



Soroptimist International of the Americas Procedures

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FEDERATION PROCEDURES

A. GENERAL

1. Clubs, districts and regions may take public positions:
 - a. in implementation of any adopted position of the Federation;
 - b. in support of the objects and purposes of the Soroptimist organization upon a two-thirds vote of those members, clubs, districts or regions advocating such support; however,
 - c. the Federation, its regions, clubs or members in their capacity as a Soroptimist shall not participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidate for elected public office.
2. Within the Federation, regions, districts, clubs and members have the privilege and responsibility of voting for candidates of their choice. There shall be no circularization of information or campaign materials by anyone for a candidate or nominee including but not limited to electronic and postal mail, facsimile, telephone, printed materials, brochures or leaflets. Only information about the nominees or candidates circulated by their respective nominating committees is allowed. While it is appropriate to have a presentation of all candidates and/or a reception hosted by the region, any social event to promote an individual candidate is prohibited.
3. There shall be no cross solicitation of Soroptimist clubs outside the region on subjects of policy, project promotion or requests for funds without authorization of the Federation Board. Cross solicitation includes sending of postal mail, email, petitions, telephone calls, posts on websites or other forms of requests for project or fundraising support. Regions may adopt procedures for circularization of clubs within the region.
4. The Federation shall publish an official magazine, *Best for Women*. There shall be at least four issues each year. The magazine shall be available by annual subscription: U.S. \$11 in U.S.A. and Canada, U.S. \$15 for all others. Annual dues include a magazine subscription, except for life members.
5. English is the official language of the Federation. Budgetary provisions will be made for appropriate materials, as established by the Board, to be translated into other languages used within the Federation. Clubs may choose to receive these translated materials rather than the English version. All appropriate Federation material that must be translated shall be authorized through Headquarters. If a region or club translates any material used by the Federation, it shall provide a copy to Headquarters.
6. Policy and Position Statements on behalf of Soroptimist International of the Americas may be made only by the elected Federation officers and the Executive Director. Statements made by other Soroptimists do not necessarily represent the official views of the Federation. However, members may utilize the information found in Soroptimist International of the Americas' "Be It Resolved" or Soroptimist International's "Where We Stand" published material.
7. Establishing a strong visual identity is an important component of SIA's branding strategy. Clubs and regions are urged to implement SIA's visual identity in a careful

- and consistent manner. SIA's logo consists of a stylized "S", the word "Soroptimist" and the tagline "Best for Women." Use of the logo is authorized and encouraged on all club or region stationery, websites, bulletins, programs, and educational materials, as well as on badges, decorations and printed matter for region conferences, district meetings, workshops and any other official Soroptimist function. The federation has available, free of charge, the logo (in various formats) as well as stationery, business card and envelope templates for use by regions and clubs. They are available from the members-only website at www.soroptimist.org. The logo should be printed in PMS 659 (blue) or black.
8. SIA has registered the Soroptimist International emblem, SIA logo, tagline (Best for Women), Live Your Dream logo and various federation programs for service and/or trademark protection in the United States of America and other Soroptimist countries. Use of the registered marks are governed by the "Use of SIA Registered Marks Policies", available on the SIA website www.soroptimist.org
 9. SIA Headquarters shall be the sole supplier of all Soroptimist jewelry, including those items that employ the SI emblem, SIA logo, Live Your Dream logo or other registered marks. Non-jewelry items are subject to SIA's non-exclusive limited use license. Licensing fees of \$100 per item will apply to non-jewelry items for sale by clubs or regions as outlined in the "Use of SIA Registered Marks Policies." Every Soroptimist should ensure that the official Soroptimist-owned registered marks continue to enjoy the respect they have earned over the years.
 10. The official membership pin shall be available only through federation headquarters and shall bear the Soroptimist emblem as described in Article V. of the SI Constitution. By custom in our federation, the official membership pin (emblem) is worn on the left, close to the heart. Members may choose to wear other Soroptimist jewelry bearing the federation logo or the emblem, in lieu of or with the official membership pin, keeping in mind that headquarters is the sole supplier of jewelry bearing either the logo or the emblem. By custom in our federation, members wear the pin that shows their highest rank at official functions and may simultaneously wear recognition pins such as the Laurel Society pin. Pins bearing the Soroptimist logo may be used for daily use to encourage conversation about Soroptimist and its mission and may be worn anywhere that is appropriate and in good taste.
 11. Club or region websites must adhere to SIA's Web Site Development Guidelines, available without charge from the members-only section of www.soroptimist.org. Specifically, such web sites shall not publish the name or contact information of any Soroptimist member on a publicly accessible site without the specific permission of that individual. In order to maintain SIA's club and member database, all club or member directory information must be obtained through Headquarters. No advertising or portal to purchase goods or services shall be established on a club or region web site without first obtaining the written permission of SIA. There shall be no replication of SI or SIA program information, applications or forms. Instead, links should be established to such sites that ensure that the information is kept current at its origin. Failure to comply with these guidelines will require that a club or region remove or modify the site upon request of Headquarters or jeopardize the club's good standing, or region's relationship with federation, until such time as the site is in compliance.
 12. Personal contact data (directory information) shall be maintained by headquarters in a secure and confidential manner. Its use for commercial or solicitation purposes shall be denied to all. Requests from non-Soroptimists for contact information shall also be

