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Soroptimist International of the Americas, Inc., Bylaws

TABLE OF CONTENTS

Name	2
Objects and Enabling Provisions.....	2
Organizational Structure.....	2
Member Clubs.....	3
Club Membership	3
Officers; Executive Director	4
Convention	6
Board of Directors	6
Committees	10
Fiscal Matters.....	11
Parliamentary Authority	11
Amendments	11

BYLAWS
SOROPTIMIST INTERNATIONAL OF THE AMERICAS, INC.
(a Pennsylvania Nonprofit Corporation)

These Bylaws of Soroptimist International of the Americas, Inc., formerly known as The Soroptimist Foundation (hereafter referred to as the "Federation") were adopted on December 3, 2010, and supersede all prior and existing Bylaws of the Federation.

ARTICLE I
Name

Section 1.01 Soroptimist International. Soroptimist International of the Americas, Inc. (SIA), is one of the Federations designated by Soroptimist International (SI) and is subject to the territorial limits determined from time to time by the Board of Soroptimist International.

Section 1.02. Registered Marks. The Federation shall ensure the name and marks of the Federation are registered and protected from unapproved use for commercial resale or non-commercial purposes.

ARTICLE II
Objects and Enabling Provisions

Section 2.01 Objects. The objects of the Federation shall be:

- (a) to promote the objects and fulfill the purposes of Soroptimist as defined in the Constitution of Soroptimist International;
- (b) to improve the lives of women and girls in local communities and throughout the world.

Section 2.02 Intent. These Bylaws are intended to be enabling in nature so that the greatest degree of authority and power is vested in the member clubs and the Board of Directors.

Section 2.03 Interpretation. These Bylaws shall be interpreted in a fair, broad, and liberal manner, not in any restrictive or prohibitive manner, consistent with the laws of Soroptimist International and of the Commonwealth of Pennsylvania.

Section 2.04 Scope. The Federation, regions and clubs shall operate in accordance with these Bylaws and such Procedures as may be established by the Board of Directors of the Federation as authorized herein.

ARTICLE III
Organizational Structure

Section 3.01 Federation. The membership of the Federation shall consist of all clubs established within the territorial limits of the Federation, or in any territory associated with the Federation.

Section 3.02 Regions. The territory of the Federation shall be divided geographically into regions, and membership therein shall consist of all clubs established within the territorial limits of the region. The clubs in each region shall elect a Governor and such other officers as may be provided for under bylaws of the region. Such bylaws and any amendments shall be approved by clubs within the region, subject to review and approval by the Federation.

ARTICLE IV Member Clubs

Section 4.01 General. Eligibility to form a club shall be as prescribed by Soroptimist International and the Board of Directors of the Federation. Each club shall maintain a classified membership that is representative of the diversity of occupations and classifications in its community.

Section 4.02 Rights. Each club in good standing, whether incorporated or unincorporated, shall have the right to cast one vote on all matters submitted to or requiring a vote of members under these Bylaws or the Pennsylvania Nonprofit Corporation Law of 1988, including without limitation, the following:

- (a) election of members of the Board of Directors in accordance with Article VIII;
- (b) election of President-elect designated in accordance with Article VI;
- (c) amendments to the Articles of Incorporation of the Federation;
- (d) amendments to these Bylaws of the Federation;
- (e) election of International President according to Soroptimist International procedures; and
- (f) election of members of the Fundraising Council in accordance with Article IX.

Section 4.03 Good standing. A club shall be deemed to be in good standing if all requirements of these Bylaws and rules and procedures established by the Board have been met.

ARTICLE V Club membership

Section 5.01 Eligibility, types and classification of club members shall be as defined by Soroptimist International (see Article IV, Section 2 of the SI Constitution):

- (a) Regular members are those who are actively working in a profession, business, or occupation in an executive or management capacity, or its equivalent. Each regular member who is actively engaged in a profession, business, or occupation shall be “classified”. The classification code shall be assigned based upon the principal and recognized activity of the firm, company, governmental entity, or institution with which the member is connected.
- (b) Retired/unemployed members are those who are retired from active employment or temporarily out of work. No classification code is required.
- (c) Embarking members are those who are in a course of study for, or beginning a career in, a profession, business, or occupation. No classification code is required.
- (d) Life members. Those members who met the definitions of the “active life” or “retired life” types of membership as described in the 1999 bylaws and who were designated Life Members by the Federation prior to July 1, 2001, shall, if they choose, retain this type of membership for their lifetime.

Section 5.02 Entitlements.

