



SOROPTIMIST®

Investing in Dreams

**Bylaws,
Standing Rules,
and
Procedures**

Northwestern Region

Adopted April 29, 2006

Revisions Approved on April 29, 2022

Amended Bylaws and Standing Rules by Conference Action April 26, 2008, April 24, 2010, April 28, 2012, April 23, 2016, April 21, 2018, and May 1, 2020. April 23, 2021, and April 29, 2022

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Northwestern Region Mission Statement

The mission of Northwestern Region Soroptimist is a global volunteer organization that provides women and girls with access to the education and training they need to achieve economic empowerment.

Adopted April 29, 2022, by Conference Action

**Northwestern Region Bylaws,
Standing Rules and Procedures**

Adopted April 29, 2006

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SOROPTIMIST INTERNATIONAL OF THE AMERICAS

NORTHWESTERN REGION BYLAWS

Adopted April 29, 2006

ARTICLE I

Name and Territorial Limits

- Section 1.1 The name of this region shall be Northwestern Region, Soroptimist International of the Americas.
- Section 1.2 The territorial limits of this region are established by the federation and currently consist of the states of Alaska, Montana, Oregon (except Malheur County), Washington, and Idaho (north of Washington State line or 46 degrees latitude).

ARTICLE II

Purpose

- Section 2.1 The purpose of this region shall be to promote the projects and fulfill the purposes of Soroptimist as defined in the International Constitution and Federation laws.

ARTICLE III

Members

- Section 3.1 Soroptimist International clubs and their members residing within the territorial limits of the region shall be members of the region.
- Section 3.2 The territory of the region may be divided into districts. Such districts should consist of at least six clubs or 100 members per district. The territory to be contained in each district shall be determined by the members of the region as provided in the region's standing rules.

ARTICLE IV

OFFICERS

- Section 4.1 The elected officers of the region shall be governor, governor-elect, secretary and treasurer.
- Section 4.2 The elected officers of each district shall be district director and district

secretary.

Section 4.3 To be eligible for election to region or district office, candidates must be regular members in good standing who have served as club president.

Section 4.4 Elected officers shall hold offices for two years, beginning July 1 in even numbered years, or until their successors are elected. They shall be eligible for no more than two terms in the same office.

Section 4.5 Vacancies

a. Should a vacancy occur in the office of governor, the governor-elect shall automatically succeed to that office and complete the unexpired term in addition to the term to which elected. The position of governor-elect will remain vacant until a new governor-elect is elected at the next region conference.

b. If a vacancy occurs in the position of governor-elect, the position of governor-elect will remain vacant until a new governor-elect is elected at the next region conference.

c. Vacancies occurring in other region or district offices shall be filled by appointment of the Region board.

Section 4.6 Any region or district officer may be removed, either for or without cause, by the region board when in the judgment of the board the best interests of the region will be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal shall occur only upon a two-thirds vote of the board then in office, exclusive of the person removed, and only after the officer has been given an opportunity to be heard at a meeting of the region board.

Section 4.7 Duties

a. The governor shall:

1.) Preside at conferences of the region and meetings of the board of directors;

2.) Coordinate with the secretary the issuance of minutes within 45 days after the close of board meetings and conferences;

3.) Coordinate with the secretary the issuance of a call to the region conference at least 60 days prior to the date of the meeting;

4.) Approve expenditures in accordance with the budget;

- 5.) Serves as ex-officio member of all committees, except the nominating committee;
 - 6.) Attend club chartering event as the official representative of the region; and
 - 7.) Perform such other duties as may be assigned by the board or prescribed by the bylaws, standing rules, and procedures of the region.
- b. The governor-elect shall:
- 1.) Attend region conference and meetings of the region board of directors;
 - 2.) Prepare for assuming the office of governor by becoming familiar with all aspects of the Soroptimist organization;
 - 3.) Work closely with and under the direction of the governor, assisting to the fullest extent possible;
 - 4.) Preside at meetings in the absence of the governor;
 - 5.) Maintain close communication with all committees of the region and direct reporting of committee activity to the region board;
 - 6.) Serve as ex-officio member of the finance committee; and
 - 7.) Perform such other duties as may be assigned by the governor, the board, or prescribed by the bylaws, standing rules, and procedures of the region.

The governor-elect is empowered to appoint committees to serve in the next biennium after January 1 of the year in which her term as governor commences.

- c. The Secretary shall:
- 1.) Attend region conferences and meetings of the region board of directors;
 - 2.) Record the minutes of board meetings and conferences;
 - 3.) Coordinate with the governor the issuance of minutes within 45 days after the close of the meetings;

- 4.) Coordinate with the governor the issuance of a call to conference at least 60 days prior to the date of the meeting; and
 - 5.) Perform such other duties as may be assigned by the governor, the board, or prescribed by the bylaws, standing rules, and procedures of the region.
- d. The treasurer shall:
- 1.) Attend region conferences and meetings of the region board of directors;
 - 2.) Deposit and disburse funds belonging to the region, under the procedures developed by the region board;
 - 3.) Provide financial reports at board meetings and region conferences;
 - 4.) By June 1 distribute annual statements showing mandatory dues and fees payable by each club;
 - 5.) Serves as ex-officio member of the finance committee and submit a biennial budget to be approved by delegates at the conference in even-numbered years; and
 - 6.) Perform such other duties as may be assigned by the governor, the board, or prescribed by the bylaws, standing rules, and procedures of the region.
- e. District directors shall:
- 1.) Attend region conferences and meetings of the region board of directors;
 - 2.) Plan and preside at district meetings;
 - 3.) Coordinate with the district secretary the issuance of a call to district meeting at least 60 days prior to the date of the meetings;
 - 4.) Keep in close communication with all clubs in the district, reporting upon condition or problems within the district to the region governor;
 - 5.) Attend club chartering event as the official representative of the district;
 - 6.) Attend area meetings within the district;

- 7.) Visit individual clubs within their district, if necessary, after receiving approval from the governor; and
 - 8.) Perform such other duties as may be assigned by the governor, the board, or prescribed by the bylaws, standing rules, and procedures of the region.
- f. District secretaries shall:
- 1.) Attend district meetings;
 - 2.) Record the minutes of district meetings;
 - 3.) Coordinate with the district director the call to district meetings at least 60 days prior to the date of the meeting and the issuance of minutes within 45 days after the close of the meetings;
 - 4.) Preside at district meetings in the absence of district director; and
 - 5.) Perform such other duties as may be assigned by the governor, the district director, the board, or prescribed by the bylaws, standing rules, and procedures of the region.

ARTICLE V

Board of Directors

- Section 5.1 The board of directors shall consist of the region officers and district directors.
- Section 5.2 The board of directors has administrative authority over the affairs, funds, and property of the region, except that it may not modify any action taken by the delegates at a region conference.
- Section 5.3 The board of directors shall meet at least two times annually; prior to the annual conference and once in the summer for the purpose of establishing and reviewing the goals of the region, reviewing the financial status of the region, and assessing the need for, and results of, orientation and training.
- Section 5.4 Special meetings of the board may be called by the majority of the board. At least 15 days' notice (personal, written, telephone, email, or fax) shall be given. The business transacted at any special meetings shall be limited to the purpose stated in the call.
- Section 5.5 The quorum for board meetings shall be a majority of the board.

ARTICLE VI

Nomination and Elections

Section 6.1 Nominations

- a. The Nominating Committee shall secure the nominations of one or more candidates from each district for the region Nominating Committee to be elected in odd-numbered years. To be eligible for nominating, members must be regular members in good standing with their clubs.
- b. Candidates for the Nominating Committee or district offices may be nominated by clubs within the individual district or by a member of the region board. Candidates for region offices may be nominated by any club in the region or by a member of the region board.
- c. The committee shall function according to the guidelines and timelines established in the region bylaws, standing rules, and procedures. The committee chairman shall send the final committee report to the region secretary for inclusion in the call to conference. Only the Nominating Committee shall provide nominees' names and qualifications to the clubs of the region.
- d. Nominations may be made from the floor at the time the Nominating Committee gives its report.

Nominations from the floor for region offices shall be made by any accredited delegate. Nominations from the floor for district offices or for the Nominating Committee shall be made only by accredited delegates from the district from which the nominations are made. Additional eligible nominees for office must provide a completed resume for distribution to all delegates at the time the nomination is made.

Section 6.2 Elections

- a. Voting shall be by ballot. The region governor shall appoint an elections committee to oversee the election and count the ballots. A credentials committee appointed by the region governor shall ensure that each delegate has been properly designated by her club as a delegate and that she is properly identified as being entitled to vote.
- b. A majority shall elect. If a majority is not received on the first ballot, a re-ballot on the same day shall occur between the two candidates receiving the most votes.

- c. Club delegates and region and district officers shall be eligible to vote for all region officers.
- d. Only club delegates and region and district officers who are members of a club located within a district shall be eligible to vote for a district director, district secretary, or nominating committee member to represent their respective district.
- e. The new region and district officers will assume office on July 1 of even-numbered years.
- f. If an emergency prevents the holding of a conference, the board and nominating committee shall determine the procedure for election of officers by mail, conforming as nearly as possible to requirements of these bylaws.