denied. Only the Federation board of directors may grant exceptions. Soroptimists have access to directory information through the secure members only section of the SIA web site. Regions may request electronic rosters or mailing labels of clubs and/or members in their own region. Headquarters shall maintain a full privacy policy that complies with the highest ethical and legal standards concerning the collection and security of data obtained. This policy will be updated as changes are made both within the organization and within the business community. The full policy is available on the external part of the Federation's web site at www.soroptimist.org.

B. PROCEDURES GOVERNING CLUBS

1. Charters are granted by the Federation according to guidelines available from headquarters. Club names shall reflect distinct geographic place names and represent the community served. Merging clubs shall have the option of requesting a new charter for the merged clubs or of retaining one or all of the original charters. Merging clubs shall agree on the name of the merged club.
2. Officers of a club shall be a president, secretary, treasurer and such additional officers and/or directors as the club may provide in bylaws.
3. Clubs shall hold a minimum of one meeting each month except during regularly scheduled vacation periods of the clubs.
4. Clubs shall encourage members to attend all meetings but shall not adopt or enforce attendance requirements for meetings.
5. Clubs shall maintain 15 or more regular members. Headquarters shall monitor club membership on a monthly basis and direct letters to those clubs with 14 or fewer regular members (copies to the club president and Region Governor). Low membership clubs shall have 60 days to respond and may be granted one (1) six-month extension. Those clubs that do not respond to the letter within 60 days will automatically forfeit charters. Headquarters will review club membership at the six-month anniversary of extension. Those clubs that have not increased their membership to a minimum of 15 regular members shall be reported to the Board as having forfeited their charter.
6. In order to be in good standing, a club must maintain 15 or more regular members, remain current in all financial obligations to the region and Federation, and have submitted all required final reports from Federation club grants and disaster relief grants. Clubs not in good standing are not eligible to vote in Federation elections or mail ballots, and cannot receive grants or awards from the Federation.
7. Dues for new members and charter members of a new club shall be prorated. The member's month of induction shall be the date used for proration. Club treasurers should use the chart below to determine the amount to remit along with the new member fee and the 5008 (proviso: that this is effective July 1, 2007):

2007-2008

Members inducted July 1 through September 30 pay \$44.00
Members inducted October 1 through December 31 pay \$33.00
Members inducted January 1 through March 31 pay \$22.00
Members inducted April 1 through June 30 pay \$11.00

2008-2009

Members inducted July 1 through September 30 pay \$48.00
Members inducted October 1 through December 31 pay \$36.00
Members inducted January 1 through March 31 pay \$24.00
Members inducted April 1 through June 30 pay \$12.00

2009-2010

Members inducted July 1 through September 30 pay \$52.00
Members inducted October 1 through December 31 pay \$39.00
Members inducted January 1 through March 31 pay \$26.00
Members inducted April 1 through June 30 pay \$13.00

C. FAILURE TO FULFILL FINANCIAL OBLIGATIONS

1. When any financial obligation of a club is not paid within 60 days from the due date, Headquarters shall send a notice of delinquency to the club's president and treasurer with a copy to the Region Governor.
2. The Board of Directors shall declare a club's charter forfeited if the financial obligation remains unpaid 60 days following such notice. At its discretion, the Board of Directors may grant a reasonable extension of time for payment of such financial obligations.
3. Annual dues are payable on or before July 1. Clubs that have not remitted dues by August 1 shall also remit a late fee of \$100. Clubs that have not remitted dues by September 1 shall also remit a late fee of \$150. Those clubs whose dues payments are not received by September 1 will receive a letter from the Executive Director stating that the club charter will be forfeited unless dues and late fee of \$150 are received by October 1.

D. REQUESTS FOR REDUCTIONS OF DUES, FEES, ASSESSMENTS

1. The Board of Directors shall consider an adjustment in club dues, fees or assessments upon request from the club or Region Governor.
2. Requests should be sent to Headquarters (with a copy to the Region Governor) within 60 days of the original due date of the invoice and should include information that substantiates the amount of reduction requested.
3. Headquarters will mail notification of the Board's decision to clubs requesting reduction, with copies to the Region Governor.
 - a. Those clubs whose requests for reduction have been approved, must remit to Headquarters within 60 days of the notification.
 - b. Those clubs whose requests for reduction have been denied, may make no further requests for reduction unless there is a substantial change in circumstances. The outstanding obligation must be paid in full within 60 days of notification.
4. Those clubs that do not fulfill the outstanding obligation within 60 days of notification will forfeit their charter.

