



BYLAWS
OF
SOROPTIMIST INTERNATIONAL OF DAVIE
CHARTERED 1983

Approved: July 15, 2025

Business Meeting:
First Tuesday
Time: Noon

Program Meeting:
Third Tuesday
Time: Noon

Revised: 12.2015, 03.2017, 03.2021, 07.2025

ARTICLE I
Name of Club and Territorial Limits

Section 1. The name of this Club shall be Soroptimist International of Davie, Florida.

Section 2. The territorial limits of the Club shall be the same as the boundaries of the SIA Southern Region

ARTICLE II
Objectives

Section 1. The objectives of the Club shall be to:

- a) Promote the advancement of women through volunteer service to the community.
- b) Serve as a global voice on issues of importance to women.
- c) Engage in any other lawful activities that further the exempt purpose of the Club.

Section 2. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of any Club shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Club shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

ARTICLE III
Members

Section 1. To qualify for membership a person should:

- a) be working in a profession or business or in an occupation of comparable status or responsibilities to those of a person working in a profession or business; or
- b) be retired or temporarily or permanently out-of-work from a profession or business or an occupation of comparable status or responsibilities to those of a person working in a profession or business; or
- c) be embarking on a career in a profession or business or occupation of comparable status or responsibilities to those of a person working in a profession or business.

Section 2. Privileges of membership

- a) All members in good standing whose participation meets the requirements set forth in these bylaws, may speak, make motions, and vote.
- b) Only members in good standing may be elected to or retain office. Any member in good standing may serve as a delegate to federation convention, regional conference, or district meeting.

Section 3. Admission to membership

- a) In addition, the person must live or work within the territorial limits of the Club.
- b) Should any member know of any reason a prospective new member would not qualify for membership or should not be considered for membership, it is incumbent upon that member to notify the Membership Committee of such as soon as possible.
- c) The new member shall be enrolled upon completion of the New Member Application Form for that year and payment of all required fees and dues.
- d) New members shall participate in a Club Orientation within the first six months of membership or as soon as scheduled.

ARTICLE IV **Club Officers**

Section 1. Elected Officers

The officers of the Club shall be:

President

President-Elect

Recording Secretary

Corresponding Secretary

Treasurer

Assistant Treasurer

Directors (4) including the immediate Past President

Section 2. Eligibility

- a) Each officer and board member shall be an active member in good standing. No officer shall receive any salary or other compensation for services rendered to the Club in their capacity as an officer.
- b) To be eligible for the office of President, the person should have served for the preceding year, or part thereof as president elect.

Section 3. Term in Office

Elected officers shall hold office for two years beginning July 1st or until their successors are elected. Extenuating circumstances may necessitate the Nominating Committee to adjust an officer's term in office.

Section 4. Vacancy in Office

- a) In the event of a vacancy in the office of President, the President-Elect shall become President.
- b) Other vacancies shall be filled in the following manner: The Board of Directors shall act as the Nominating Committee and shall report at the next business meeting or at any special meeting called for that purpose. Nominations may then be made from the floor and the Club shall elect.

Section 5. Duties of Officers

PRESIDENT - The President shall act as Chair of the Board and shall have general supervision over the activities and operations of the Club, subject, however, to the control of the Board. To be eligible for the office of President, the person must have served for the immediate preceding year or part thereof as President-elect. The President's duties shall include to:

- (A) preside at all meetings of the Club and Board.
- (B) appoint all committees, unless otherwise provided in these Bylaws
- (C) serve as an ex-officio member of all committees
- (D) countersign checks
- (E) Outgoing President will be responsible to obtain the President pin for the incoming President through SIA, at the Club's expense, and present it to the incoming President at installation
- (F) Work with Assistant Treasurer on club member recognition
- (G) Perform such other duties as pertain to the office and as may be assigned by the Board.