ARTICLE VII

Meetings

- Section 7.1 The region shall hold an annual conference in the spring for the purpose of conducting the business of the region, promoting Soroptimist projects and programs, and providing opportunities for leadership and personal development of members. Final venue and dates will be approved by the region board.
- Section 7.2 Each district shall hold annual meetings in the fall at a place and date determined by the region board for the purpose of providing Soroptimist education and leadership development. All Soroptimists shall be encouraged to attend.
- Section 7.3 Special meetings of the region shall be called upon the written request (submitted via regular or electronic mail) of a least 10 clubs in the region. At least 15 days' notice (personal, written via regular or electronic mail, or telephone) shall be given each club. The business to be transacted at any special meetings shall be limited to the purpose stated in the call to the meetings.
- Section 7.4 The quorum for any meeting of the region shall be a delegate from at least 51 percent of the clubs in the region. The quorum for any meeting of the district shall be a delegate from at least 51 percent of the clubs in the district.
- Section 7.5 Each club in good standing shall be entitled to two voting delegates at any region conference or district meeting. The delegates shall be the president, or alternate or other delegate as elected by the club, provided that all delegates meet the requirements of the federation bylaws. In addition, each member of

the region board and district secretaries are entitled to one vote each at the region conference. A delegate may represent only the club in which the delegate's membership is held.

Section 7.6 If a delegate vote is required between conferences, the region and district officers and each club shall vote by mail ballot. The clubs in the region shall be advised of ballot results no later than 45 days after the results of the ballot is known.

ARTICLE VIII

Committees

Section 8.1 Standing committees

- a. The Nominating Committee shall consist of one member from each district elected in odd-numbered years, as established in these bylaws, standing rules, and procedures, and a chairman appointed by the region governor. The committee shall secure nominations for region and district offices and the Nominating Committee as prescribed in these bylaws, standing rules, and procedures. Should a vacancy occur in the committee, the region board shall appoint a replacement from the district where the vacancy occurred. A replacement for the appointed chairman may be made from any district.
- b. A Bylaws and Procedures Committee shall be appointed each biennium by the region governor to review all proposed resolutions and amendments to the region bylaws and standing rules and ensure their inclusion in the call to conference each year. The committee shall also provide assistance to clubs with their bylaws, ensuring compliance with the Soroptimist International constitution, federation bylaws and procedures, and region bylaws, standing rules, and procedures.
- c. A Membership Committee shall be appointed each biennium by the region governor to serve as a resource for clubs needing assistance with recruitment and retention of members. This committee shall also work in cooperation with the federation and under the direction of the region board in extension activities for the formation orientation and nurturing of new clubs in the region.
- d. A Finance Committee shall be appointed each biennium by the region governor to prepare the region budget, monitor income and expenditures, monitor the investment of region funds, recommend investment guidelines, reconcile conference, and district meeting budgets, review region conference and district meeting registration fees, and make recommendations to the Board of Directors as needed.

Section 8.2 Special committees. Other committees may be appointed by the governor, to undertake or promote specific tasks or projects. All special committees shall sunset at the end of each biennium.

ARTICLE IX

Finance

Section 9.1 The fiscal year shall be July 1 through June 30. The biennium begins July 1 of each even-numbered year.

Section 9.2 Annual region dues, club assessments, and region and district meeting fees, as established in the standing rules of the region shall be collected and remitted by each club to the region treasurer by July 1 of each year.

ARTICLE X

Review and Bonding

Section 10.1 The financial records of the Northwestern Region shall be reviewed by an independent certified public accounting firm biennially and at such other times as directed by the region board.

Section 10.2 The financial records shall be closed within 60 days of the close of the biennium and forwarded to an independent certified public accounting firm chosen by the region board at the last board meeting prior to the end of the biennium. The biennial review shall be completed by October 31 of the first year of the next biennium.

Section 10.3 The treasurer, and at the discretion of the board, any other member responsible for funds, shall be bonded in such amount as the board shall determine.

ARTICLE XI

Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order Newly Revised, shall be the parliamentary authority for all matters not specifically covered in these bylaws, region standing rules, SIA bylaws and procedures, or the Soroptimist International Constitution.

ARTICLE XII

Honorary Membership

The region board of directors may, at its discretion, award honorary membership to individuals who have made a substantial contribution over time to Northwestern Region.

ARTICLE XIII

Amendments

Section 13.1 These bylaws may be amended by a two-thirds vote of delegates present and voting at any annual conference of the region. Notice of proposed amendments must be included in the call to conference. If a conference is not to be held within 60 days, a two-thirds vote by mail may amend.

Section 13.2 After a two-thirds affirmative vote of its members, the region board, any committee, or any club may propose amendments to these bylaws or standing rules. Any such proposal shall include a financial impact statement and shall be submitted to the chairman of the Bylaws and Procedures Committee, with a copy provided to the region governor, by the deadline established in region procedures.

Section 13.3 After a two-thirds affirmative vote of its members, the region board or any club may propose a resolution within the framework of Soroptimist objects and purposes. Such resolutions shall include a financial impact statement and shall be submitted to the chairman of the Bylaws and Procedures Committee, with a copy provided to the region governor, by the deadline established in region procedures.

Section 13.4 Mail ballots or voting by mail undertaken in accordance with these Bylaws shall include the use of electronic technology such as the internet.

REGION STANDING RULES

A. Districts

1. The region shall be divided into four districts as follows:
 - a. District 1: To include all of western Washington, extending from the Pacific Ocean eastward to the 121st parallel which runs from a point approximately five miles east of where the Skagit River enters Washington State from Canada; directly southward to the vicinity of Fort Simcoe; then west to the northwest boundary line of Skamania County; then south along the Skamania County line to the Clark County line; then west along the Clark County line to the Columbia river; AND the State of Alaska.
 - b. District 2: To include all of Oregon except the counties of Baker, Malheur, Morrow, Umatilla, Union and Wallowa; Plus, that area in the State of Washington from the City of Wishram north along the 121st parallel to the vicinity of Fort Simcoe; then west along the northwest boundary line of Skamania County; then south along the Skamania County line to the Clark County line; then west along the Clark County line to the Columbia River.
 - c. District 3: To include all that portion of Washington east of the 121st parallel and all of Northern Idaho now included in Northwestern Region, PLUS the counties of Baker, Morrow, Umatilla, Union, and Wallowa in the State of Oregon.
 - d. District 4: To include all of the State of Montana.
 - e. On-line clubs will rotate every biennium to the District in numerical order beginning with District 1 in 2018.
 - e.1 On-line club members can be nominated and hold office in the District in which the club member resides according to their physical address, regardless of the District the On-line club is assigned to.
2. Annual meetings of each district shall be self-supporting through the payment of a registration fee. The district director shall preside at the meetings.

B. FEDERATION ELECTORAL AREA

1. SIA Bylaws stipulate that Northwestern Region is in Electoral Area 13.
2. Rotation shall occur on a weighted basis with Northwestern Region receiving two consecutive board appointments to Rocky Mountain Region's one board appointment.

C. REGION REPRESENTATIVE TO INTERNATIONAL CONVENTION AND

FEDERATION CONVENTION

1. The region governor taking office during the year of the federation convention shall be the official region representative to that convention. The region shall pay convention registration fee, lodging at convention rate, travel expense (if not reimbursed by federation), and daily expenses, including convention meal package, up to amounts determined by the region board.

D. DUES, ASSESSMENTS AND FEES

1. Dues

- a. Annual region member dues shall be adjusted for inflation biennially (in the first year of the biennium) by the change in the Consumer Price Index (CPI), as published by the Bureau of Labor Statistics for the preceding September 30th, rounded upward to the nearest five (5) cents. Such increased dues shall be posted on the region website and communicated to all members in a timely manner. (1996 Baseline - \$7.00 per member, except life members; \$2.00 per life member)
- b. No proration of region dues is allowed.
- c. All dues, except those of reinstated or new members, postmarked after July 1 must include a \$25 late fee per club.

2. Assessments and Meeting Fees

- a. Each club shall remit to the region treasurer annually by July 1, a club assessment of \$100. Said assessment will be allocated at 50% to the region operating fund and 50% to the region program fund.
- b. Each club shall remit to the region treasurer annually by July 1, a region conference and district meeting fee of \$200. Said fee will be allocated at 50% for the region conference budget and 50% to the district meeting budget for the district the club resides in.

3. Region Conference Registration Fees

- a. The region conference registration fee shall be \$50 per member for those who register no less than 30 days in advance of the first day of the conference.
- b. The region conference registration fee will increase to \$60 per member for those who register between 15 and 29 days in advance of the first day of the conference.

- c. A late fee of \$40 per member will be added to the region conference registration for those who register between the start date of the conference and 14 days in advance of the first day of the conference, making the registration fee a total of \$100 per member.
- d. The date of registration with payment will be determined by the postmark or online purchase date.
- e. These amounts will be reviewed every two years.