E. PROCEDURES GOVERNING REGIONS

1. Each region shall adopt bylaws for the effective operation of the region that promote the aims, objects and programs of Soroptimist, provided that such bylaws are not in conflict with the Soroptimist International Constitution, Federation Bylaws or Procedures. Proposals to revise the region bylaws must be submitted to headquarters for review prior to publishing the information in the call to the meeting at which they are to be considered.
2. A region may be divided into districts in accordance with its bylaws.
3. Each region shall hold at least one region conference annually at a time and place to be determined by region bylaws.
4. Each region governor shall have the opportunity to attend two Governors Round Tables at Federation expense; once as governor-elect and once as governor. Funding for the Governors Round Table shall be as follows:
 - a. In even-numbered years, the incoming governors for the biennium shall attend the Governors Round Table, which will be funded by the Federation. This even-year event will be held in conjunction with convention, and is open only to incoming governors.
 - b. In odd-numbered years, governors-elect will attend the Governors Round Table at Federation expense. Current governors may attend the Governors Round Table at region expense via a pooled fee. The region shall submit to Headquarters a pooled fee designated by the Board of Directors for the equal sharing of costs (lodging at double occupancy rate, scheduled meals and economy-class transportation) by those regions whose governors plan to attend. All other expenses are the responsibility of the individuals attending and/or the region.
 - c. The expenses of the Federation President, President-elect, any other officers or staff deemed necessary to attend by the Board of Directors, speakers, meeting rooms, interpreters, and supplies, etc., shall be paid by the Federation.
5. Regions shall contain at least 20 clubs or 300 members. (Proviso: These numerical requirements shall be applied at the end of the Renaissance Campaign in 2009.) A new region may be formed from existing region(s) if the clubs affected approve by a two-thirds vote, or if because of expansion into new territory or because of significant increased or decreased membership, the Federation Board deems it necessary to effect a change in territorial limits. Any change regarding territorial limits shall be made only after consultation with the affected regions and clubs, however, the final determination is at the sole discretion of the Board of Directors.
 - a. When new regions are to be formed from existing region(s), the following information regarding each region to be formed shall be provided to the Federation Board of Directors:
 - Number of clubs
 - Number of members
 - Languages
 - Geographic factors
 - Economic considerations
 - Territorial limits

Distribution of region funds

- b. Formation meetings shall be held to elect provisional officers and establish region bylaws to handle administrative and service business as necessary.
 - c. Any such new region shall become effective July 1 following approval by the Board of Directors.
6. When lacking these defined characteristics, a region shall be administered by the Federation for a period of one to five years as a Federation Directed Region, under the following conditions:
- a. Groupings of clubs established in new countries or territories.
 - b. Clubs in established regions that are unable to maintain the desired numbers of clubs or members, and/or are experiencing economic or leadership difficulties.

F. CONVENTION

1. The biennial convention shall normally be three and one-half to four and one-half days in duration.
2. Headquarters shall be responsible for registration, necessary contracts, physical arrangements and fiscal control.
3. The call to convention shall include a tentative agenda, information regarding registration and credentials, and such other information as required by Federation Bylaws, and such other information as the President may determine necessary to advise clubs of matters to be considered.
4. Sixty days prior to the opening of convention shall be the deadline for receipt of registrations. As long as space is available, the President may authorize that registration continue on a first come, first served basis. A late registration penalty of 20 percent will be assessed.

G. NOMINATIONS AND ELECTIONS PROCEDURES

1. Board of Directors

Electoral Areas are established in Article VII of SIA Bylaws. The chart below shows the method of nomination and election chosen by the internal divisions:

Electoral Area 1 (Brazil)	At-Large
Electoral Area 2 (Eastern and Western Canada Regions)	Rotation
Electoral Area 3 (Japan Minami and Nishi Regions)	Rotation
Electoral Area 4 (Japan Higashi and Kita Regions)	Rotation
Electoral Area 5 (Korea and Taiwan Regions)	Rotation
Electoral Area 6 (Mexico/Centroamerica and America del Sur Regions)	Rotation
Electoral Area 7 (Philippines Region)	At-Large
Electoral Area 8 (Japan Chuo Region)	At-Large
Electoral Area 9 (Camino Real, Desert Coast, Golden West Regions)	At-Large
Electoral Area 10 (Founder, Sierra Nevada, Sierra Pacific Regions)	Rotation
Electoral Area 11 (Midwestern, North Central, South Central, Southern)	Rotation
Electoral Area 12 (North Atlantic, Northeastern and South Atlantic)	Rotation
Electoral Area 13 (Northwestern and Rocky Mountain Regions)	Rotation

By August 1, the Secretary/Treasurer shall invite each club in the internal division of Electoral Areas due for election to suggest names for consideration as candidates for director from their electoral area. Clubs desiring to present names shall send them to Headquarters on or before September 15. Headquarters shall verify eligibility and mail to each suggested member a form for a statement of qualifications, and acceptance of consideration for nomination, with the request that the form be returned no later than October 25. Headquarters shall send a mail ballot by November 10, to all clubs in good standing. All ballots will be returned to headquarters for counting.

