

Bylaws

Eastern Canada Region

Soroptimist International of the Americas, Inc.

1. NAME

The name of this Region shall be Eastern Canada Region (ECR), Soroptimist International of the Americas, Inc.

2. TERRITORIAL LIMITS

The territorial limits of this Region shall be the provinces of Ontario and Quebec. All Clubs of the Region shall have territorial limits within Ontario and Quebec.

3. MEMBERSHIP:

All Clubs within the territorial limits of ECR and in good standing with SIA and ECR are members of ECR.

4. DEFINITIONS:

Area Meeting:	an Area Meeting is a meeting of ECR Clubs, convened in the fall of each year.
Biennium:	a biennium is a two-year period determined by SI beginning and ending with even years.
Call to Conference:	the notice convening the Region Conference
ECR:	Eastern Canada Region (ECR), Soroptimist International of the Americas, Inc.
Electronically:	includes telephone, teleconference, e-mail, fax, or webcam meetings.
Federation:	Soroptimist International of the Americas.
Fiscal year:	shall have the same meaning as in generally accepted accounting practice.
Foundation:	Soroptimist Foundation of Canada.
Fund Development Council:	the body within Federation responsible for the funds (formerly managed by the SIA Foundation)
Officers:	the Governor, Governor-elect, Secretary and Treasurer.
Region Conference:	the Region Conference is the annual meeting of Clubs of the ECR, convened in the spring of each year.
SFC:	Soroptimist Foundation of Canada, the Committee which oversees the management of funds used for various awards within Canada.
SI:	Soroptimist International, the international body of Soroptimist with its headquarters in Great Britain.
SIA:	Soroptimist International of the Americas, Inc. (a Pennsylvania Nonprofit Corporation), one of four (4) federations within SI of which ECR is a part.
SOLT:	Soroptimist Orientation and Leadership and Training.

5. **BOARD OF DIRECTORS**

(a) **COMPOSITION**

There shall be seven (7) members on the Board of Directors in the first year of the biennium being the immediate Past Governor, Governor, Governor-elect, Secretary, Treasurer, and two (2) Directors. For the second year of the biennium, there shall be six (6) members on the Board being the Governor, Governor-elect, Secretary, Treasurer, and two (2) Directors.

(b) **POWERS**

The Board of Directors shall have full power and responsibility to conduct, manage and direct the business and affairs of the Region and control its property, but may not modify decisions of the Region Conference.

(c) **DUTIES OF THE REGION BOARD**

The Region Board shall:

- (i) implement Federation programs within the ECR;
- (ii) authorize payment of funds and collection of fees and dues as set by Federation, SI and the approved Region budget;
- (iii) perform such other duties as the Federation or Region Conference may prescribe.

(d) **ELIGIBILITY FOR ELECTION TO THE REGION BOARD**

- (i) any Soroptimist who has been a regular member for a minimum of four (4) years and has served in office at Club level, is eligible;
- (ii) candidates for Governor-elect shall have served as Club president and had experience on the Region Board or as Chair of a Region Committee;
- (iii) no Region officer, with the exception of the Treasurer, shall hold the same office for more than one term;
- (iv) no member of the Board shall hold any other elected Soroptimist office during her term

(e) **ELECTION OF BOARD OF DIRECTORS**

The officers and directors shall be elected at the Region Conference, immediately prior to the first year of the biennium, to take office on July 1st of the same year.

(f) **TERM OF OFFICE**

The term of office shall be for two (2) years or until a successor has been elected, except for the Past Governor, who shall serve as an advisor to the Board for the first year of the biennium only.

(g) **VACANCY IN THE OFFICE OF GOVERNOR**

In the case of a vacancy in the office of Governor, the Governor-elect shall become Governor. Should the Governor-elect be unable to accede to the office of Governor, the Secretary shall assume the office of Governor, on an acting basis, pending nomination and election of a Governor.

(h) **VACANCIES IN OTHER OFFICES**

- (i) Governor-elect.
In the event of circumstances preventing the Governor-elect from completing her term or moving into the office of Governor, regular nomination and election procedures shall be followed;
- (ii) vacancies in other offices shall be filled, on an interim basis, by Board appointment, subject to ratification at the next Region Conference or Area Meeting or at any special meeting called for the purpose.

(i) **MEETINGS OF THE BOARD**

The Governor shall convene meetings of the Board. Such meetings may be held face-to-face or electronically.

(j) **QUORUM**

A simple majority of the Board shall constitute a quorum.

(k) **SPECIAL MEETINGS**

On the written request of three Board members or the presidents of two (2) Clubs, the Governor shall call a special meeting of the Board, within thirty (30) days, with at least fifteen (15) days notice given to Board members, verbally, electronically, or by expedited mail or courier.

(l) **NOMINATING COMMITTEE**

The Nominating Committee shall consist of two (2) regular members and the immediate Past Governor as Chair. In the first year of the biennium, one (1) member shall be elected at the Region Conference, and one (1) member shall be appointed by the Region Board.