4. District Meeting Fees

- a. The district meeting registration fee shall be \$30 per member for those who register no less than 30 days in advance of the first day of the district meeting.
- b. The district meeting registration fee will increase to \$40 per member for those who register between 10 and 29 days in advance of the first day of the district meeting.
- c. A late fee of \$20 per member will be added to the district meeting registration fee for those who register between the start date of the district meeting and 14 days in advance of the first day of the district meeting, making the registration fee a total of \$60 per member.
- d. The date of registration with payment will be determined by the postmark or online purchase date.
- e. These amounts will be reviewed every two years.

- 5. In the event of an emergency or disaster, the region board may, by two-thirds vote, waive, postpone, or reduce the financial obligations of a club or clubs affected.

6.

E: PROGRAM FUND

The Program Fund shall be administered according to the following guidelines:

- a. Administration expenses to service the account shall not exceed 1% of the earnings per annum.
- b. The region treasurer shall be the custodian of the fund and shall administer and invest said fund in consultation with the Finance Committee.

- c. A minimum principal balance of \$75,000 shall be maintained in the Program Fund.
- d. Contributions and any amounts above the minimum principal balance shall be available for expenditure as determined by current region bylaws, standing rules, and procedures, or as approved by conference action, as deemed necessary by the region board.

F: RESERVE FUND

The Reserve fund shall be administered according to the following guidelines:

- a. Administrative expenses to service the account shall not exceed 1% of the earning per annum.
- b. The region treasurer shall be the custodian of the fund and shall administer and invest said fund in consultation with the Finance Committee.
- c. A principal balance of \$100,000, based on the estimated potential liability for region contracts shall be maintained in the Reserve fund. The \$100,000 principal balance may be reduced by pre-paid district meeting or region conference deposits; however, it cannot drop below \$50,000.
- d. Contributions and any amounts above the minimum principal balance shall be available for transfer to the Program fund as determined by current region bylaws, standing rules, and procedures, or as approved by conference action, as deemed necessary by the region board.
- e. The fund can be used to pre-fund district meeting or region conference deposits based on a signed region contract. These deposits will be reimbursed from the Operating Account at the time of the contracted district meeting or region conference.

G: OPERATING FUND

The Operating fund shall be administered according to the following guidelines:

- a. A minimum principal balance of \$35,000 shall be maintained in the Operating fund.
- b. The Reserve fund will be used to pre-fund district meeting or region conference deposits based on a signed region contract. These deposits will be reimbursed from the Operating fund at the time of the contracted district meeting or region conference.

H: AMENDMENTS

- 1.** These standing rules may be amended by a majority vote of delegates present and voting at any meeting of the region, provided that prior notice of the change was included in the call to meeting; amended by a two-thirds vote of delegates present and voting, without prior notice; or amended by a two-thirds vote of delegates if by mail ballot. Mail ballots or voting by mail undertaken in accordance with these Standing Rules shall include the use of electronic technology such as the internet.
- 2.** Any proposed amendment to these standing rules not included in the call to conference shall be submitted to the chairman of the Bylaws and Procedures Committee, with a copy to the region governor, as much prior to voting as possible. Copies of the proposed amendments shall be made available to all conference delegates prior to consideration.

PROCEDURES

Amended by Board Action August 5, 2006, April 23, 2008, October 10, 2008, July 19, 2009, January 15, 2010, April 30, 2010, June 24, 2011, July 20, 2011, June 22, 2012, July 13, 2013, June 22, 2014, April 6, 2015, June 7, 2015, August 21, 2017, April 21, 2018, January 15, 2020, April 20, 2020, July 24, 2021

SECTION A: CLUBS AND DISTRICTS

The territorial limits of each club shall be the territorial limits of the region, with all territory to be shared.

1. The region board must approve transfer of a club from one district to another. The governor shall instruct the chairman of the Bylaws and Procedures Committee to incorporate the necessary changes in the district's boundaries in the next issue of the bylaws and procedures.
2. Prior to obtaining a name change from the federation, a club must obtain the consent of the region board.

SECTION B: REGION BOARD

1. The board may make editorial changes in region bylaws, keep bylaws consistent with federation bylaws and procedures, and update region procedures indicating board action as necessary.
2. The region shall pay transportation and expenses of board members in route to and from conference/district and board meetings, as well as governor approved events. Daily meal allowance will be no more than \$60 per day for the above events. See additional details below. Mileage shall be reimbursed at a rate of \$0.14 per mile, not to exceed the IRS business rate. In those instances when a master bill is used for room charges, only room, tax, and parking charges, if applicable will be included. No other charges will be allowed to the master bill. Expense vouchers will be submitted for any reimbursable expense (excluding alcohol) and must include the detailed receipt. For mileage, include a printout from Map Quest or Google Maps that show the trip start and trip end addresses. A maximum of \$10 in tips (bellman, etc.) per meeting event will also be reimbursed. Additional Detail: When an event has a meal package that is already paid for and there is one uncovered meal, such as breakfast, the maximum amount to be reimbursed is \$20 for one uncovered meal. When two meals are not covered (i.e., on a travel day after the meeting) the maximum amount reimbursed will be \$40 for two meals.
3. Reasonable expenses for board members in performance of their duties, including travel for area meetings, necessary phone and fax communication, and postage and supplies to send calls, minutes, notices, and other correspondence, shall be reimbursed by the region. Any claims for reimbursement of expenses shall not be paid if submitted more than 60 days after the close of the fiscal year in which the expenses are incurred.

4. The governor, governor-elect and treasurer shall be the authorized signers on the region's checking account and shall hold the related debit cards. Usage of region debit cards shall be restricted to official region business such as lodging, travel, parking, supplies and travel meals.
5. The region board may vote by mail, email, facsimile ballot, telephone, or other electronic means except when a meeting will be held within 15 days.

The subject matter of the ballot may be initiated by any member of the board, by coordinators, by region committees, by a club or district of the region, or by the federation president.

- a. The ballots, prepared and sent by mail, email or facsimile by the region secretary upon request of the governor, shall contain background information concerning the subject matter, and the question shall be clearly stated. If the proposed action requires use of region funds, the ballot shall include a financial impact statement and shall state from which account funds are to be drawn.
 - b. Response to any ballot shall be made within a time limit set by the governor to the region secretary, who shall report results promptly to the governor with a written report to board members on results of the vote.
6. Whenever a director or officer has a financial or personal interest in any matter coming before the region board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the region to do so. The minutes at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
 - a. Members of the region board of directors shall sign a conflict-of-interest statement annually at the interim board meeting.

SECTION C: FINANCE

1. Each biennium the region finance committee shall work with the region governor and region treasurer to determine the investment policy for region funds and submit the same to the region board for approval at the interim board meeting following election. Implementation of the investment policy shall be the responsibility of the region treasurer and region finance chair.

2. Any financial obligation not paid within 30 days shall be considered delinquent. The region treasurer shall send the club president, with copies to the region governor and appropriate district director, a notice by mail, for which there is evidence of delivery, for any delinquent financial obligation.
 - a. When a club fails to pay its indebtedness within 30 days following the date the notice was mailed, the region treasurer shall send notice of such failure to the region board with copies to the club president and treasurer.
 - b. If financial obligations remain unpaid for more than 30 days following the notice, the region board shall notify federation headquarters to place the club not in good standing.
3. Any claims for reimbursement of expenses shall not be paid if submitted more than 60 days after the close of the fiscal year in which the expenses are incurred.
4. Checks issued by the Region to clubs or individuals shall become null and void if not cashed within six months after date of issuance and shall not be re-issued without approval of the governor.
5. Competitive bidding is required for the purchase of goods, equipment and/or services with a value of two thousand five hundred dollars (\$2,500) or greater for each event.

SECTION D: APPROVED DISTRIBUTION LIST

1. The call to conference, conference minutes, region newsletter, district meeting call, district meeting minutes, and the region's bylaws, standing rules, and procedures shall be posted on the region's website. The region board, district secretaries, and respective club presidents shall be notified when those documents become available for viewing.
2. The call to conference shall also be distributed to SIA headquarters, Electoral Area 13 Board Member, SIA President, the conference chairman, past Northwestern Region governors, and the US. and Canadian region governors.
3. The conference minutes shall also be distributed to SIA headquarters, Electoral Area 13 Board Member.

4. The region newsletter shall also be distributed to SIA headquarters, Electoral Area 13 Board Member, SIA President, the Fund Development Chairman, past Northwestern Region governors, and the U.S. and Canadian region governors.
5. Other official releases from officers and committee coordinators and chairmen may be posted on the region's website and distributed to SIA headquarters, as appropriate.
6. The region board minutes shall be distributed to the region board, the region archivist and, if necessary for updates to the procedures, the Bylaws and Procedures Committee chairman.