When no candidate receives a majority of votes, a re-ballot shall be conducted of the two candidates receiving the most votes.

If no nominations are received by the deadline, headquarters shall wait a period of 60 days and then solicit the clubs for nominations again. The process for nomination and election of the President-elect shall occur on schedule, without prolonged waiting, for the delayed election to be completed. In the event no candidates are proposed after the second solicitation, the current Board member shall remain in office for an additional year and the Electoral Area will resume the process the next year.

Electoral areas consisting of two or more regions may change their method of election between at-large and rotation. The proposing region should contact SIA headquarters and the other regions in the electoral area with their intent to request a change in election method no later than December 15. Headquarters will prepare the question, with rationale and other supporting information, for inclusion in each region's call to conference; all regions affected must vote on the same question, with the same supporting documentation. A majority of delegates present and voting (or clubs in the case of a mail ballot) will determine the region's position; a majority of regions in the electoral area will decide the question. If there is no clear order of rotation when the rotation method is chosen, SIA headquarters and the regions will determine the rotation order. Changes will take effect with the next election involving the electoral area.

2. President - Immediately following the election of Directors for the forthcoming fiscal year, the President shall, according to the following schedule, provide for the nomination and election of the President-elect:

February 1 Invitation to eligible Board members to stand for election.

March 1 Headquarters sends ballots to clubs in good standing.

April 15 Completed ballots returned to Headquarters.

When no candidate receives a majority of votes, a re-ballot shall be conducted of the two candidates receiving the most votes.

3. Filling a vacancy on the Federation Board of Directors - Should a vacancy occur on the Board of Directors, the Electoral Area represented by the vacancy shall be instructed to conduct another election to replace the member. If the Electoral Area follows the rotation system of election, the replacement shall come from the same region as the vacancy. Time frames should be shortened so that a replacement is duly elected within 90 days.

If through the normal schedule of elections, the Electoral Area will complete the election of a successor within 90 days, or a Board member-elect from that Electoral Area has already been

determined, that member will immediately fill the vacancy and complete the unexpired term in addition to the term to which they were elected.

Should the 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.

Should the vacancy occur in the office of President-elect, the Federation will conduct another election, soliciting candidates from those members of the Board currently serving.

4. Fund Development Council - On or before September 15, the SIA Secretary/Treasurer shall invite each club to suggest names for consideration as candidates for vacancies on the Fund Development Council. Clubs desiring to present names shall send them to Headquarters on or before November 15. By December 1, Headquarters shall mail to each suggested member a form for a statement of qualifications, and acceptance of consideration for nomination, with the request that the form be returned no later than January 1. By January 15, Headquarters shall prepare a list of the names and qualifications of all members who have consented to serve if nominated and elected. Copies shall be sent to each member of the Fund Development Council. The nominating committee, composed of the Fund Development Council members, shall prepare a list of nominees, not more than three for each position to be filled.

Voting shall be by mail ballot. A plurality vote shall elect. The term of office for each Council member shall be for two years beginning on September 1 after election.

In accordance with SIA bylaws (section 7.15 c.) the Fund Development Council shall elect its own Chair. Each year, the current Chair shall invite every member who will be on the Council on September 1 to stand for election as Chair. Those who indicate an interest will be considered nominated. A majority vote of the current Fund Development Council shall elect. Election shall be by ballot. When no candidate receives a majority of votes, a re-ballot shall be conducted of the two candidates receiving the most votes.

5. Removal of a Fund Development Council Member – Any Council member may be removed either for or without cause by the SIA 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 and only after the Council member is given an opportunity to be heard at a meeting of the Board of Directors
6. Filling a vacancy on the Fund Development Council – Vacancies in the Fund Development Council shall be filled by the Board of Directors upon recommendation of the remaining members of the Council and each person so selected shall serve as a Council member completing the balance of the unexpired term.

H. BOARD OF DIRECTORS

1. Board members required to attend meetings or functions shall be reimbursed for transportation costs and expenses as budgeted, in accordance with financial policies.

2. Board actions will be shared with the members; however, Board deliberations and discussions shall be confidential. Current issues under consideration by the Board may be shared with the members.
3. Members of the Board of Directors will be made available to attend the annual conference of each region for the purpose of providing information and promoting the programs of Soroptimist International and the Federation, to maintain a linkage to the membership, and act as a resource to provide guidance in administration, direction and goals. The Federation shall pay transportation for the Board member. The region shall be responsible for the costs of registration, lodging and conference meals. The region should invite the Board member to attend any region board meetings occurring around the time of the conference and must provide adequate time on the agenda for the Board member to address the conference. Workshop presentations and installation of officers are additional duties that a region Governor may ask a Board member to perform.