- (a) All members whose participation meets the requirements set by the club bylaws may hold office, speak, make motions, and vote. Clubs shall not require attendance at meetings as a condition of retaining membership in the club.
- (b) Only a regular member in good standing may be elected to, or retain office in, the Federation or region or serve as a member of the Federation or region board.
- (c) All members in good standing, regardless of membership type, may serve as delegate or alternate to any convention, conference, or district meeting.
- (d) A member shall not hold more than one elected office within the Soroptimist organization. The following are not considered elected offices: parliamentarian; delegate to Federation convention; delegate to a region conference or district meeting; region delegate to Soroptimist International board meeting; any advisor, coordinator, or committee chair or member (including the nominating committee) serving Soroptimist International, the Federation, region, or club.
- (e) A member may belong to only one Soroptimist club. If a member desires to transfer membership to another club, the club in the new location may accept the transfer upon receipt of written verification from the former club that all financial obligations have been satisfied.

ARTICLE VI
Officers; Executive Director

Section 6.01 Qualifications and Titles. The officers of the Federation shall be a President, a President-elect, and a Secretary/Treasurer. No person may hold more than one office. Officers shall be Directors of the Federation.

Section 6.02 Election and Term of Office. Prior to September 1st each year and after the members of the Board of Directors for the forthcoming fiscal year have been elected, the President shall invite every member who will be on the Board on September 1st, as well as those members who will be retiring on September 1st, except herself and the President-elect, to stand for election for the office of President-elect. Those interested shall reply by an established date, and a mail ballot vote shall be taken of clubs in good standing. The person receiving a majority of votes cast shall be elected President-elect for the forthcoming fiscal year.

At the first gathering of the newly constituted Board each year, the Board shall elect from among its members one person who does not hold the office of President or President-elect as the Secretary/Treasurer. The President shall solicit the members who are willing to stand for election and shall conduct the voting by ballot. The person receiving a majority of votes cast shall be elected the Secretary/Treasurer. Each officer shall hold office for one year from September 1st to August 31st and until a successor shall have been elected and qualified, or until their inability to serve.

Section 6.03 The President. The President shall act as Chairman of the Board of Directors and shall have general supervision over the activities and operations of the Federation, subject, however, to the control of the Board of Directors. To be eligible for the office of President, the person must have served for the immediately preceding year or part thereof as President-elect. The President's duties shall include, without limitation, to:

- (a) preside at all meetings of the Board and share presiding duties with the immediate past president at the convention;
- (b) appoint all committees, unless otherwise provided in these Bylaws;
- (c) ensure that the Board engages in strategic planning, development of policies and programs which complement the mission of the Federation, and receives evaluations of policies;
- (d) cause the policies, plans and programs approved by the Board to be implemented through the Executive Director and evaluated by the Board;
- (e) cause the program of activities for conventions to be developed in consultation with the Board and in accordance with the approved budget;
- (f) cause regular reports of the actions of the Board and the Federation to be provided to clubs and their members;
- (g) recommend, with the approval of other members of the Board, persons from the Federation to serve on Soroptimist International committees;
- (h) serve as an ex-officio member of all committees; and
- (i) perform such other duties as pertain to the office and as may be assigned by the Board.

Section 6.04 The President-elect. The President-elect shall attend all meetings of the Board and the convention and 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 expiration of the term of the President or upon the inability to serve, the President-elect shall succeed automatically as President. Further, the duties of the President-elect shall include, without limitation, to:

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

Section 6.05 The Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board and the convention and shall cause a record to be made of all actions. Duties of the Secretary/Treasurer shall include, without limitation, to:

- (a) prepare minutes of Board meetings and the convention;
- (b) ensure that funds of the Federation are managed in a fiscally responsible manner and that the Federation operates in accordance with professional ethical business practices; and
- (c) perform all duties incident to the offices of Secretary and Treasurer, and such other duties as may from time to time be assigned by the Board or the President.

Section 6.06 Officers' Bonds. Any officer shall give a bond for the faithful discharge of the duties of such office in such sum, if any, and with such surety or sureties as the Board of Directors shall require at the expense of the Federation.

Section 6.07 No Salaries. No officer shall receive any salary or other compensation for services rendered to the Federation.

Section 6.08 Executive Director. The Board of Directors shall retain an Executive Director who shall be the chief executive officer of the Federation. The Executive Director shall report to the Board and attend all meetings of the Board of Directors. The Executive Director shall not be an officer of the Federation and shall not have a vote on matters brought before meetings of the Board or conventions. The Executive Director may receive compensation and other remuneration for services.