SECTION E: REGION CONFERENCE/DISTRICT MEETINGS

1. Assisting club(s) or member(s) for conference/district meeting shall be selected by the governor/district director prior to the conference/district meeting to assist with registration and other duties as assigned by the governor or district director.
2. Registration fees: The fees shall be applied to cost of preparing calls, minutes, agenda, programs, mailings, and other expenses of conference/district meeting, as approved by the governor/district director.
3. Meal Package: The cost of scheduled meal functions is an expense separate from the registration fee for conference/district meeting. No meal refunds will be provided after the deadline stated in the call to conference or district meeting.
4. Minutes: Conference/district meeting minutes shall be provided in accordance with the approved distribution list.
5. The site coordinator for the particular region conference or district meeting shall attend the conference or meeting with travel, lodging at half room rate, registration, and meal package to be paid from region funds.
6. The Registration Chair for the NWR conference shall attend that conference with travel, lodging at half room rate, registration, and meal package to be paid from

region funds.

- 7. Decorations:** Decorations will be provided only at the direction and/or request of the governor/district director.
- 8. Gifts:** Presentation of gifts shall be made at conference/district meeting for such purposes and at such times as approved by the governor or district director.
- 9. Smoking:** No smoking shall be allowed except in designated areas during conference/district meetings.
- 10. Health Issues:** Health issues concerning members may arise during a conference/district meeting. Members shall advise conference/meeting chairs of any illnesses which may arise while the meeting is convened. In emergency situations, 911 shall be called in order to seek appropriate emergency attention. The dispensing of over-the-counter prescription medications shall not be allowed but may be obtained at a member's request to assist them.
- 11. Reports of financial status of conference/district meetings** shall be in accordance with region guidelines and shall be completed within 45 days after close of conference/meeting. The report shall be forwarded to the region treasurer, copied to the governor and/or district director.
- 12. No request for refunds of registration fees to conference/district meetings** shall be honored with the exception of stated extenuating circumstances of an emergency nature. Such requests must be made in writing on an official request for refund form on the opening day of the conference/district meeting by the club president or official delegate. Governor-approved refunds for conference and director-approved refunds for district meetings shall be made only if funds are available after all bills have been paid.
- 13. Late Registration Fees:** A late fee of \$20 per registrant for district meetings and \$40 per registrant for region conference shall be assessed. The registration is deemed "late" when postmarked after the posted registration deadline.
- 14. Tell and Sell:** No club shall offer for sale any food item, food product, cosmetic or skin item, nutritional supplements and the like which has not been manufactured by a licensed distributor in accordance with the laws under which it is duly licensed, nor may the Soroptimist logo be affixed to any of the aforementioned items or

products for resale. Such items must be properly sealed and labeled by the manufacturer and include the manufacturer's name and business location. No open food or beverage items will be allowed unless supplied and/or prepared by the hotel.

14.1 Table Registration Fees. The registration fees for full tables at district meetings and NWR conference is \$25, or the amount charged by facility, whichever is greater. The region will pay the club charge for Tell and Sell tables at district meetings when there is a site cost for tables, or if there is a limitation on the number of tables available. Member-owned business may purchase a full table at twice the club price with first choice being given to clubs for availability of space.

15. Online Registration: Online registration through a provider selected by the region board will be expanded to include online registration for region events, i.e., district meeting registration (with meal package and professional development workshop, if any), region conference, or other region events, with surcharge fees to be charged separately to registrants. The option for registration by mail will remain available.

SECTION F: REGION CONFERENCE

The conference shall be the equivalent of two and one-half days.

- 1. Site:** Two and no more than five years prior notice of conference site, depending upon availability of facilities to be used, is preferable. The board, prior to conference, shall select future conference/district meeting sites, and a site selection report shall be given prior to the close of conference.
- 2. Program:** The conference agenda and program shall be determined by the governor, with emphasis on officer, committee, and program workshops, personal development and enrichment sessions, and celebration of successes and achievements. A Celebration of Life service with an "In Memoriam" list shall be part of the official program.
- 3.** The call to conference shall be issued at least 60 days before conference and shall include a tentative agenda, list of workshops, all proposed amendments and resolutions, registration form, and motel/hotel facility information. In the first year of the biennium, it shall also include a list of nominees and their qualifications for the region nominating committee, and in the convention year, the proposed budget and list of nominees and their qualifications for region and district offices.
- 4. Official Visitor:** When an official visitor attends conference, the region shall pay reasonable expenses, not covered by SIA, during the per-conference board

meeting, conference, and post-conference board meeting. These expenses shall include accommodations and meals.

- 5.** Conference registration fee, meal package, travel, and accommodations shall be provided by the region from conference budgeted funds, for board members in attendance. The registration fee and/or meal package may be provided by the region, from conference budgeted funds, when the budget can support it, for other individuals who are requested to actively assist with the conference by the governor, provided that, in the event a Soroptimist member also serves as a club delegate, the region shall not be obligated for payment of these expenses. Travel related expenses of the governor and/or site coordinator for one conference planning meeting (if needed) will be approved and reimbursed by the region.
- 6.** Credentials and elections: The composition of these committees, who perform their assigned function at region conference, shall be determined by the governor, taking into consideration representation from all districts and availability of assisting club(s) members.

 - a.** The Credentials Committee shall verify the credentials of voting members of the conference and report each day the number of voting members and other registered.
 - b.** Immediately prior to the opening of the polls, the Credentials Committee chairman shall submit a listing of accredited delegates, by club and district, to the Elections Committee chairman.
 - c.** In the first year of the biennium, the Elections Committee shall issue to each delegate certified on the accredited list, a ballot containing the names of the nominees for the region Nominating Committee for the district in which the delegate's club is located.
 - d.** At the conference preceding federation convention, the Elections Committee shall issue to each delegate certified on the accredited list, one ballot containing the names of nominees for region officers and one ballot containing the names of nominees for district officers in their respective districts.
 - e.** The Elections Committee shall verify the voting results and the chair shall present the committee's signed report to the conference.

7. Reports; Written reports of officer, coordinator, and committee action to be included in conference program shall be submitted per direction of the governor. Any reports given at conference must be in writing with a copy provided to the governor and secretary.
8. The parliamentarian shall be in attendance during all business sessions of the conference.
9. Publicity: Conference discussion and/or conference action shall be released for publicity only with the approval of the governor.

SECTION G: DISTRICT MEETINGS

1. District meetings shall be the equivalent of one and one-half days.
2. District meeting theme, agenda, and program shall be decided giving due consideration to the Soroptimist program, service activities, and club administration, recognizing that the purpose of district meetings is to provide an opportunity in an informal atmosphere for participation by the great number of members unable to attend region conferences, federations, and international conventions.
3. The call to meeting should be made available to every club in the district at least 60 days before the meeting.
4. Voting members of a district meeting shall be the region delegates of clubs within the district, district officers, and any region officers from district clubs.
5. Expenses for the district director and district secretary in the performance of duties, including travel to and from district meetings, necessary phone calls, postage and supplies to send calls, minutes, notices, and other correspondence, shall be reimbursed from district meeting funds.
6. District meeting registration fee, meal package, and accommodations, lodging at half room rate, shall be provided by the district for the district director and district secretary. Travel related expenses of the district director and/or site coordinator for one planning meeting (if needed) will be approved and reimbursed by the region.

SECTION H: AREA MEETINGS

1. Area meetings shall be the responsibility of clubs and shall be financially self-supporting. If there are leftover funds, the area representatives will determine its distribution.

2. Districts shall hold annual area meetings. Such meetings should be planned by each Area's group of club Area Representatives in coordination with the district director to address items of timely interest and region-wide concern, allow clubs to problem solve, and provide Soroptimist orientation. The dates for such meeting shall be coordinated by the district director. The district director's travel expenses to attend these meetings will be reimbursed by the region. The district director's registration and/or meeting meal expense shall be covered by the Area Meeting budget. Any anticipated lodging expenses are to be approved by the region governor in advance.
3. The district secretary may be reimbursed up to \$100 per year to cover registration and travel expenses to attend Area Meetings other than their own.
4. If the district director is unable to attend an area meeting, a Region Board member or district secretary may be assigned to attend in their place by the region governor.

SECTION I: PROGRAM FUND

1. The use of the fund shall be as deemed necessary by the region board for:
 - a. Live Your Dream Education & Training Awards for Women: not to exceed \$15,000 per year.
 - i. The \$15,000 per year comes from in part fundraising by the region board through the governors fundraising project for each biennium.
 - ii. Additionally, clubs or members may make a \$1,500 donation to the region earmarked for the LYD awards and will receive special recognition at the region conference for the year the donation was made.
 - iii. Should the fundraising efforts exceed the annual \$15,000, an additional award may be awarded for each additional \$1,500 that is raised that year.
 - b. Dream it, Be it Program, not to exceed \$2,000 per year.
 - c. Provision of maximum of \$2,500 per year for transportation, meals and lodging expenses of federation funded or region award recipients to attend region conference.
 - d. Provision of \$3000 each biennium for region Membership Committee. Funds shall be used to assist low membership clubs, to encourage district to charter new clubs by identifying specific extension areas, and to assist established clubs in chartering new clubs.
 - e. None of the above use of funds shall draw the Program Fund to less than the minimum principal balance of \$75,000 as per Standing Rule E. c.

2. Club requests for travel assistance funds for award recipients to attend conference are to be directed to the governor for pre-approval.
3. Requests for approved recruitment and retention funds, with preliminary plans for expenditure, shall be directed to the governor.