I. VENTURE CLUBS

1. In sponsoring Venture, the Board of Directors of SIA recognizes the mission of Venture:
 - to encourage and promote service at the community level by young women currently ineligible for membership in Soroptimist;
 - to provide these young women opportunities for leadership and self-development through mentoring by Soroptimists.
2. Soroptimist International of the Americas will:
 - a. encourage its member clubs to sponsor local Venture clubs.
 - b. provide a complimentary magazine subscription to the Venture club president
3. Sponsoring SIA clubs will:
 - a. provide leadership and guidance to the Venture club that they sponsor;
 - b. assist sponsored Venture clubs with service activities, including fund-raising projects and other activities as requested;
 - c. assist Venture clubs in planning and evaluation activities, as appropriate to the advisory role;
 - d. accept Venture members into SIA membership as soon as they become eligible;
 - e. be informed and supportive of Venture activities.
 - f. remit a sponsorship fee of \$25 for each venture club sponsored.
4. Venture Clubs will:
 - a. encourage and promote service at the community level as the primary objective of Venture;
 - b. accept into membership young women who are currently not eligible for membership in Soroptimist International according to published membership criteria as interpreted by generally approved SIA membership practices in the country of the sponsoring club. Membership as a Venturist shall terminate automatically one year after reaching age 40, or upon becoming eligible for Soroptimist membership, unless said member holds an office within the Venture organization, in which case Venture membership may be retained until the completion of such term of office.
5. To ensure clarity of the relationship between the sponsoring Soroptimist club and sponsored Venture club, a signed agreement shall be kept on file at Headquarters, which will be renewed or terminated annually on July 1. A sample agreement will be

made available from Headquarters, but the agreement may be modified upon the mutual agreement of the sponsoring Soroptimist club and sponsored Venture club. Such modifications may not violate the spirit of the sponsorship statement.

6. The relationship between the Venture club and its sponsoring SIA club shall include:
 - a. regular communication;
 - b. joint involvement in service projects as appropriate;
 - c. annual evaluation by both organizations regarding their relationship, provision of appropriate feedback and follow up with actions that will accomplish the desired outcomes of each.

J. SIGMA SOCIETIES AND "S" CLUBS

1. Soroptimist International of the Americas clubs may sponsor "S" Clubs and Sigma Societies in order to:
 - encourage and promote service by youth at the community level;
 - provide youth opportunities for leadership and self-development through role models and mentoring provided by Soroptimists
2. Sponsoring Soroptimist clubs should:
 - engage girls and young women in these clubs;
 - encourage volunteer projects that are women and girl focused, consistent with the mission of Soroptimist;
 - provide leadership and guidance to the "S" Clubs and Sigma Societies that they sponsor;
 - assist sponsored clubs with service activities, including fund-raising projects and other activities as requested;
 - assist clubs in planning and evaluation activities as appropriate to an advisory role; be informed and supportive of sponsored clubs' activities.

K. EXTENSION PROCEDURES

1. Assignment of a club in an unorganized area to a region: The Board shall consider the financial impact on the region and on the Federation and shall provide for payment to the region by the Federation of sufficient funds so that the region shall be able to provide proper services to the assigned club. The region shall account to the Board at the end of each fiscal year, giving an itemized statement of the funds expended by the region in providing proper services to the assigned clubs.
2. New countries chartering under an international extension grant: The Federation President, or her designated representative, shall present the charter of the first club organized under an international extension grant. The expenses of such attendance shall be taken from the international grant. Educational follow-up and/or exploration of further extension possibilities contemplated under the same grant shall be conducted on the trip.

L. DISBAND PROCEDURES

1. The Region Governor, in conjunction with the region membership chair, shall supervise the disbanding of a club and shall ensure that:
 - a. The club's governing body pays, or makes provisions for payment of all the liabilities of the club and disposes of all the assets of the club to SIA or to such other

organization or organizations that are organized and operated exclusively for charitable, scientific, literary, or educational purposes, which at the time qualify (or would qualify) as a tax exempt organization under Section 501(c)(3) of the IRS Code of the United States of America.

- b. No surplus funds are used for the private benefit of any person.
- c. Form 202 - Disbanding a Soroptimist Club – is completed and sent to headquarters within 30 days of official disband date.