(m) **ELECTIONS**

(i) The Governor shall appoint an Election Committee of two (2) members, for the duration of the Region Conference only, to conduct the voting procedures, to verify and present the voting results to the Conference. A report signed by the Committee shall be submitted to the Conference Secretary;

(ii) only accredited delegates and members of the Region Board are eligible to vote;

(iii) at the conclusion of the election, the Election Committee shall request permission from the Region Conference to destroy the ballots.

6. DUTIES OF THE BOARD OF DIRECTORS

(a) **GOVERNOR**

The Governor shall:

(i) preside at all meetings of the Board of Directors, all Region Conferences, and Area Meetings;

(ii) provide leadership to the Region;

(iii) convene a meeting, each July or August, of all Club presidents, or designates, for the purpose of training, planning and team building;

(iv) attend the Governors' Round Table;

(v) appoint all Committee Chairs;

(vi) coordinate the activities of all Region Standing Committees;

(vii) develop the program for Spring Conferences and Area Meetings in consultation with the Region Board and the host Club;

(viii) visit each Club in the Region during the biennium whenever possible;

(ix) maintain communication with member Clubs;

(x) attend the SI Convention whenever possible;

(xi) perform such other duties as pertain to the office.

(b) **GOVERNOR-ELECT**

The Governor-elect shall:

- (i) perform such duties as may be assigned by the Governor;
- (ii) Chair the Region Recruitment and Retention Committee;;
- (iii) sit on the Finance Committee;
- (iv) perform such duties of the Governor as may be necessary, when the Governor is unable to do so herself;
- (v) serve as the next Governor.

(c) **REGION SECRETARY**

The Region Secretary shall:

- (i) record all decisions of the Board, all decisions of delegates at the Region Conference, and the activities at Area Meetings;
- (ii) compile and distribute an annual Region roster to Region Board members, Region Committee Chairs, and Club presidents;
- (iii) perform such duties as assigned by the Governor.

(d) **REGION TREASURER**

The Region Treasurer shall:

- (i) administer the funds of the Region, including their collection, disbursement and management, keep proper records and maintain accounts with such financial institutions as are authorized by the Board;
- (ii) Chair the Finance Committee, which shall prepare the Region budget for the next biennium and such other financial reports as may be required;
- (iii) ensure the financial records are reviewed by a chartered accountant at the end of the biennium;
- (iv) maintain a current record of membership of all the Clubs in the Region;
- (v) collect annual Region dues from the Clubs;
- (vi) identify the winner of the Rose Bowl, presented annually at the Region Conference;
- (vii) perform such duties as assigned by the Governor.

(e) **DIRECTORS**

The Region Directors shall:

- (i) serve as Chairs of Region standing Committees as assigned by the Governor;
- (ii) perform such other duties as assigned by the Governor;

(f) **PAST GOVERNOR**

The immediate Past Governor shall:

- (i) serve as an advisor to the Region Board for the first year of the biennium;
- (ii) perform such other duties as requested by the Governor.

7. REGION STANDING COMMITTEES

(a) PROGRAMS OF SERVICE COMMITTEE

The Programs of Service Committee shall:

- (i) promote and assist Clubs in development and delivery of Programs of Service;
- (ii) facilitate exchange of information regarding Programs of Service between Clubs;
- (iii) facilitate exchange of information regarding Programs of Service between Clubs and the Region Board.

(b) COMMUNICATIONS COMMITTEE

The Communications Committee shall:

- (i) increase public awareness of Soroptimist;
- (ii) coordinate all areas of communication in the Region;
- (iii) maintain Region archives.

(c) FINANCE COMMITTEE

The Finance Committee shall:

- (i) be Chaired by the Treasurer, and comprised of the Governor-elect and one regular member appointed by the Governor;
- (ii) prepare the Region operating budget and to recommend Region dues for the following biennium for approval by the Region Conference at the start of the biennium;
- (iii) prepare a budget upon request for any special project the Region may wish to consider;
- (iv) review on a regular basis the allocation of fees to various funds currently in effect so as to determine a proper allocation of resources.

(d) LAWS AND PROCEDURES COMMITTEE

The Laws and Procedures Committee shall:

- (i) to review the Region bylaws and to present at the Region Conference any revisions or proposed changes;
- (ii) to assist the Governor by drafting motions to be presented at the Region Conference;
- (iii) to monitor changes in SIA Bylaws to ensure that ECR bylaws remain consistent with them;
- (iv) to perform other responsibilities as assigned by the Governor;

(e) RECRUITMENT, RETENTION AND EXTENSION COMMITTEE

The Recruitment, Retention and Extension Committee shall:

Define and address priority membership issues, as directed by the Board for the biennium.

(f) FOUNDATION COMMITTEE

The Foundation Committee shall:

Liaise with the Soroptimist Foundation of Canada (SFC) Board and the SIA Fund Development Council on matters relating to Foundation and SIA Fund awards.