PRESIDENT-ELECT - The President-Elect 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 the inability of the President to serve, the President-elect shall succeed automatically as President. The President-Elect's duties shall include to:

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

RECORDING SECRETARY - The Recording Secretary shall keep the minutes of the Club and Board meetings and submit the minutes of Club meetings and the

recommendations of the Board in writing to the President in a timely fashion. The Recording Secretary shall in addition perform such other duties as may from time to time be assigned by the Board or President.

CORRESPONDING SECRETARY - The Corresponding Secretary shall be responsible for all necessary correspondence for the Club and shall oversee the publishing of a Club newsletter, should one be published. The Corresponding Secretary shall also serve as the Chairperson of the Sunshine Committee. The Corresponding Secretary shall arrange all monthly program speakers.

TREASURER - The Treasurer shall ensure that the funds of the Club are managed in a fiscally responsible manner and that the Club operates in accordance with professional, ethical business practices. Further the duties of the Treasurer shall include to:

- (A) receive, record and deposit all funds and countersign checks.
- (B) furnish financial reports, as required by the Board and the Club.
- (C) prepare a statement of income and disbursements for the fiscal year and arrange for an audit by the Finance Committee.
- (D) pay bills for authorized, budgeted expenditures.
- (E) obtain Club approval for payment of bills not covered by the budget.
- (F) send notices of financial obligations to members.
- (G) place orders for supplies from headquarters.
- (H) prepare and file required tax reports. Will maintain the IRS tax exempt form 501(c)(3). No member is permitted to make copies of this form unless member has club check or credit card and has coordinated official club use with the Treasurer.
- (I) report membership changes (new, reinstated, terminated and transferred members, or changes of name, address, type of membership or classification) on forms 5008 and 5010. Also report changes in president or treasurer during the Club year on Form 200.
- (J) perform such other duties as from time to time may be assigned by the Board or the President including oversight of insurance requirements.

ASSISTANT TREASURER - The Assistant Treasurer shall prepare for assuming the office of Treasurer. The Assistant Treasurer shall in the temporary absence of the treasurer, perform the duties of the treasurer. Additionally, The Assistant Treasurer shall perform such other duties as may be assigned by the treasurer such as collecting and tracking funds/payments at club meetings and fundraising events and/or other routine responsibilities needed to assist the Treasurer and train for assuming the office of Treasurer. Work with President on club member recognition.

Section 6. Transition from Office

The Immediate Past President shall provide support and advice to the officers of the Board.

Within two weeks of the annual installation of officers each year, a Transition Meeting will be held. At this Transition Meeting the outgoing officers will provide the incoming officer a comprehensive overview of the specific office.

ARTICLE V
Nominations and Elections

Section 1. Nominations

- a) The Nominating Committee shall be formed by the President in February of election years or as required by extenuating circumstances.
- b) The Committee shall invite each member to suggest names for consideration.
- c) The Committee shall nominate one or more candidates for each office including directors.
- d) The consent of a nominee must be obtained before the name is placed in nomination.

Section 2. Elections

- a) The report of the Nominating Committee shall be read to the Club at the Club business meeting in March of election years and the report shall be published for the benefit of members who may not be present at the March business meeting.
- b) The election shall be held at the business meeting in April of election years. The report of the Nominating Committee shall be read again at this meeting and additional nominations may be made from the floor.
- c) Election shall be by ballot for any officer for which there is more than one nominee.
- d) Election to an office shall be by a majority vote of a quorum as set forth in ARTICLE VII Section 5. Electronic voting is permissible.

ARTICLE VI
Meetings

Section 1. Regular meetings

Unless otherwise ordered by the Club, regular meetings of the Club shall be held bimonthly on the first and third Tuesdays of each month with one meeting designated as a business meeting and one meeting designated as a program meeting, unless otherwise ordered by the Club.

Section 2. Special meetings

Special meetings may be called by the President and shall be called upon the written request of at least 5 active members of the Club. At least forty-eight (48) hours notice (personal, written, electronic or telephone) shall be given **to** each member for any special meeting.

Section 3. Location

The place of regular meetings of this Club shall be determined by the members. Meetings may be held and members may attend meetings in any format, including face-to-face, audio or video conferencing technology or other virtual tools.

