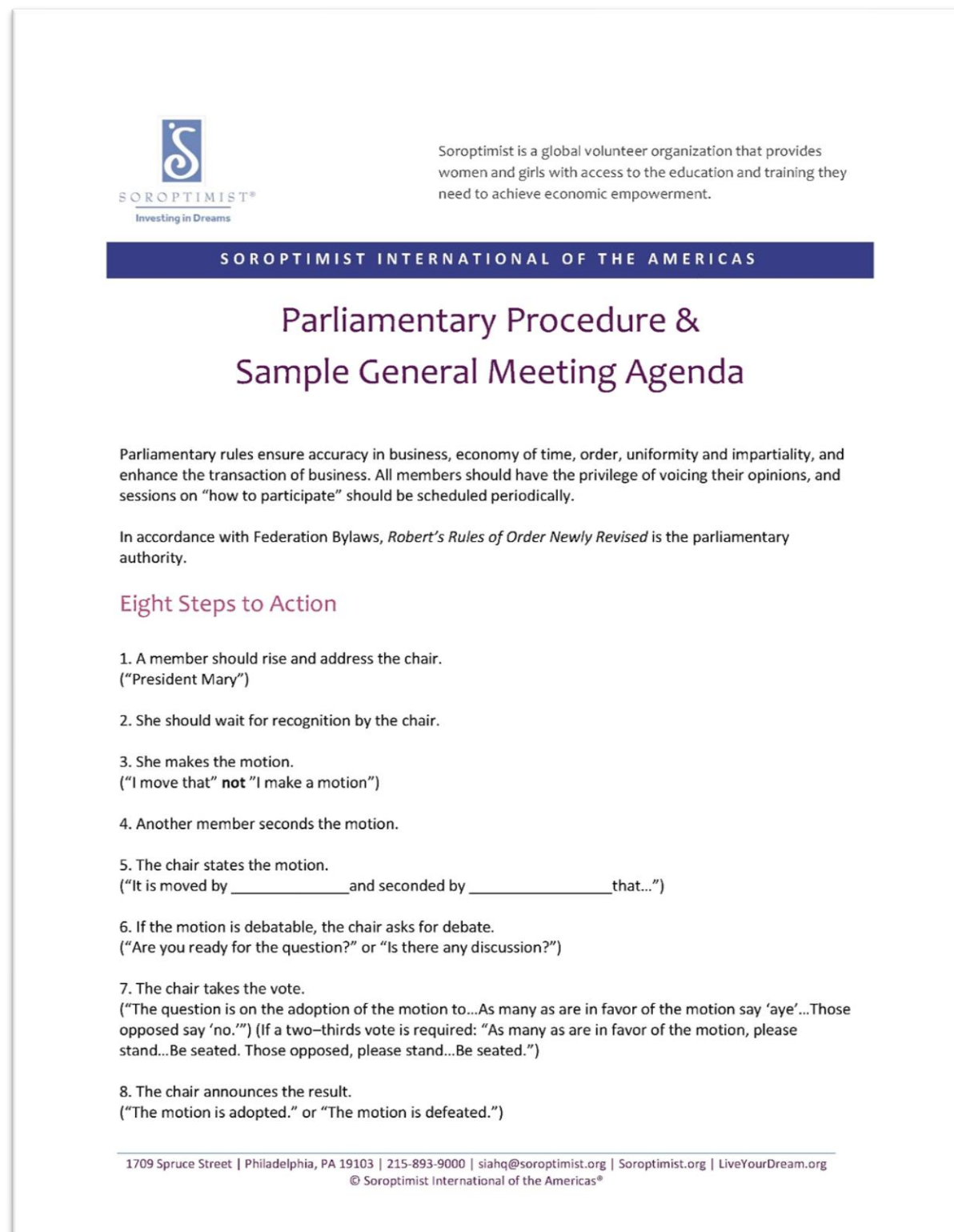
Protects the rights of all club members to debate and discuss club business.



In this parliamentary system, the importance of the organization takes precedence over the individual members.



THE BASICS- AGENDA



An agenda is a crucial component of your meeting. You should provide the agenda in advance and review at the beginning of your meeting.

Most clubs have a standard order of business; the following should be included in your club's standard order:

- ❖ **Minutes Approval**
- ❖ **Reports (Officers, Board, Standing Committees)**
- ❖ **Special Committee reports**
- ❖ **Special Orders**
- ❖ **Unfinished business**
- ❖ **New Business**

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DUTIES OF THE PRESIDING OFFICER



Calls meeting to order.

Determines whether a quorum is present so that business can be conducted.

Announces the sequence of business coming before the assembly/members.

DEBATE DIRECTIVES

Debate Do's and Don'ts as the Chair

- ❖ Does not express opinion or debate while in the chair.
- ❖ Vacate the chair to participate in the debate.
- ❖ Always vote when the vote is by ballot
- ❖ May cast a vote to make or break a tie
- ❖ Votes last when the vote is by roll call

General rules regarding business and debate

- ❖ Full debate is permitted on all questions.
- ❖ The issue—**not the person**—is always what is under consideration.
- ❖ A majority (more than half) decides unless a greater percentage is required
- ❖ The chair must recognize members before making any motion (including motions that do not require a second).
- ❖ The chair states the question/motion and then enforces the general Rules of Order relating to it.