M. MAIL BALLOTS

- 1. The Board of Directors may take action by mail ballot in accordance with the following provisions:
 - a. All proposals for mail ballots must be accompanied by a financial impact statement and shall be submitted to the President and the Executive Director who shall determine that the subject matter presented does not conflict with current law, is timely and is a matter of Federation business that requires action by mail ballot. The President shall report to the Board, for its consideration, any request for ballots that were deemed improper for Board action, and give reasons for such decision.
 - b. The Executive Director shall prepare a ballot in accordance with *Robert's Rules of Order, Newly Revised*. The source of the proposal and the rationale of the presenter shall be included on all mail ballots. The actual wording of the proposal may be edited, provided the intent is not changed. All mail ballots are to be mailed in separate envelopes marked "Ballot" and are not to be included with other mailings.
 - c. Directors shall have the right to change their vote up to the time the vote is finally announced.
 - d. Ballots may be protested or challenged by any Director by sending a telegraphic or written notice of protest or challenge to the President, with a copy to Headquarters, within ten (10) days of the receipt of the ballot. This action is to be followed, within ten (10) days, by a letter, with evidence of delivery, setting forth the reason for protest or challenge. When a ballot is protested or challenged, another ballot shall be issued immediately to determine:
 - 1. the validity of the protest or challenge, and
 - 2. a final decision on the subject matter.The reasons for the protest or challenge shall accompany the second ballot. Any action required by the initial vote shall be suspended until final disposition of the legal protest or challenge.
 - e. The Executive Director shall advise the President as soon as a majority vote has been received. The Executive Director shall then notify all Directors and any others directly concerned within fifteen (15) days thereafter. Individual comments by voting members shall be included in the report.
 - f. A summarized report of mail ballots shall be included on the agenda of the next Board meeting. Ballots shall be destroyed thirty (30) days after the summary is presented to the Board of Directors.

2. Mail ballots to clubs shall be subject to the same criteria as mail ballots to the Board of Directors. In addition, the following shall apply:
 - a. Clubs that are not in good standing on the day ballots are sent from headquarters are not eligible to participate in that ballot.
 - b. The return envelope of the club ballot shall state the club number, name and region. The envelope shall be signed by any two of the listed officers of the club (president, president-elect, vice president or secretary) and the office held shall be noted after the signature.
 - c. The exact number of ballots mailed to clubs shall be recorded. The deadline for the return of ballots shall be at least sixty (60) days following the date of mailing, and shall be clearly noted on the ballot. The total number of ballots returned to Headquarters by the deadline shall constitute the basis for determining the appropriate majority required.
 - d. Notification to clubs regarding the results of a club ballot shall be included on the Soroptimist members' website and the next issue of the magazine. Mail ballots shall be retained at Headquarters for an additional 30 days and then destroyed.

N. SOROPTIMIST INTERNATIONAL

1. Nominees for Soroptimist International President shall be selected as follows:
 - a. When the Federation is responsible for such nomination, the Board of Directors shall ask eligible candidates who wish to serve to submit a resume. The board of directors shall review the qualifications of the candidates and propose not more than two (2) candidates to be on the mail ballot to clubs. If the board decides to propose no eligible candidates for mail ballot, the Federation shall waive its turn to nominate for the office.
 - b. A ballot shall list the names of the candidates in alphabetical order. A statement of the qualifications of each member shall accompany the ballot.
 - c. Headquarters shall implement a mail ballot to clubs in accordance with Federation Procedures and the time constraints of Soroptimist International. The President shall submit the name of the nominee to Soroptimist International in compliance with its requirements.
 - d. Should the Federation's nominee decline or be unable to serve at any time before the election, the person next in order of preference in the voting results shall become the nominee. If there was only one name on the ballot, the Board shall determine whether another eligible member, who then consents to serve, shall be the nominee, or if the Federation should waive its turn to nominate for the office.
2. Nominees for Soroptimist International Treasurer shall be selected as follows:
 - a. When the Federation is responsible for such nomination, the Board of Directors shall solicit candidates to consent to serve. Nominees should be knowledgeable about the Soroptimist organization and should have experience at the Federation level, financial training, knowledge of international exchange and knowledge of investments.

- b. Procedures N. 1. b, d, relating to the selection of a nominee for Soroptimist International President shall also apply to the selection of a nominee for Soroptimist International Treasurer.
 - c. The Board of Directors shall elect a nominee in accordance with the time constraints of Soroptimist International. The President shall submit the name of the nominee to Soroptimist International in compliance with its requirements.
3. Each region shall select a Soroptimist International Programme Voting Delegate and alternate, in accordance with procedures adopted by the region. All expenses shall be the responsibility of the delegate or the region, according to the procedures of the region.
 4. The Immediate Past President and President-elect of the Federation will serve as representatives of the Soroptimist International Board. If the Immediate Past President is holding office in Soroptimist International, or if one of the representatives is unable to attend, the incoming President-elect shall serve as the third representative to the board meeting. In the event a second representative is unable to attend, the Federation Board of Directors shall elect a replacement. The President may appoint one or two consultants to the representatives to attend the meetings of the board.

O. FEDERATION PROJECTS

1. Federation projects are funded in whole or in part by contributions to SIA.
2. A proposal for a new project, or to change or terminate an existing project, can be submitted to the Board of Directors for consideration by a club or region.
3. Once a program is approved in concept by the Board of Directors, it will be the Board's responsibility, supported by Headquarters staff, to investigate and prepare the following:
 - guidelines for the project
 - forms
 - timelines
 - fiscal impact
 - administrative responsibilities of Headquarters and the Federation Board.
4. Headquarters shall submit progress reports to the Federation Board and Fund Development Council for consideration at their meetings.
5. Using a formalized, strategic planning tool, the board shall evaluate each program every three-five years.