SECTION J: STANDING COMMITTEES

1. Nominating Committee

- a. By September 1 of each year, the Nominating Committee shall invite clubs and region board members to suggest members as candidates for the following positions. All such suggestions shall be submitted by the specified dates. Clubs may nominate from any district for region offices, but only from their own district for district offices.
 1. For region and district officers: postmarked on or before November 10 of the year preceding federation convention.
 2. For Nominating Committee members, nominees from each respective district postmarked on or before November 10 of the first year of the biennium.
- b. The chairman shall notify the nominees of their nomination by November 20th and provide committee members with a list of nominees for each office. All members replying affirmatively shall submit to the chairman a resume of their qualifications, per guidelines developed by the committee, postmarked no later than December 15.
- c. By January 15 the Nominating Committee chairman shall prepare a report to be sent to each member of the region committee. The report shall include a listing of those candidates submitting resumes and qualifications and a listing of those candidates who have not consented to serve.
- d. The Nominating Committee shall ascertain that the requirements for nomination have been met. If there are no affirmative replies for an office requiring election, the committee may contact eligible members as to their willingness to serve. These nominations would have to be made from the floor at region conference. By February 5 the Nominating Committee shall send the final committee report to the region secretary for inclusion in the call to conference.

- e. By February 15 the Nominating Committee chairman shall notify all consenting nominees of their inclusion on the ballot. Additional nominations may be made from the floor; provided nominees have a prepared resume of qualifications ready for distribution to all conference delegates eligible to vote for that particular officer or Nominating Committee position.
- f. The Nominating Committee chairman shall present the committee report at conference.

2. Bylaws and Procedures Committee

- a. The Bylaws and Procedures Committee shall receive by November 15 proposed amendments and resolutions to edit and prepare for the call to conference and shall tabulate the bylaws, standing rules, and procedures passed by the region during the biennium.

3. The Finance Committee

The Finance Committee shall assist in preparing a proposed budget for the next biennium, and in managing the restricted reserve fund.

- a. In the most economical manner and no later than January 20th the second year of the biennium, the Finance Committee, and the governor, governor-elect, and region treasurer, acting as ex-officio committee members, shall confer to prepare a proposed budget for the next biennium. The proposed budget shall be submitted by February 1 to the governor and region secretary for inclusion in the call to conference.
- b. The committee shall review the guidelines for disbursement of restricted reserve funds, make recommendations for conference action as appropriate, and work in consultation with the region treasurer in administration of the fund.
- c. The District Representative to the Finance Committee shall serve as the Finance Chair of the district meeting.

4. Membership Committee

The Membership Committee Chair shall act as liaison to the governor-elect and SIA and coordinate with the Extension Coordinator in the chartering of new clubs. The Committee shall promote membership growth, using Soroptimist tools and other materials. The plan of action and request for expenditure of funds shall be approved by the board. A plan of action shall be formulated for the immediate growth of low membership clubs.

- a. Orientation and education of all members as to the heritage, purpose, objects, bylaws, and programs of the organization shall be conducted using information available from clubs, region, and federation.
- b. Organizational work for chartering new clubs shall be developed and implemented by the Extension coordinator consistent with federation guidelines and procedures.
- c. While eighteen members are required, the region recommends new clubs be chartered with a minimum of 25 regular members and that new club member dues be set at no less than \$25 over and above federation and region dues in order to ensure that new clubs may undertake a service activity for the community without depending entirely on money-raising projects for support. The region suggests that a monetary gift from each club in the region be sent on a voluntary basis to newly chartered clubs.
- d. When working with new clubs, the chairman shall obtain, prior to commencement of organizational work, approval from the governor for any extension of new clubs to be sponsored either by clubs or the committee. The chairman's approval must be obtained by a club planning organization of a new club. A maximum of \$150 shall be allotted to a club for organizational work in extension. An itemized statement of expenses shall accompany the request to the governor for reimbursement.
- e. The region shall pay one-half of the transportation expenses of the charter president or alternate to the first region conference following the club's chartering. In the event the president or alternate cannot attend the first conference, this rule shall be extended to the second conference following the charter date, upon presentation of a statement of expenses to the governor.
- f. The region shall give each charter president a president's pin, which shall rotate from president to president in the club.
- g. The sponsoring club, in making arrangements for a charter banquet, shall consult with and obtain the approval of the governor for setting the charter date. The region shall allow \$50 toward the expense of each charter banquet. An itemized statement of expenses shall accompany the request to the

governor for reimbursement.

SECTION K: SPECIAL COMMITTEES

1. **Public Awareness Committee:** will promote the Soroptimist image within and beyond the organization by coordinating the dissemination of information necessary to maximize implementation of our mission, goals, and functions. The committee will also promote effective public relations by clubs within the region and shall coordinate and produce the Northwestern Region communication vehicle (newsletter or summary; printed or web based). The Public Awareness Chair shall act as liaison to the governor and SIA.
2. **Fundraising Committee:** shall disseminate information about SIA Giving Programs throughout the region and promote club donations to SIA each biennium. The Fundraising Chair shall act as liaison between the governor and SIA and promote the Annual Club Campaign, Laurel Society, Founders Pennies, and other fundraising strategies.
3. **Program Council Representative:** shall serve as a liaison between the governor and SIA and shall perform other duties as assigned by the governor. (remove and replace with: **Club Advisory Team (CAT):** shall provide positive coaching resources to clubs. CAT facilitators can be brought in to assist clubs in creating solutions in an interactive process that focuses on addressing the member's desired outcomes. The team will consist of a leader with facilitation and mediation experience, the Governor-elect as the board representative, and at least one member from each District.)
4. **Northwestern Region Project Committees**
 - b. **The Professional Development Committee** shall have general charge of preparing members for leadership positions within the organization and communities. The committee shall concentrate on key responsibilities, relationships, and outcomes to create region and club environments of organizational excellence. The region shall pay for travel expenses daily meal costs up to a limit determined by the board, and for lodging for the night before and the night of any board-approved training seminar by the Professional Development Committee.
 - c. **The Imagine Life Without Violence Committee** shall recognize and encourage clubs to work with facilities and provide donations of time, effort and/or monies to help alleviate conditions of violence. The committee will also administer the ILWV Grant program as long as funds are available.

Region Treasurer shall:

- i. Deposit and disperse Imagine Life Without Violence funds in accordance with procedures developed and approved by the region

- board.
- ii. Provide financial reports to the governor.
- iii. The governor, governor-elect, and region treasurer shall be authorized signers on the designated SINWR/ILWV accounts.
- iv. Restricted funds shall be maintained separately.
- v. Any ILWV annual budget shall be approved by the region board.

5. Awards Committees

a. The Live Your Dream Education & Training Awards for Women chair shall receive applications electronically or by mail from all participating clubs in the region. The committee chair shall distribute electronically or by mail a roughly equal number of applications, randomly sorted by date received, to each of the district representatives. Each committee representative shall have applications judged by non-Soroptimist judges. Each committee representative shall forward electronically or by mail the top six (6) applications to the committee chair, who will arrange for judging the twenty-four (24) applications to select top applicants to receive the SIA funded award(s) and an additional ten (10) to receive the region level awards of \$1,500 each. All committee members are to comply with SIA-specified dates for submission of applications.

b. The Dream it, Be it Program chairman shall perform such duties as detailed by SIA.

6. Technical Committees

- a. Nominating Committee: See Procedures Section J-1 for description.
- b. Bylaws & Procedures Committee: See Procedure Section J-2 for description.
- c. Finance Committee: See Procedures J-3 for description.

7. Appointees

- a. The Site Coordinator(s) shall recommend sites for conferences and district meeting to the board and shall coordinate all communication with the hotel/facility including meeting room reservations, meal arrangements, sleeping room reservations, equipment rental, and other meeting needs as requested by the governor or district director.
 - i. The site contracts for region conference and district meetings shall be signed by the governor who will be in office at the time of the event with the current region Site Coordinator as contact.
 - ii. Only the district director and/or district site coordinator can charge to the master bill at district meetings.

- iii. Only the governor, governor-elect and/or region site coordinator can charge to the master bill at region conference.
- iv. At the time of the directors' training, the district site contracts for the biennium will be updated to reflect the district site coordinator as an additional contact.
- v. Travel expenses will be covered for a pre-contracting site visit by a region representative with prior approval obtained from the governor.

8. The region governor may appoint additional committees and appointees as necessary. Such appointments may include but shall not be limited to an ad-hoc adjustment committee.

SECTION L: SOLICITATION OF FUNDS

1. Funds and souvenirs shall not be solicited by the region from members, clubs, or districts, with the following exceptions:
 - a. When action authorizing such solicitation has been specifically approved by the region conference after notice to clubs through the call to conference, or,
 - b. If the conference will not be held within three months, when action authorizing such solicitation has been approved by the region board, either by a two-thirds vote at a meeting or a three-fourths vote by mail ballot.
2. No conference or district funds shall be used for souvenirs.
3. The Region/clubs may offer items for sale at conference/district meetings, in a specified area only, provided such activities do not interfere in any way with official sessions or with the assembled delegates. The Region/clubs may, at their discretion, email, or mail information on items to be sold directly or at district meeting and region conference only to clubs within the region. All expenses associated with the mailing will be the responsibility of the club.
4. Our member list is not to be used for solicitations.