ARTICLE VII Convention

Section 7.01 Conventions. The Federation shall hold a biennial convention of member clubs in even-numbered years at a site to be selected by the Board of Directors. Official notice of the convention shall be published at least six months in advance, and complete information including all matters that the Board of Directors deems necessary shall be sent to clubs at least 90 days in advance.

Section 7.02 Voting at Conventions. Each club in good standing shall be entitled to designate a delegate (and an alternate to serve in the absence or inability of the delegate to serve), who must be a member and who shall cast all votes by the club. A delegate may represent only the club in which membership is held. Each club through its delegate, each past President of the Federation, Region Governors, and each member of the Board of Directors of the Federation shall be entitled to cast one vote on each matter brought to a vote at a convention. Proxy votes shall not be allowed under any circumstance.

Section 7.03 Quorum. Delegates representing at least one-third of all the clubs in good standing shall constitute a quorum at any convention. The vote of a majority of those present and voting shall be the acts of the members. If delegates representing one-third of the clubs in good standing are not registered, the quorum, for the purpose of considering those matters notice of the general nature of which has been given prior to the convention, shall be a majority of the delegates who have been registered with the credentials committee as in attendance.

ARTICLE VIII Board of Directors

Section 8.01 Composition and Term of Office. The Board of Directors shall consist of at least 14 regular members, one from each Electoral Area and the Chair of the Fundraising Council. If the President or President-elect is remaining on the Board in order to serve her term, the Board of Directors shall have up to sixteen members. Directors shall hold office for a term of two years, commencing on September 1st in the year of election, and shall serve until a successor has been elected and qualified, or until their inability to serve.

Section 8.02 Powers. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the Federation.

Section 8.03 Qualification and Selection. Each Director of the Federation shall be a natural person (an individual, not a corporation or other entity) of full age. A regular member of a club in the Electoral Area who has served as club president is eligible to be elected to the Board from that

Electoral Area, provided that she will not be a Region Governor or hold any other elected office at the region or club level during the term on the Board. There must be a break of at least 12 months between the elected term as a Director and any prior service on the Board.

Section 8.04 Electoral Areas. The Electoral Areas are comprised of clubs in the following areas:

- (a) Electoral Area 1: Brazil Region
- (b) Electoral Area 2: Eastern and Western Canada Regions
- (c) Electoral Area 3: Japan Minami and Nishi Regions
- (d) Electoral Area 4: Japan Higashi and Kita Regions
- (e) Electoral Area 5: Korea and Taiwan Regions
- (f) Electoral Area 6: Mexico/Centroamerica and America del Sur Regions
- (g) Electoral Area 7: Philippines Region
- (h) Electoral Area 8: Japan Chuo Region
- (i) Electoral Area 9: Camino Real, Desert Coast, and Golden West Regions
- (j) Electoral Area 10: Founder, Sierra Nevada, and Sierra Pacific Regions
- (k) Electoral Area 11: Midwestern, North Central, South Central, and Southern Regions
- (l) Electoral Area 12: North Atlantic, Northeastern, and South Atlantic Regions
- (m) Electoral Area 13: Northwestern and Rocky Mountain Regions

In the event new regions are formed, they shall be assigned to one of the above Electoral Areas by the Board of Directors.

One Director shall be elected from each Electoral Area. The Directors shall be elected in rotation, with only one group being elected each year. Ordinarily, the successor to each Director shall be elected for a full two-year term, but the Board shall have the power and discretion to reduce the term(s) to one year, as necessary, to more nearly equalize the number of Directors to be elected if more than 60% or less than 40% of the total number of Directors otherwise would be elected in any one year.

Section 8.05 Nominations. Each Electoral Area shall have the option, exercisable from time to time, to nominate its member of the Board of Directors, either on a rotation basis or on an at-large basis as described below, which shall remain in effect until the member clubs in the Electoral Area vote to change.

- (a) At-Large Basis. Nominees may be proposed by any club in the Electoral Area.
- (b) Rotation Basis. If the Electoral Area includes more than one region or more than one country, the member clubs within the Electoral Area may establish an appropriate rotation among such regions or countries from which nominees for the Board will be selected. Nominees may be proposed from the internal division whose turn it is.

Any disagreement over the application of the rotation which cannot be resolved by the clubs in the Electoral Area will be referred to and decided finally by the Board of Directors of the Federation.

On or before August 1 each year, the Secretary/Treasurer shall invite eligible clubs within the Electoral Areas selecting a director that year to nominate candidates for the board of directors. Eligibility shall be verified by headquarters, and those nominees consenting to candidacy shall complete a standardized curriculum vitae in accordance with timelines and procedures adopted by the Board.