P. PROCEDURES GOVERNING FEDERATION RESOLUTIONS

1. Resolutions shall be related to matters of great importance, have broad concern and be international in scope. Topics should be of relevance and significance to the Soroptimist mission of improving the lives of women and girls. There shall be no resolutions on partisan political matters, resolutions commending living individuals or memorializing deceased members. Resolutions regarding Federation policy, administrative or structural matters will be referred to the Federation Board of Directors for prompt consideration and disposition.

2. Resolutions shall continue to be active until rescinded, or until their purpose has been deemed accomplished by the Laws and Resolutions Committee, with the concurrence of the Federation Board of Directors.
3. Clubs and regions are encouraged to review all resolutions and submit comments and recommendations to the Laws and Resolutions Committee. In addition to receiving all new proposals, the Laws and Resolutions Committee shall review all existing resolutions that have been in force for ten years for relevance to Soroptimist programs, timeliness, change of opinion and new information. By recommendation of the Laws and Resolutions Committee, notice to reaffirm, amend or rescind such resolutions shall be included in the call to convention at which action is to be taken. Resolutions in force for fewer than ten years may also be reviewed and recommended for action by the clubs.
4. When drafting proposed resolutions, the preparer should be aware of germane existing resolutions and Soroptimist International position statements listed in "Where We Stand" to avoid redundancy. Include measurable objectives and timeframes. Questions to be answered when considering topics include:
 - What, precisely, is the concern, problem or opportunity implied by the topic?
 - How does the topic relate to the objects of Soroptimist?
 - What specific awareness, advocacy or action by Soroptimist clubs is needed?
 - How would accomplishing the resolution benefit women or girls or the organization?
5. Resolutions of an emergency nature that may arise after the deadline for submission, may be introduced for consideration at convention in accordance with Federation Bylaws, Article XIII, Section 13.03.

Q. AWARDS FOR CLUBS AND REGIONS

1. The Federation presents the following awards annually:
 - a. **Membership Award:** Recognition shall be awarded to the club with the greatest net regular membership growth between June 1 and May 31.
 - b. **Soroptimists Celebrating Success! Awards:** Clubs may enter programs for awards for club projects that further the objectives of SIA's Strategic Plan. Entries should benefit women or girls or promote Soroptimist as an organization that improves the lives of women and girls, in local communities and throughout the world. Entries should be innovative and successful; replicable in other communities/regions; ongoing or completed during the past year. The Board of Directors will select first, second and third place winners from up to 15 semi-finalists. Semi-finalists and finalists shall receive recognition.
 - c. **Club Award Program:** Based on goals determined by the Federation Board, clubs completing the necessary activities receive recognition. The award form is sent out early so that clubs can use the form as a guideline for activities that should be undertaken by Soroptimist clubs.
 - d. **Region Awards:** Region awards are an opportunity to celebrate the valuable work of the regions, share and replicate best practices and to publicize successful endeavors that further the goals of the federation. Recognition shall be given to the Governors that submit entries in categories determined by the Board of Directors.

2. Soroptimist members, SIA employees and their immediate families are not eligible for any Soroptimist monetary award available to the public. Immediate family is defined to include parents, siblings and children by adoption, blood or marriage.

R. FEDERATION VOLUNTEER POSITIONS

1. The Board of Directors of SIA, with input from the Executive Director, will develop outcome-based goals to be accomplished by a volunteer before establishing such a position at Federation level.
2. A Federation volunteer will generally work in liaison with a designated staff member as indicated in the volunteer job description.
3. The job description for each volunteer position will include:
 - a. title of position and areas of responsibility,
 - b. goals/outcomes,
 - c. specific duties,
 - d. position eligibility requirements,
 - e. to whom the volunteer is responsible,
 - f. reporting/monitoring,
 - g. term of assignment,
 - h. finances,
 - i. application process.
4. A procedure will be identified for publicizing the opening of such a position in a manner appropriate for the specific position, with a closing date noted. Such procedures may include club mailings, recommendations from Region Governors or other interested parties. The advertising and selection procedure will provide fair and equitable opportunities for qualified volunteers. The President, in consultation with the President-elect and the Executive Director, will make the selection from resumes submitted by interested volunteers, and will include a personal statement of qualifications compared to the job description.
5. There will be an annual evaluation of job performance which will be filed at SIA's Headquarters office.

S. AMENDMENTS

1. These Procedures may be amended at a Board meeting by a two-thirds vote. Any change in procedures that affects region, district or club bylaws or operation, shall not become effective until notice has been given by publication in the magazine and/or written notice to each club and/or region. Such notice shall specifically set forth the effective date.
2. To ensure accuracy in the publication of the Federation bylaws, the outgoing and incoming chairs of the Laws and Resolutions Committee shall review the final version before publication. Such reviews are to be completed and returned to Headquarters within 14 days of receipt.

