

SIA Governance

Building Effective
Documents



Inspiring Dreams

49th SOROPTIMIST
INTERNATIONAL OF THE AMERICAS
Biennial Convention

Federation-wide initiative

Update and align SIA, region and club governing documents

GOAL: June 2028



Why a Governance Focus?



**Clubs with
outdated
documents**



**Clubs not
following
documents**



**Clubs with
no
documents**



**Increasing
Risks**

Mission Matters

Effective and efficient clubs
= Greater mission impact



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Our Objectives Today

- ▶ Identify key documents for effective club governance
- ▶ Review misunderstood Parliamentary concepts
- ▶ Plan club governing documents review and updates

Governance

The process of accountability and decision-making

The process of implementing decisions



Club Governing Documents



Club Bylaws
Authority



Club Procedures
Administration



Special Rules of Order
Meetings



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Club Bylaws



Authority

Rights and responsibilities of members, leaders, and club as an entity



Accountability

Basic duties, reporting, and required internal or external disclosures



Decision-making

Level of acceptance needed to make decisions and who makes which decisions



Participation/Changes

Member duties to participate, provide input, make changes in club structure or authority



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Club Procedures



Finances

All matters pertaining to finances: fee amounts, banking, approving expenditures, collecting general funds, fundraising, audits, receipts



Committee practices

Processes to carry out committee work, deadlines, may include descriptions and composition if not in Bylaws



General practice/custom

Expectations of members, logistical arrangements, password protocols, member support, communication protocols



Policies

Conflict of interest, confidentiality, whistle-blowers, DIBI background checks, records retention



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Special Rules of Order



Provide stability

Recognizable and repeated rules from meeting to meeting



Utilizing the agenda

Specific information about what will be discussed in advance of the meeting, transparency



Level field of debate

Provisions for equal chances for debate without anyone dominating discussion



Tools

Parliamentary Procedure “Roberts Rules of Order”



Common Philosophy

Different specific requirements for legal or cultural provisions that may impact club governance

All Soroptimists, clubs, regions and SIA have common desires for efficient clubs, acting legally and with integrity, to grow our mission in communities all over our Federation



Amendment

- ▶ Better when fewer sections to update
- ▶ Debate and vote for each section separately
- ▶ Approved sections replace old sections in the club bylaws

Revision

- ▶ Better when many changes needed, or for fresh start
- ▶ Substitute new document for old document
- ▶ Review each section, can vote to change section only if changes are needed
- ▶ At end of review, one vote to approve the new document

Planning the review and updates

- ▶ Access SIA developed templates
- ▶ Assign review and updates to a committee
- ▶ Committee prepares draft proposed amendments
- ▶ Obtain feedback from club and/or board (possibly multiple cycles)
- ▶ Amendment by Section or Revision?
- ▶ Provide amendments or proposed new document to members with notice
- ▶ Discussion and debate and vote(s)
- ▶ Implement amendments or revised Bylaws, including submission to SIA headquarters

Bylaws Essential Sections

Purpose

- Connects the club to the greater purpose of Soroptimist and our mission
- Inurement clause: mission, not members, receive the funds raised



Bylaws Essential Sections

Members

- Admission to membership
- Privileges of membership
- Termination of membership: recommended with SIA's Member and Leader Code of Conduct implementation for ability to terminate membership for certain issues, including non-payment of dues and ongoing conduct issues that impact the club



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Bylaws Essential Sections

Officers

- Provides the expectations and accountability about the specific individual roles that members will fill as officers. This is different from the Article of Board of Directors, which focuses on the Board and its powers as a group.
- Term of office that states “X years or until their successors are elected”
- Removal of officer, with notice: recommended with SIA’s Member and Leader Code of Conduct implementation
- Filling officer vacancies



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Bylaws Essential Sections

Nominations/Elections

- Nominating Committee composition
 - When formed, when reports
- Elections
 - When take place
 - If nominations from floor accepted
 - Format
 - Majority elects



Bylaws Essential Sections

Meetings

- Ability to call special meetings
- Acceptable formats for the club's membership meetings (in person, electronic, or hybrid)
- Quorum necessary to conduct business



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Quorum: meaning and impact

- Quorum (Robert's Rules of Order)
 - “The minimum number of members who must be present at the meetings of a deliberative assembly for business to be validly transacted is the **quorum** of the assembly.”
 - “assembly”—the general club membership or the club board membership
- Expressed as a percentage of all members or members entitled to vote as noted in the Bylaws (i.e. have the right/privilege of voting)
- Is different from the number of members required to approve a motion or piece of business during the meeting, which is determined on a vote by vote basis

Bylaws Essential Sections

Board of Directors

- Parameters of the Board's power – it cannot reverse a club decision
- Ability to call special and emergency meetings
- Acceptable formats for meetings (in person, electronic, hybrid)
- Quorum necessary to conduct business



Bylaws Essential Sections

Committees

- Authority to create committees, how committees formed
- List of committees in the bylaws if authority rests with the committee to carry out certain work in place of the board (other than nominations/elections)



Bylaws Essential Sections

Fiscal Matters

- Fiscal year dates, usually July 1 to June 30
- Club dues—deadline for payment
 - Recommend not placing the amount in the bylaws so the bylaws don't need to be amended to change them
- Financial review or audit—when it starts, and when the findings are reported to the membership



Bylaws Essential Sections

Parliamentary Authority

- Most current edition of Robert's Rules of Order, Newly Revised (RONR)
 - Parliamentary Authority is the same for clubs, regions and SIA to ensure one standard is followed



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Bylaws Essential Sections

Amendments

- To update Bylaws, use the amendment process cited in your current bylaws
- When Bylaws can be amended: any meeting or only at end of club year?
- Required notice
- Two-thirds (2/3) approval
- Note existence of Club Procedures with authority to create/approve updates



Bylaws Essential Sections

Dissolution

- What happens to the club assets when a club disbands or the entire Soroptimist organization dissolves
- Financial assets must be given to a charitable organization that has a similar mission to Soroptimist



Creating Club Procedures



Finances

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Club Governing Documents = Mission Readiness



Club Bylaws

The structure to carry out the mission



Club Procedures

The processes to carry out the mission



Special Rules of Order

The rules to make decisions how the club carries out the mission



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Templates

- The club templates will be available in all languages in August.
- Watch *Best for Women* for
 - the links to the template packages
 - how to submit completed governing documents to SIA headquarters.



Q & A