SECTION M: INVESTMENT POLICY

1. Scope

This policy applies to the investment of all operating and restricted reserve money of Northwestern Region of Soroptimist International of the Americas (Region). The purpose of the policy is to provide a clear understanding of the Region's investment objectives, goals, and strategies, to specify investment options, to establish criteria

for investments and to define procedures for monitoring of investments.

2. Responsibility for Management of Funds

- a. The Region Board has ultimate responsibility for the oversight of the Region's funds. The Region shall be responsible for all investment transactions undertaken.
- b. The Region board has delegated authority to the Treasurer, in consultation with the Finance Committee, for investing available funds from the reserve and operating funds. The investment of funds shall be in accordance with this investment policy.
- c. The Treasurer is responsible for developing and implementing procedures relating to safekeeping, investment accounting, purchasing, selling, maturity of investments, and the payment of interest and dividend.
- d. The Finance Committee is responsible for the development, execution, and ongoing maintenance of this Investment Policy, selecting and monitoring the performance of the Investment Managers and monitoring the performance of the investments.
- e. At the discretion of the Board, an external agent or agencies may be engaged to manage funds of the Region; in which case, the external manager(s) shall be responsible directly to the Treasurer and Finance Committee. All Investment Managers used must be registered under the Investment Advisors Act of 1940. These include, but are not limited to:
 - I. Investment Consultant/Manager: The consultant shall assist the Treasurer and Finance Committee in establishing investment policy, objectives, and guidelines, selecting investment funds, and monitoring investments and funds over time, measuring and evaluating investment performance and other tasks as deemed appropriate. The Investment manager will monitor funds to ensure that securities meet the investment policy objectives.
 - II. Custodian: The custodian will physically maintain possession of the securities owned by the restricted fund, collect dividend and interest payments and effect receipt and delivery following any purchase or sales. The custodian may also perform regular accounting of all assets owned, purchased, or sold, as well as movements in and out of the investment funds.
 - III. If such experts employed are also deemed to be fiduciaries, they must acknowledge such in writing. All expenses for such experts must be customary, reasonable, provided for contractually and will be borne by the

Region of SIA as deemed appropriate.

- IV.** No person may engage in an investment transaction except as provided under the terms of this policy and the procedures established by the region.

f. Pooling of Funds: Generally, available monies from restricted and operating funds may be consolidated to maximize investment earnings. Investment income will be allocated to the various funds based on their respective participation and in accordance with generally accepted accounting principles.

3. General Objectives

The primary objectives, in priority order, of investment activities shall be safety, liquidity, and yield:

- a.** Safety: Safety of principal is the foremost objective of the investment program. Investment shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The objective will be to mitigate credit risk and interest-rate risk.
- b.** Credit Risk: The Region will minimize credit risk, the risk of loss due to the failure of the security issuer or backer, by:
 - i.** Pre-qualifying the financial institutions, broker/dealers, intermediaries, and advisors with which the Region will do business; and
 - ii.** Diversifying the portfolio so that potential losses on individual securities will be minimized.
- c.** Interest-Rate Risk: The Region will minimize the risk that the market value of securities in the portfolio will fall due to changes in general interest rates, by:
 - i.** Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing operations, thereby avoiding the need to sell securities on the open market prior to maturity; and
 - ii.** Investing operating funds primarily in shorter-term securities.
- d.** Liquidity:
 - i.** The investment portfolio shall remain sufficiently liquid to meet all operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands. Furthermore, since all possible cash demands cannot be anticipated, the portfolio

should consist largely of securities with active secondary or resale markets.

- ii. All or a portion of the portfolio may be placed in bank deposits that offer same-day liquidity for short-term funds.

e. Yield:

- i. The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs.
- ii. Return on investment is of secondary importance compared to the safety and liquidity objectives described above. The core of investments is limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall not be sold prior to maturity with the following exceptions:
 - 1. A security with declining credit may be sold early to minimize loss of principal;
 - 2. A security swap would improve the quality, yield, or target duration in the portfolio; and
 - 3. Liquidity needs of the portfolio require that the security be sold.

4. Standard of Care

The investments will be managed with care, skill, prudence under the circumstances prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and of like aims.

5. Ethics and Conflict of Interest

The Region Board members shall refrain from personal business activity that could conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial decisions. The Board shall disclose any material interests in financial institutions with which they conduct business. They shall further disclose any personal financial/investments positions that could be related to the performance of the investment portfolio.

6. Investments

- a. Suitable and Authorized Investment Types: The following list represents the entire range of investments that the Region will consider, and which shall be

authorized for investments of funds by the Region:

- i.** United States Treasurer Securities. Obligations of the United States Government for which the full faith and credit of the United States are pledged for the payment of principal and interest.
 - ii.** United States Agency Securities. Obligation issued or guaranteed by any agency of the United States Government.
 - iii.** Certificates of Deposit. Funds shall be deposited in such banks or other financial institutions that are federally insured and not to exceed insured limits.
 - iv.** Mutual Funds. SEC-registered mutual funds, specifically money market or bond funds, in good standing with holdings solely composed of:
 - 1.** Money Market: Sees a predictable rate of return while preserving principal and avoiding market rate fluctuations.
 - 2.** Bonds: Seeks generation of current income and preservation of capital. Any potential for capital appreciation will be incidental.
- b.** Marketability of Investments: Except for federally insured bank deposits, all funds should be invested in investments that can be transacted and liquidated quickly and efficiently, with minimal impact on market price.
- c.** Quality Standards: All investments, excluding financial institutions deposits, must be of investment grade, rated AAA by Moody's Investor Services or Standard & Poor's.
- d.** Investment Restrictions and Prohibited Transactions: To provide for the safety and liquidity of the corporation's funds, the investment portfolio will be subject to the following restrictions:
- i.** Borrowing for investment purposes ("leverage") is prohibited.
 - ii.** Instruments known as Structured Notes (e.g., inverse floaters, leveraged floaters, and equity-linked securities) are not permitted. Investments in any instrument, which is commonly considered a "derivative" instrument (e.g., options, futures, swaps, caps, floors, and collars), is prohibited.
 - iii.** Contracting to sell securities not yet acquired in order to purchase other securities for purposes of speculating on developments or

trends in the market is prohibited.

- e. Diversification: The investments shall be diversified to minimize the risk of loss resulting from over concentration of assets in specific maturity, specific issuer, or specific class of securities. Diversification strategies shall be established and periodically reviewed. At a minimum, diversification standards by security type and issuer shall be:

United States Treasurer Securities No Limit.

United States Agency Securities 50% of investment funds

Financial Institutions: Total investment in any one bank will not exceed the federally insured insurance limits.

Mutual Funds: Money Market or Bond Funds 50% of investment funds

- f. Maximum Maturities:

To the extent possible, the corporation shall attempt to match its investments with anticipated cash flow requirements.

- i. Investments shall mature and become payable not more than five (5) years from the date of purchase.
- ii. Because of inherent difficulties accurately forecasting cash flow requirements, a portion of the portfolio should be continuously invested in readily available funds such as in bank deposits to ensure that appropriate liquidity is maintained to meet ongoing obligations.

1. Reporting

The Treasurer shall prepare quarterly investment reports, including a management summary that provides an analysis of the status of the investment portfolio and transactions made over the last quarter. This management summary will be prepared in a manner that will allow the Region Board to ascertain whether investment activities during the reporting period have conformed to the investment policy. The report should be provided to the Region Board. The report will include the following:

- a. Listing of individual investments held at the end of the reporting period with principal balance, interest rate and yield, maturity date.
- b. Listing of investments by maturity date.
- c. Percentage of the total portfolio that each type of investment represents. Current market value of investments, excluding bank deposits.

- d. Current Market value of investments, excluding bank deposits.

2. Adoption

The Region Board will approve the policy. The Finance Committee will review the policy as necessary and recommended changes will be presented to Northwestern Region Board for consideration.

SECTION N: RESOLUTIONS

The following resolutions have been adopted by Northwestern Region:

1. Imagine Life Without Violence to promote club and region activities regarding the issues of domestic violence.
2. Project Women's Health to promote club and region activities regarding women's health issues.

SECTION O: AMENDMENTS

1. These procedures may be amended at a board meeting by a two-thirds vote. Any change in procedures that affects district or club bylaws, procedures, or operations shall not become effective until notice has been given by publication in the region newsletter and/or written notice to each club. Such notice shall specifically set forth the effective date.
2. Any member or club can request consideration of suggested changes to these procedures by addressing concerns to the governor and the board prior to a scheduled board meeting.
3. Resolutions regarding region administrative operations or for recognition or appreciation may be filed at any time with the board.
 - a. A resolution of an emergency or timely nature may be submitted to or by the board at any time, and it shall be at the discretion of the board whether it is of such nature that it should be submitted for conference consideration even though not included in the call to conference.
 - b. Upon recommendation of the board, the Bylaws and Procedures Committee shall present to the conference any resolution (other than those involving funds) not sent with the call, but only upon approval by three-fourths of that body to consider such resolution.