DEBATE DIRECTIVES Cont.

These general Standing Rules for Meetings and Conducting Meetings are the heart of ensuring a collaborative debate at your meeting:

- ❖ Whoever makes the motion is entitled to speak first in debate if they claim the floor.
- ❖ No member may speak a second time so long as any member who has not yet spoken claims recognition by the chair.
- ❖ Debate should alternate between those favoring and those opposing a measure.
- ❖ The chair should ignore any motion that requires a second, which is called out by anyone who hasn't been recognized and obtained the floor.
- ❖ The chair should protect the assembly from any obviously dilatory motions—that is, motions that seek to impede the assembly's will, misuse legitimate forms of motion, or are absurd in substance.

Great resources to help presiding officers and members when conducting debate and discussion during meetings include:

- ❖ Chart of helpful motions prepared by SIA's Parliamentarian Connie M. Deford, found online in the Delegates Handbook.
- ❖ *Roberts Rules of Order Newly Revised In Brief* (3rd edition, copyright 2020)



Club Governing Documents



Club Bylaws

Hierarchy of club governing documents:

- ❖ Articles of Incorporation (Controlled by state government)
- ❖ Club Bylaws
- ❖ Club Procedures or Standing Rules
- ❖ Standing Rules for meeting and conducting business
- ❖ Charitable status (Federal government)

Your club's governing documents should be reviewed regularly, preferably annually or every two years. Select a committee to recommend amendments and process amendments to the Bylaws or Club Standing Rules/Procedures.





Articles of Incorporation or Articles of Association



- ❖ Incorporation is based on the jurisdiction's set of laws for non-profits or charities.
- ❖ These laws may spell out how meetings can take place or how business can otherwise be conducted.

- ❖ May provide officers and/or board members with certain protections (but not legal fees); incorporated clubs should consult with a licensed attorney who practices non-profit law in the jurisdiction for any questions, including whether certain components of non-profit corporation law must be listed in the club's bylaws to be in effect.
- ❖ May require certain filings or fees on a regular basis.

Club Governing Documents



Club Bylaws

Content of Bylaws:

- ❖ Club's purpose
- ❖ Method of admitting members
- ❖ Outline your officers, committees, meeting dates, and quorum (may also set up a board of directors)
- ❖ Include how the Bylaws will be amended, including the requirement of notice (and how much notice) and at least a two-thirds vote in order to be adopted.
- ❖ SIA undertaking a multi-year focus on helping clubs review and modernize their bylaws.

More information will be available in Spring 2025



Club Governing Documents

Club Standing Rules (SIA calls them “Procedures”)

- ❖ Administrative details that are not important enough to be in the bylaws and unrelated to how business is conducted at meetings.
- ❖ Be as specific as possible, especially any special administrative rules about paying dues/fees (when payment is required, if there are any payment plans)
- ❖ Often amended or updated by the club’s board. The board must have authority defined in the rules/procedures or the bylaws.

Club Procedures



SIA GOVERNING DOCUMENTS

IMPORTANT POINTS

SIA Bylaws:

- ❖ Members can hold only one elected office at a time in the Soroptimist organization and can be members of only one club.
- ❖ How board is elected; how dues are established; how bylaws may be amended.

SIA Procedures:

- ❖ SIA Procedure A. General (clubs taking public positions; no campaigning for any Soroptimist office), Procedure B. Procedures Governing Clubs, Procedure C. Fees, and Procedure F. Procedures Governing Regions **are the most important on day-to-day club or region operations.**





CHARITABLE STATUS- POLITICAL CAMPAIGNING



U.S. clubs have nonprofit charitable status with the U.S. Internal Revenue Service.

Governmental filings may be required, and nonprofit privileges may be lost if not carried out in accordance with that jurisdiction's schedule- i.e.

Form 990

The IRS requires that clubs do not participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate, including Soroptimist candidates.

SIA requires all clubs, including those outside the U.S., through the long-standing Soroptimist rules that pre-date Soroptimist's charitable status, to follow the rule about intervening directly or indirectly in any political campaign.





Regulations

Your federal/national, state/provincial, or local laws that govern the formation, status, or operations of groups in the civil jurisdiction where your club operates **supersedes** any conflicts with Soroptimist (club, region, or federation) laws.

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RESOURCES



Do you know?

The following resources are available to assist you in reviewing and understanding what your club bylaws (and SIA's governing documents) allow and require.

Documents

- ❖ SIA Sample Club Bylaws Template
 - ❖ SIA General Meeting Agenda
 - ❖ Parliamentary Procedure
- ❖ Business & Board Meeting Minutes
 - ❖ Budgets, Bylaws and more!





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