Section 8.06 Elections. Headquarters shall send to each club in good standing and eligible to vote in the internal division of the Electoral Areas electing that year, a mail ballot and standardized curriculum vitae on each candidate. Each voting club may cast a vote for one candidate. The candidate with the majority of votes shall be elected to the Board of Directors from that Electoral Area.

Section 8.07 Resignations. Any Director or officer of the Federation may resign at any time by giving written notice to the President or the Secretary/Treasurer of the Federation. The resignation shall take effect at the date of receipt of the notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 8.08 Removal. Any Director or officer of the Federation may be removed, either for or without cause, by the 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, exclusive of the person being removed, and only after being given an opportunity to be heard at a meeting of the Board of Directors.

Section 8.09 Vacancies. If any member of the Board resigns, is removed or otherwise is unable to complete a term, the President shall request that the appropriate Electoral Area nominate a candidate for election of a replacement in accordance with procedures approved by the Board. The person elected shall serve for the balance of the unexpired term. The fact that a vacancy occurs and action is taken by the Board before a replacement is elected shall not invalidate or otherwise affect such action or the power of the Board to act.

Section 8.10 Place of Meeting. Meetings of the Board of Directors shall be held at the Headquarters of the Federation, but may be held at such place within or outside Pennsylvania as the President or Board of Directors may from time to time select.

Section 8.11 Regular Meetings. Regular meetings of the Board of Directors shall be held at least two times each fiscal year and at other times as necessary within budget limitations.

Section 8.12 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by two or more of the Directors. Notice of each such meeting shall be given to each Director at least 72 hours in advance if notice is by telephone, email or telegram, and ten days in advance if notice is given by mail. Every such notice shall state the time and place of the meeting.

Notice of any meeting of the Board of Directors during any emergency resulting from warlike damage or an attack on the United States, or any nuclear or atomic disaster, shall be given only to the Directors whom it is feasible to reach at the time, and by such means as are feasible at the time, including publication or radio.

Section 8.13 Standard of Care and Justifiable Reliance.

- (a) A Director shall stand in a fiduciary relationship to the Federation, and shall perform the duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Federation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing such duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
- (i) One or more officers or employees of the Federation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and
 - (iii) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause the Director's reliance upon such data provided to be unwarranted.

- (b) In discharging the duties of their respective positions, the Board of Directors, committees of the Board and each individual Director may, in considering the best interests of the Federation, consider the effects of any action upon employees, upon persons with whom the Federation has business and other relations, and upon communities in which the offices or other establishments of or related to the Federation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section 8.13.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director, or any failure to take any action, shall be presumed to be in the best interests of the Federation.

Section 8.14 Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in Section 8.12 of this Article, a majority of the Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Each Director shall be entitled to one vote. The vote of a majority of the Directors present and voting shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a Board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting of the Directors may be taken without a meeting, by unanimous consent in writing setting forth the action so taken, shall be signed by all of the Directors in office either on the same document or in counterparts, and shall be filed with the Executive Director through the Secretary/Treasurer of the Federation.

Section 8.15 Interested Directors or Officers; Quorum. No contract or transaction between the Federation and one or more of its Directors, or between the Federation and any other Federation, partnership, association, or other organization in which one or more of its Directors are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because

the Director is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because the votes of the interested Director(s) are counted for such purpose, if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
- (b) The contract or transaction is fair to the Federation at the time it is authorized, approved, or ratified by the Board.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Director, which authorizes a contract or transaction specified in this section.

Section 8.16 Fees. No fee or compensation shall be paid to any Directors for attending any meeting of the Board of Directors or any committee of the Board of Directors or otherwise for service as a Director.

Section 8.17 Training. Each year prior to September 1st, the Federation shall sponsor a training seminar. All who will be members of the Board of Directors on September 1st shall attend. The seminar will focus on the appropriate role of the Board.

ARTICLE IX

Committees

Section 9.01 Committees of the Board. The Board of Directors shall establish standing committees and may establish other ad hoc committees. Each committee shall consist of one or more Directors or the Board as a whole. Each Director shall serve on at least one committee. One or more other Soroptimists selected by the Board who are not members of the Board may serve on committees in accordance with the need and the budget. Each committee of the Board shall serve at the pleasure of the Board. The standing committees shall be:

- (a) Finance Committee shall review the financial affairs of the Federation. The Secretary/Treasurer shall be a member of this committee and may serve as chair.
- (b) Laws and Resolutions Committee shall receive proposed amendments to the Soroptimist International Constitution, these Bylaws, Federation Procedures, and resolutions.