T. U.S. TAX-RELATED MATTERS

1. Tax-exempt status was granted to The Soroptimist Foundation under Section 501(c)(3) as an organization that is not a private foundation (and not taxed) as defined in Section 509 (a) of the Internal Revenue Code of the United States on October 1, 1962. The Soroptimist Foundation was incorporated on September 4, 1980, and the tax exempt status was reaffirmed on February 27, 1981. On July 15, 2002, The Soroptimist Foundation, Inc. filed for a group exemption for U.S. clubs. On September 11, 2002, Soroptimist International of the Americas, Inc. merged into and with The Soroptimist Foundation, Inc. The organization changed its name to Soroptimist International of the Americas, Inc.
2. Winners of Women's Opportunity Awards and Violet Richardson Awards will be issued Form 1099 by Headquarters as required by the United States Internal Revenue Code.
3. Exemption from Pennsylvania sales tax was granted to Soroptimist International of the Americas on September 17, 1965.

TERRITORIAL LIMITS OF REGIONS

AMÉRICA DEL SUR (FEDERATION DIRECTED REGION)-The countries of Argentina, Bolivia, Chile, Colombia *, Ecuador, Guyana*, Paraguay, Peru, Uruguay* and Venezuela.

BRAZIL-Federative Republic of Brazil

CAMINO REAL-The Counties of Santa Barbara, Ventura and Los Angeles west of the San Gabriel River, in California.

MEXICO/CENTROAMÉRICA-Belize*, Costa Rica*, El Salvador*, Guatemala*, Honduras*, Mexico, Nicaragua*, and Panama

DESERT COAST-The Counties of Orange, San Diego, Imperial and Los Angeles east of the San Gabriel River in California; and Yuma County in Arizona.

EASTERN CANADA-The provinces of New Brunswick, Nova Scotia, Ontario, Prince Edward Island, Newfoundland, and Quebec.

FOUNDER-The counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Medocino, Napa, Solano, and Sonoma in California; Hawaii; Guam; the Northern Marianas Islands.

GOLDEN WEST-San Bernardino and Riverside counties in California; Arizona, except Yuma County; New Mexico; and El Paso County in Texas.

JAPAN CHUO-The central islands of Japan.

JAPAN HIGASHI-The eastern portion of Japan.

JAPAN KITA-The northern islands of Japan.

JAPAN MINAMI- The southern portion of Japan.

JAPAN NISHI-The western part of Japan.

KOREA-Republic of Korea.

MIDWESTERN-Illinois, Indiana; Kentucky; Michigan; Ohio; and Wisconsin.

NORTH ATLANTIC-Delaware; New Jersey; New York; Pennsylvania.

NORTH CENTRAL-Nebraska except the counties of Sioux, Dawes, Sheridan, Scottsbluff, Morrill, Garden, Banner, Kimball, Box, Butte, Cheyenne and Deuel; Iowa; Minnesota; North Dakota; South Dakota.

NORTHEASTERN-Connecticut; Maine; Massachusetts; New Hampshire; Rhode Island; and Vermont.

NORTHWESTERN-Idaho, north of Washington state line or 46 degrees latitude; Montana; Oregon except Malheur County; Washington and Alaska.

PHILIPPINES-Republic of the Philippines.

ROCKY MOUNTAIN-Colorado; Idaho south of Washington state line or 46 degrees latitude; Utah; Wyoming; and the Counties of Sioux, Dawes, Sheridan, Scotts Bluff, Morrill, Garden, Banner, Kimball, Box Butte, Cheyenne and Deuel in Nebraska; Malheur County in Oregon.

SIERRA NEVADA-Nevada and the counties of Alpine, Butte, Colusa, El Dorado, Glenn, Inyo, Lassen, Modoc, Mono, Nevada Placer, Plumas, Sacramento, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, Yolo and Yuba in California.

SIERRA PACIFIC-The Counties of Amador, Calaveras, Fresno, Kern, Kings Madera, Mariposa, Merced, Monterey, San Benito, San Francisco, San Joaquin, San Luis Obispo, San Mateo, Santa Clara, Santa Cruz, Stanislaus, Tulare and Tuolumne in California.

SOUTH ATLANTIC-District of Columbia; Maryland; North Carolina; South Carolina; Virginia; and West Virginia.

SOUTH CENTRAL-Arkansas; Kansas; Louisiana; Missouri; Oklahoma and Texas, exclusive of El Paso County.

SOUTHERN-Alabama; Florida; Georgia; Mississippi; Puerto Rico; and Tennessee.

TAIWAN-Taiwan (Republic of China).

WESTERN CANADA-The provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Yukon Territory, Nunavut and that portion of the Northwest Territories situated west of Hudson Bay.

The countries of the Bahamas, Cuba, Dominican Republic, North Korea and the U.S. Virgin Islands have been assigned to SIA by SI, but there are currently no clubs in these countries and this territory has not been assigned to any region.

* = No clubs in these countries at present