(g) **ADDITIONAL REGION COMMITTEES**

The Governor may establish such Committees as she deems appropriate.

8. FISCAL MATTERS

- (a) The fiscal year of ECR shall be from July 1 of one (1) year until June 30 of the following year.
- (b) The Region Board shall authorize payment of funds and collection of fees and dues as set by Federation, Soroptimist International and the approved Region budget; [5(c) (ii)]
- (c) The Governor-elect shall sit on the Finance Committee; [6(b) (iii)]
- (d) The Regional Treasurer shall:
 - (i) administer the funds of the region, including their collection, disbursement and management, keep proper records and maintain accounts with such financial institutions as are authorized by the Board;
 - (ii) chair the Finance Committee, which shall prepare the region budget for the next biennium and such other financial reports as may be required;
 - (iii) ensure the financial records are reviewed by a chartered accountant at the end of the biennium;
 - (iv) maintain a current record of membership of all the clubs in the region;
 - (v) collect annual region dues from the clubs; [6(d)(i-v)]
- (e) The Finance Committee shall:
 - (i) prepare the region operating budget and recommend region dues for the following biennium for approval by the region conference at the start of the biennium;
 - (ii) prepare a budget upon request for any special project the region may wish to consider;
 - (iii) review on a regular basis the allocation of fees to various funds currently in effect so as to determine a proper allocation of resources; [7(c)(ii-iv)]
- (f) Region Conference:
 - (i) shall be financially self-sustaining;
 - (ii) the host club shall provide a financial statement to the Governor and the region Treasurer and return seed money and any credit balance within 60 days of the close of a region conference; [9(c) &(h)]
- (g) Area Meetings:
 - (i) shall be financially self-sustaining;
 - (ii) the host club will appoint a chair and shall be responsible for all other arrangements including finances; [11(c)&(e)]
- (h) SOROPTIMIST INTERNATIONAL CONVENTION:
 - (i) the Region shall budget an amount approved by the members to subsidize the cost of attendance at SI Convention; [13(b)]

9. REGIONAL CONFERENCE

- (a) a Region Conference shall be held annually;
- (b) the location shall be approved by Region Conference at least two (2) years in advance;
- (c) the Conference shall be financially self-sustaining;

- (d) the delegates from each Club shall be the president or designate and two (2) regular members;
- (e) Conference registration fees shall be set by the Board in collaboration with the host Club;
- (f) resolutions for inclusion in the agenda and proposed amendments to these bylaws shall be submitted in writing at least ninety (90) days before the Conference to the Governor, with copies to the Region Secretary and the Chair of Laws and Procedures Committee, and included in the call to Conference;
- (g) the latest edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure;
- (h) the host Club shall provide a financial statement to the Governor and the Region Treasurer and return seed money and any credit balance within sixty (60) days of the close of a Region Conference;

10. AMENDMENT OF REGION BYLAWS

Region bylaws may be amended by any Region Conference, by a two-thirds (2/3) vote of those eligible to vote, provided notice and the proposed amendments have been delivered to Clubs at least sixty (60) days in advance.

11. AREA MEETINGS

- (a) the Region Board shall convene and coordinate an Area Meeting, to be held in October or early November of each year to provide a forum to foster fellowship between Clubs and for the exchange of ideas and concerns, and SOLT;
- (b) the Governor shall designate the host Club;
- (c) the meetings shall be financially self-sustaining;
- (d) the Region Board shall be responsible for the program and conduct of the meeting;
- (e) the host Club will appoint a Chair and shall be responsible for all other arrangements including finances.

12. FEDERATION BOARD OF DIRECTORS

The Region shall elect a member to the Federation Board of Directors alternately with Western Canada as provided in Federation Procedures.

13. SOROPTIMIST INTERNATIONAL CONVENTION

- (a) the Governor shall represent the Region at the Soroptimist International Convention and shall attend such SI Board meetings as are authorized by the SI Constitution;
- (b) the Region shall budget an amount approved by the members to subsidize the cost of attendance at SI Convention;
- (c) a report of the SI Convention shall be made to the Clubs at the fall Area Meeting, and in the CONNECTOR.
- (d) in the event the Governor is unable to attend, the Governor-Elect shall attend and in the event that the Governor-Elect is unable to attend, then the Board shall appoint an appropriate substitute.

14. CLUBS

- (a) territorial limits of Clubs are subject to Board and Federation approval, and may overlap;
- (b) a change affecting more than one Club shall receive approval by the Board only if both Clubs consent;
- (c) change of name of a Club is subject to Board approval;
- (d) two or more existing Clubs may merge subject to approval of the Board.

15. MAIL BALLOT

- (a) a proposal to take action by mail ballot shall be approved by a simple majority of the Board;
- (b) a request for a mail ballot may be submitted by any Club in the Region, or an individual member, provided the process set out in the ECR Procedures has been followed.

16. ROBERTS RULES OF ORDER

The latest edition of ROBERTS RULES OF ORDER shall be the authority for all matters of procedure.