Section 4. Quorum

One-third (1/3) of the voting members of the Club shall constitute a quorum. Voting on a motion shall be carried by a majority consisting of one-half (1/2) of the voting members present plus one. Electronic voting is permissible.

ARTICLE VII
Board of Directors

Section 1. Composition

The officers and directors shall constitute the Board of Directors. The officers of the Club shall be officers of the Board.

Section 2. Duties

Between business meetings of the Club the Board has administrative authority over the affairs, funds and property of the Club, except that of modifying any action taken by the Club. The responsibility of the annual plans for the budget and fund raising shall be the duty of the Board.

Section 3. Regular Meetings

Regular meetings may be scheduled by the President. At least forty-eight (48) hours notice (personal, written, electronic or telephoned) shall be given.

Section 4. Special meetings

Special meetings may be called by the President and shall be called upon the written request of at least (five) 5 active members of the Club. At least forty-eight (48) hours notice (personal, written, electronic or telephone) shall be given to each member for any special meeting.

Section 5. Quorum

Sixty per cent (60%) of the Board of Directors shall constitute a quorum. Voting on a motion shall be carried by a majority consisting of one-half (½) of the voting members present plus one. Electronic voting is permissible.

ARTICLE VIII

Committees

Section 1. Standing Committees shall be appointed by the President. Committee Chairs will include all members of their committee in meetings and committee recommendations. Committee recommendations will be brought forth to the Club. Committee Chairs shall be invited to all Board meetings as a non-voting member.

Standing Committees shall include but not be limited to the following:

1. Fundraising
2. Public Awareness (formerly Publicity)
3. Programs (includes the SIA Dream programs and SID local programs)
4. Membership (includes Recruiting, Engagement, and Retention)
5. Logistics (includes meeting and special function locations only. Logistics chair shall work with event coordinator/committee and social chair /committee for details of event; including, menu selection and cost and shall also work with the Treasurer for required funds.)
6. Administrative: The President, President-Elect or President's Designee shall oversee the Administrative Standing Committees (including the Finance Audit Committee, Nominating Committee, Budget Committee, Historian, By-laws and Tradition Committee, Parliamentarian and others as necessary.

ARTICLE IX

Dues, Fees and Financial

Section 1. Fiscal Year

The Fiscal Year shall be July 1st through June 30th. SID is a 501(c) (3) tax-exempt organization in accordance with IRS rules and regulations.

Section 2. Club Dues and Fees

- a) Annual dues become due on April 1st of each year according to the New Member Application Form for that year. Founder's Pennies and Club liability insurance are included in annual dues.
- b) New Member Fee--Each new member joining this Club at the beginning of fiscal year, shall pay the current dues according to the New Member Application Form for that year which shall include all dues payable by that member to the end of the fiscal year. New members joining between January 1st and June 30th, shall pay

one-half of the current dues following the SIA guidelines which shall include all dues payable by that member to the end of the fiscal year.

Section 3. Luncheon Payments

Luncheon payments are due at each meeting. Multiple payments can be made in advance.

Section 4. Audit

The Treasurer's books shall be audited within 45 days of the end the Treasurer's term or Treasurer vacancy, whichever is sooner, by the Finance Committee.

Section 5. Bonding of the Treasurer

The treasurer shall be bonded in an amount not less than \$5,000, but only if it is required by law.

ARTICLE X
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, Soroptimist International Southern Region Bylaws and standing rules, SIA Bylaws and procedures or Soroptimist International constitution.

ARTICLE XI
Amendment of Club Bylaws

These Bylaws may be amended at any regular business meeting of the Club by a two-thirds (2/3) vote of the members present, provided notice of the amendment has been given at the preceding business meeting.

ARTICLE XII
Dissolution

Upon the dissolution of the Club, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for the exempt purposes of the Club in such manner, or to such organization of organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501©(3) of the Code, as the Club's governing body shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the Club's principal office is then located exclusively for the Club's exempt purposes. 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.