Section 9.02 Fundraising Council shall have five members elected by mail ballot to staggered 2-year terms. Members may be elected to no more than two consecutive two-year terms. The Council will elect its own chair who shall serve as an ex-officio member of the Board. The Fundraising Council is charged by the SIA Board to solicit, attract, and manage charitable donations, gifts and bequests in order to maintain and support the programs of Soroptimist International of the Americas, and shall have special oversight and coordination of invested funds.

Section 9.03 Powers. No committee shall exercise any of the powers or authority vested by these Bylaws or the Pennsylvania Nonprofit Corporation Law of 1988 in the Board of Directors but may make recommendations to the Board concerning the exercise of such powers and authority.

ARTICLE X
Fiscal Matters

Section 10.01 Fiscal Year. The fiscal year of the Federation shall commence on September 1st of each year.

Section 10.02 Dues. Each club shall pay to the Federation annual dues of U.S. \$52 for each member, except life members, payable on or by July 1 on membership as of that date. Each club shall pay annual dues for those designated as life members prior to July 1, 2001, in the amount of U.S. \$10, payable on or before July 1 on life membership as of that date. Life member dues do NOT include the costs for mandatory insurance or a magazine subscription.

Section 10.03 SI Dues. Each club shall also pay Soroptimist International dues as established by the SI Board. The exact amount is established by the Federation Board based on the best estimate of the exchange rate for annual dues in pounds sterling charged to the Federation by Soroptimist International for dues payable by each member.

Section 10.04 Fees. Each club shall pay to the Federation necessary additional fees (e.g. new member fees, late fees, mandatory convention fee, subscription fees, insurance fees, licensing fees) as determined by the Board of Directors. The amounts and due dates of such fees shall be stated in Federation Procedures and announced to clubs well in advance.

Section 10.05 Adjustment of Dues and Fees. The amounts and times for payment of convention fees and other assessments shall be determined by the Board. The Board may temporarily adjust upward or downward or alter the due date for payment of any dues or fees based upon economic circumstances or where payment otherwise would result in financial hardship to a club or its members.

Section 10.06 Audit. The books of the Federation shall be audited by an independent public accounting firm annually and at such other times as directed by the Board.

Section 10.07 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or representative to enter into any contract or to execute or deliver any instrument on behalf of the Federation. Such authority may be general or confined to specific instances.

ARTICLE XI
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 or the Soroptimist International Constitution.

ARTICLE XII
Amendments

Section 12.01 Proposed Amendments. After a two-thirds affirmative vote, any club, region, or the Board of Directors of the Federation may propose:

- (a) an amendment to the Articles of Incorporation of the Federation;
- (b) an amendment to these Bylaws of the Federation; or

- (c) a resolution which proposes action on program issues.

Proposals must be accompanied by a financial impact statement. Proposals from clubs and regions must be received at Federation Headquarters by September 1 in the year preceding the convention. The Laws and Resolutions Committee of the Board shall review all proposals, and may combine or edit the same for clarity, but otherwise shall retain the spirit and intent of each proposal. Any proposal deemed by the committee to jeopardize the tax-exemption of the Federation, to be beyond the scope of the Federation's legal power, or to be incapable of accomplishment shall be referred back to the proposer, who then shall have the right to appeal to the Board, which may accept, reject, or modify the action of the committee. Regardless of the Board's determination, the proposer may require the proposal to be discussed at convention and submitted for a mail ballot. The Board may attach information and recommendations deemed appropriate to any proposal.

Section 12.02 Consideration. Delegates may amend by majority vote the proposed bylaw amendments and resolutions included in the call to convention. A three-fourths vote of the delegates shall be required to consider new bylaw amendments and resolutions that were not included in the call to convention, provided previous notice shall have been given at an earlier meeting of the same session of the convention. Amendments to the new proposals shall be by majority vote.

Section 12.03 Voting. Within 90 days after the close of each convention, a mail ballot presenting each original and amended proposal and resolution shall be sent to each club in good standing with a recommended action of the convention voting body and the comments of the Laws and Resolutions Committee. Ballots shall be returned to Headquarters within 60 days after the date of mailing. A two-thirds vote of those returned and voting on that issue shall be required for approval.

Section 12.04 Amendments to Procedures. Amendments to Federation Procedures may be proposed by any club, region, or the Board at any time. The Laws and Resolutions Committee shall submit the proposals to the Board for action at its next meeting.

Section 12.05 Legislative Conformity. After review by the Board of Directors, these Bylaws may be adapted to conform with the legislation of any country or province. Such adaptations shall not contravene the objects and purpose of the Federation or of Soroptimist International.