SECTION P: RECORDS RETENTION PROCEDURE

1. Scope

The retention and destruction of documents of the Northwestern Region "NWR" shall be

governed by this procedure. The procedures set forth seeks to ensure that its documents are secure, accessible, maintained, and destroyed in accordance with good business practices. This procedure applies to both electronic and paper files.

The following procedures, approved by the board, shall govern the records of the NWR.

2. Authority Statement

Property (USB drives, tapes, computers, videos, etc.) belonging to the region is not to be destroyed without approval of the Governor-Elect and Region Secretary.

The governor-Elect and Region Secretary shall have the right to reasonable access to examine all current and inactive region records. In cooperation with region officers and members of appointed positions, the Region Secretary will identify inactive records and transfer those records to the appropriate storage area (archives for records of permanent value or inactive for records slated for eventual destruction.)

Special condition of access may be placed on any category of records (applying legal restrictions and considerations of confidentiality and privacy as necessary) by the Region Secretary and Governor-Elect. In the absence of specific restrictions, all materials transferred to the archives will be open to researchers. Access to records in inactive storage will be restricted to the NWR officers, leadership, and financial and legal advisors.

3. Document protection

Documents (hard copy, online or other media) will be stored in a protected environment for the duration of the document retention schedule.

4. Provision of Documentation for Investigations or Litigation

In the event the NWR becomes involved in litigation or has reason to believe it would become involved in litigation, the destruction of records fulfilling their retention periods would cease if the records slated for destruction are necessary for litigation purposes, or under any advisement from NWR's legal counsel. The Governor will give written direction to the Governor-Elect to suspend any destruction of records and written authorization to resume destruction in accordance with the retention program.

Documents requested and subpoenaed by legally authorized personnel will be provided within five (5) business days. The Governor and Governor-Elect will authorize provisions. No documents will be concealed, altered, or destroyed with the intent to obstruct the investigation or litigation. It is an obstruction of justice offense to destroy, falsify or alter any records of documents in order to impede a federal investigation if any member is asked to falsify, destroy, or alter any records, the member should immediately inform the Governor of the Region.

5. Procedures

- a.** Each NWR officer and committee chair is responsible for the maintenance of all current records. By the end of the biennium, all records that are to be stored shall be uploaded to the regions cloud storage "Amazon S3 AWS" and in QuickBooks online. The Governor-Elect, with assistance from the Region Secretary, at the beginning of

each new biennium, will make sure all records of the past biennium have been uploaded and stored in the proper location.

b. The Governor-Elect and Region Secretary will have the responsibility to review all records every year to ascertain that all records created are covered in the retention schedule, uploading of documents is being done, and necessary changes to the schedule are fully discussed and approved by the board.

c. Specific policies and procedures for individual committees may be created if the policies and procedures in place do not adequately account for all the conditions of the retention program in a committee.

d. When the records in storage have fulfilled their full retention periods, the Governor-Elect will send a message to the officer or committee chair requesting permission to destroy records. Once the written permission has been granted it will be forwarded to the Governor for final authorization. Copies of the destruction authorizations will be kept permanently.

e. Changes to the authority statement must be approved by the Board. Changes in procedures must be approved by the officers, committee chairs and Governor, in consultation by NWR's legal counsel as necessary.

Document Retention Schedule

The following types of documents will be retained for the specified period. At least one copy of each document will be retained according to the following schedule. If the region is not required to have certain documents, then the schedule would not apply for that document. Time period listed is to hold the document for the full period. Example: 7 years means on the 8 year the records can be destroyed.

1. Corporation Records:

- | | |
|--|-----------|
| • Articles of Incorporation to apply for corporate status | Permanent |
| • Group Exemption paperwork (IRS 501 (c) (3) designation) | Permanent |
| • IRS form 1023 to file for tax-exempt and/or charitable status | Permanent |
| • Letter of Determination granting tax exempt and/or charitable status | Permanent |
| • By-laws/Standing Rules/Procedures | Permanent |
| • Board Policies | Permanent |
| • Resolutions and consents | Permanent |
| • Minutes (Board and general meetings; include agenda and attachments) | Permanent |
| • Sales tax exemptions documents | Permanent |
| • Tax or employee identification number designation | Permanent |
| • Annual corporate filings | Permanent |
| • Charter documents | Permanent |

2. Financial Records:

- Chart of accounts Permanent
- Fiscal Policies and Procedures Permanent
- Audits/Reviews Permanent
- Financial statements/Treasurers Reports Permanent
- General Ledger Permanent
- Check registers/books 7 years
- Business expense documents 7 years
- Bank statements and deposit slips 7 years
- Canceled checks 7 years
- Invoices 7 years
- Investment records (deposits, earnings, withdrawals) 7 years
- Property/asset inventories 7 years
- Petty cash receipts/documents 7 years
- Credit card receipts 7 years
- Journal entries 7 years
- Contracts 7 years after fulfillment

3. Tax Records

- Annual tax filing for the organization (IRS 990) Permanent
- Filings of fees paid to professionals (IRS Form 1099) 7 years

4. Miscellaneous

- Committee Records Permanent
Include all committee types: ad-hoc, standing, technical, program.
Please note that committee reports are often included in the minutes as attachments.
- Successful applications for awards or recognition Permanent
Note: Forms may have Social Security Numbers on them and this is PRIVATE information that requires strict controls. It is suggested that you black out any SSNs on application copies kept for region use and make a photocopy of the original form, and then destroy the original form.
- Unsuccessful application for awards or recognition 1 year
Note: Forms may give Social Security/government identification numbers on them, and this is PRIVATE information. Forms containing any personal id numbers should be strictly controlled to prevent distribution of this information and shredded after one year.
- Photographs of club personalities/events Permanent

- Club Newsletters Permanent
- Artifacts or memorabilia (pins, gifts, awards/certificates) 5 years
Some of these items should be saved permanently
- Correspondence- Substantive in nature (showing the development of Policy, projects, advocacy, community issues, and highlighting the club's relationships within the community or Soroptimist organization) Permanent
- Project files (service and fundraising projects) Permanent
- Directories/Rosters Permanent
- Clippings – Newspaper or local journal articles that describe projects advocacy efforts. Newspaper clippings will probably need to be photocopied in order to keep permanently due to the rapid disintegration of standard newsprint. Permanent
- Records destruction authorization 10 years Permanent

Once your records retention program is set up, periodic destruction of records that have fulfilled their retention will be necessary. Authorization should be in writing. Shredding/electronic removal is the suggested method.

SECTION Q: GUIDELINES FOR THE NWR SOCIAL MEDIA ACCOUNTS

Guidelines Content:

1. Ensure NWR social media accounts are correctly used with appropriate content. The goal of the social media accounts for the NWR is to inform engage and promote the Soroptimist mission and vision.

a. The NWR's social media accounts are to be used for region, club, federation, LiveYourDream.org, and international Soroptimist business, events, and promotions. Other posts related to the Soroptimist mission and vision and positive messages are encouraged. Information found on the SIA or SI website is welcome. Posts of a religious nature, political endorsement or promotion, or personal business promotions should not be placed on social media sites.

2. The development of the NWR's social media platforms is regulated by the NWR Board or designated Public Awareness Committee. NWR members should be informed of this guideline so that no unauthorized accounts are created by well-intentioned persons. If an unauthorized account is discovered, the Public Awareness Chare will be notified and have the authorization to request the administrator to take the unauthorized account down.

3. The process for adding or eliminating social media accounts is as follows:

At the end of each biennium, the social media team/public awareness committee will make recommendations related to each social media account to the Governor-Elect. The Governor-Elect will coordinate recommendations to the NWR Board. The Board will review and communicate to the Public Awareness Committee of any changes.

4. The list of social media accounts, passwords, and the levels of access will be reviewed every July. Passwords for all social media accounts must be reset every July. Passwords will be shared beyond the access requirements for each type of social media account, the Public Awareness Chair, and the Governor-Elect.

This list will be stored on the NWR Amazon Cloud account and in the Microsoft 365 cloud. The Governor-Elect and Public Awareness Chair should also retain an electronic copy.

5. Qualifications for members working with accounts.

The social media teams of the NWR should consist of at a minimum two content curators who are experienced using at least one of the NWR social media platforms. Ideally, the social media team should have enough members with experience/knowledge in social media and social media marketing to have a robust online presence on a variety of platforms. Mentorship will be provided to those who are interested.

6. No financial commitments such as Facebook Page boosts can be incurred without authorization from the Board.

7. The Public Awareness Committee will keep an updated list of all social media accounts (active and dormant).



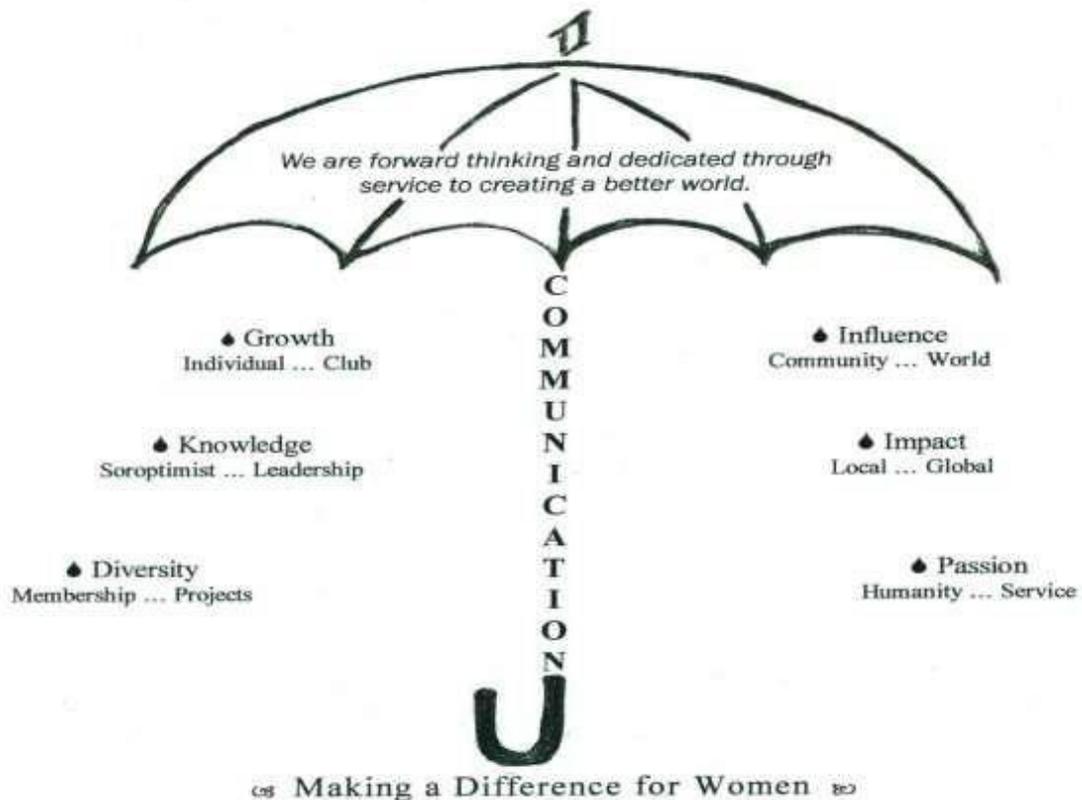
SOROPTIMIST

Best for Women

Resolutions

Northwestern Region

Northwestern Region Soroptimist Vision



RESOLUTION 1996: 1 Northwestern Region Soroptimist Vision

- WHEREAS, There is a desire on the part of all Soroptimist members in Northwestern Region to enhance the image and focus on our organization and;
- WHEREAS, A vision statement is a declaration of a desired future, and will provide meaning to our efforts and;
- WHEREAS, It will encourage us to meet the challenges that lie ahead and;
- WHEREAS, By adopting a vision statement, the membership of Northwestern Region will be empowered with a focus leading us into the next millennium, now therefore
- BE IT RESOLVED, That the Northwestern Region Soroptimist Vision be adopted by the membership.

Adopted April 20, 1996, by Conference Action

RESOLUTION 2000: 3 Northwestern Region Mission Statement

- WHEREAS, The 1994-1996 Northwestern Region Board developed a Vision Statement and;
- WHEREAS, The Vision Statement was adopted by conference action in 1996 and;
- WHEREAS, The 1998-2000 Northwestern Region Board considered and developed a supporting Mission Statement after a review of other organizational mission statements and input from region members and;
- WHEREAS, Mission statements are an important tool for unity of purpose within an organization, now therefore

BE IT RESOLVED, That the conference body adopt the proposed Mission Statement.

BE IT FURTHER RESOLVED, That the Mission Statement be communicated throughout all appropriate channels.

Northwestern Region Mission Statement

The mission of Northwestern Region Soroptimist is a global volunteer organization that provides women and girls with access to the education and training they need to achieve economic empowerment.

AMENDED ON April 29, 2022

RESOLUTION 2004: 4 Project Women's Health

- WHEREAS, Since 1993, in the program area of Health, Northwestern Region has had a region identifying project called Early Detection of Cancer and;
- WHEREAS, The SIA Strategic Plan, adopted in 2000, has as part of its objectives to increase women's health information, and heighten awareness about women's health issues and inequities in the testing and treatment of women and;
- WHEREAS, There are many important women's health issues that could benefit from Soroptimist attention and intervention, including cardiovascular disease, cancers, menopause and hormone replacement therapy, osteoporosis, diabetes, eating disorders, prenatal care, and mental and emotional health and;
- WHEREAS, The abuse of cigarettes, alcohol, prescription drugs, and illegal substances is a societal problem and;
- WHEREAS, The cost of health insurance and prescription drugs is a serious and increasing problem for many Americans, now therefore
- BE IT RESOLVED, That the clubs in Northwestern Region of Soroptimist International of the Americas will adopt as a region identify project "Project Women's Health: using the three A's, Awareness, Advocacy, and Action and;
- BE IT FURTHER RESOLVED, That every club in Northwestern Region strive to undertake helping to educate and improve at least one women's health issue in their community and;
- BE IT FURTHER RESOLVED, The clubs that report their participation in this project to the region will be recognized at the region conference/district meetings and;
- BE IT FURTHER RESOLVED, That Project Women's Health replaced Early Detection of Cancer in Women as a region identifying project effective with the 2004-2006 biennium.

RESOLUTION 2004: 5 Northwestern Region Strategic Plan

WHEREAS, The members of Northwestern Region are committed to making a difference for women and;

WHEREAS, Soroptimist International has adopted the Program Focus 2003-2007 to identify strategic outcomes in making a difference for women and;

WHEREAS, Soroptimist International of the Americas has adopted a Strategic Plan to further support the SI strategic outcomes and to emphasize the importance of membership in achieving those goals, now therefore

BE IT RESOLVED, That every club in Northwestern Region shall be encouraged to use the Northwestern Region Strategic Plan to focus its service and membership efforts and;

BE IT FURTHER RESOLVED, That by using the Northwestern Region Strategic Plan, Soroptimist will be the name recognized by all as a club whose members make a difference for women and;

BE IT FURTHER RESOLVED, That the Northwestern Region Strategic Plan become effective immediately.

**RESOLUTION 2011: 1 Proposed Amendment to current Resolution on
Imagine Life Without Violence Project©**

- WHEREAS, Violence perpetrated against women and girls is a serious problem that exists in all economic segments of society, in all cultures, and in all countries of the work and;
- WHEREAS, Violence against women and girls means any act of gender-based violence that results in, or is likely to result in, physical, sexual, or psychological harm or suffering to women and girls such as but not limited to, domestic violence, sexual or labor trafficking, rape, stalking, teen dating violence, bullying, workplace violence, and hate crimes and;
- WHEREAS, There are large numbers of women and girls in the areas encompassed by Northwestern Region who are suffering as a result of the effects of violence and;
- WHEREAS, It is the expressly stated goal of Soroptimist International to advance the status of women and by helping the victims of violence we are achieving this goal and;
- WHEREAS, There is an immediate need to help many victims of violence in obtaining transitional assistance, counseling, and housing, now therefore;
- BE IT RESOLVED, Soroptimist clubs of the Northwestern Region are encouraged to work with facilities to provide donations of time and effort to help alleviate the conditions that prevail;
- BE IT FURTHER RESOLVED, Soroptimist clubs will exhibit leadership to end all forms of violence against women and girls and support education and advocacy in this regard at all levels, including the local, district, and regional levels;
- BE IT FURTHER RESOLVED, That Northwestern Region shall publish a list of participating clubs in the region and shall also submit an article to Soroptimist International of the Americas and Soroptimist International acknowledging the success of the clubs and region as a whole;
- BE IT FURTHER RESOLVED, That on a regional level, Northwestern Region shall recognize clubs that participate in these projects.

RESOLUTION 2001; 2 Diversification of Soroptimist Membership

WHEREAS, Diversity of occupation, race, ethnic origin, culture, spiritual beliefs and practices, gender, gender identify or expression, sexual orientation, age, education, socioeconomic class, and physical/mental ability within Soroptimist club membership promotes different perspectives, raises tolerance, and increase understanding through a heightened awareness of needs and;

WHEREAS, A diverse membership creates a positive and inclusive environment and enables clubs to use creativity, fresh thinking, and multiple perspective to respond quickly and effectively to meet the needs of women and girls in their community and;

WHEREAS, All members should feel valued for their individuality, background, culture, skills, and traits, and know they can contribute to the success of the mission and;

WHEREAS, The Soroptimist organizations seeks to continue its service to society as a representative and powerful force in advancing human rights and the status of women; now therefore

BE IT RESOLVED, that Soroptimist International Northwestern Region clubs shall work to attract, develop, and retain members who reflect the diversity of the communities they serve and;

BE IT FURTHER RESOLVED, that Soroptimist International Northwestern Region supports these efforts by including diverse populations in all membership and public relations materials.