

BYLAWS OF THE ZONTA CLUB OF ALBANY, NEW YORK

ARTICLE I

Name

The name of this organization shall be the Zonta Club of Albany, New York. It shall exist only as a chartered club of Zonta International.

ARTICLE II

Geographical Location

The geographical location of this club shall be Albany, New York and its environs and vicinity.

ARTICLE III

Objects

The Objects of Zonta International shall be:

- a. To improve the legal, political, economic, educational, health, and professional status of women at the global and local level through service and advocacy;
- b. To work for the advancement of understanding, goodwill, and peace through a world fellowship of members;
- c. To promote justice and universal respect for human rights and fundamental freedoms;
- d. To be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations, and the world.

ARTICLE IV

Policy

Section 1. Nonpartisan and Nonsectarian. Zonta International, its districts, and its clubs shall be nonpartisan and nonsectarian.

Section 2. Principles and Public Issues. Zonta International, its districts, and its clubs may express themselves about, and become involved in, principles and public issues having a bearing on the Objects of Zonta International, following the guidelines established by the Zonta International Board.

ARTICLE V

Members

Section 1. Members

a. Categories. Membership in this club shall be limited to Classified Members, Past International Presidents, and Honorary Members.

b. Classified Member

- (1) Membership shall be drawn from women and men with experience in a recognized business or profession.
- (2) A candidate must be willing to actively support and implement the Objects of Zonta International.
- (3) All candidates for membership, meeting the requirements for membership in these bylaws, shall be considered.
- (4) The Club Membership Committee shall review proposals for membership, whether by application or invitation, and present the names of all candidates to the Club Board with its recommendations. Approval for membership is made by the Club Board. On approval of the Club Board, the Membership Committee chairman shall extend a written invitation to the person accepted to become a Member and notify the Club Members.
- (5) Every Member shall be assigned a classification based on the Zonta International Marian de Forest Membership Manual. A Classified Member has all rights and responsibilities of membership, including the right to hold office and represent the Club at meetings, except as otherwise provided in these bylaws.

c. Past International President. The Club may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, any Past International President.

d. Honorary Membership. Honorary Members shall be persons who have distinguished themselves by some unusual service other than their service to Zonta. An Honorary Member shall be entitled to all membership privileges of the Club except those of holding an elective Office or Directorship, of making motions and voting, or of representing the Club as a delegate or alternate. The Club Board shall determine the specific tenure for Honorary Membership. An Honorary Member shall be exempt from the payment of dues. The Club shall assume the obligation for payment of Zonta International and District dues for any Honorary Member the Club may elect.

e. Transfer Privileges. A Member who moves to the geographical location of another Zonta club may transfer membership to that club, provided the required dues have been paid as set forth in Article XIV. Section 3(b) of the Zonta International Bylaws.

f. Duration of Membership. Classified membership shall be for life, except as otherwise provided in the Bylaws and Rules of Procedure of Zonta International.

(1) At the option of the Club, a Member dropped for nonpayment of dues may be reinstated upon payment of current obligations. The Member shall pay a reinstatement fee in U.S. dollars to Zonta International.

(2) The resignation by a Member shall be sent in writing to the Club President, who shall present it to the next meeting of the Board. No Member's resignation shall be accepted in good standing unless dues are paid.

ARTICLE VI Officers and Directors

Section 1. Officers of the Club shall be President, Vice President, Secretary, and Treasurer. There shall be five (5) Directors.

- a. Qualifications. To be eligible for the office of President, a Member must have been at some time a member of the Club Board for at least one (1) year.
- b. Election. At the election meeting, Officers and Directors shall be elected by ballot unless there is only one (1) nomination for the office, in which case a voice vote may be taken. A majority vote shall elect. At the option of the Club, balloting may be by mail.
- c. Term of Office. The Officers and Directors shall assume office on June 1. The Officers shall hold office for one (1) year or until their successors assume office. The Directors shall hold office for two (2) consecutive years or until their successor assumes office. Two Directors shall be elected each odd year and three Directors shall be elected each even year (or so many as may be required to ensure that there are five Directors on the Board).

An Officer or Director shall be limited to two (2) consecutive years in the same office except for the Treasurer who shall be limited to four (4) consecutive years in the same office. A Member who has served more than half a term in office shall be deemed to have served a full term in that office. A Member who has served previously as an Officer or Director may serve in the same office again after an intermission.

- d. Vacancies. In the case of vacancy in the office of President, the Vice President shall become President. Vacancies in other offices shall be filled by the Club Board.
- e. Removal. Club Officers and Directors may be removed by the Club Members for cause upon grounds permitted for removal at the International level pursuant to Article VII, Section 11 of the Zonta International Bylaws. A complaint in writing against an Officer or Director for such behavior shall be referred by the Club Board to a committee of Club Members elected by the Members for investigation. The procedure shall be as specified in said Article VII, Section 11.

Thereafter, the committee shall make a recommendation to the Club Members for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to all Members. The Board Member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. Removal shall be by a two-thirds (2/3) ballot vote of the Club Members present and voting.

If the Club fails to act, the District Board shall initiate disciplinary proceedings. If the District Board fails to act, the Zonta International Board has full authority to initiate and impose discipline on its own.

Section 2. Duties of Officers. The Officers of the Club shall perform the duties prescribed by the Club, by the Bylaws and Rules of Procedure of Zonta International and by Robert's Rules of Order, Newly Revised.

- a. President. The President shall preside at all meetings of the Club and of the Board and shall be the Chief Executive Officer of the Club. Subject to approval of the Board, the President shall appoint chairmen of all committees except the Nominating Committee. The President shall be ex-officio a member of all committees except the Nominating Committee.
- b. Vice President. The Vice President, in the absence or inability of the President, shall perform the duties of the President. The Vice President may serve as chairman of a committee and may be assigned other duties by the President of the Club, subject to the approval of the Board.
- c. Secretary. The Secretary shall keep a record of the proceedings of all Board Meetings and Regular Meetings of the Club. The Secretary shall receive all correspondence of the Club and shall report these matters to the Board and at general membership meetings, as well as prepare outgoing correspondence not specifically assigned to other officers or committees.
- d. Treasurer. The Treasurer shall be responsible for the funds of the Club and shall administer them in accordance with the approved Club budget. The Treasurer shall make monthly reports to the Board and the Club, and be ex-officio a member of the Finance Committee. No later than forty-five (45) days after the term of office ends, the Treasurer shall turn over all records to the successor.

Section 3. Club Board

- a. How Constituted. Elected Officers and Directors of the Club shall constitute the Club Board.
- b. Duties. The Club Board shall have general supervision of the affairs of the Club between meetings of the Club provided that none of its acts shall conflict with action taken by the Club. It may act upon routine questions in carrying out established policies but shall not determine policy, authorize projects and donations, or adopt the budget. It shall perform such duties as are required by the Bylaws and Rules of Procedure of Zonta International. The Zonta Club Manual shall serve as a guideline for Club operation.
- c. Meetings. The Club Board shall hold regular monthly meetings unless otherwise ordered by the Board. A majority of the members of the Club Board shall constitute a quorum. The Club Board may transact its business through the use of electronic communication.

Section 4. Meetings

- a. Regular Meetings. Regular meetings of this Club shall be held on the second (2) Wednesday of each and every month except July and August, unless otherwise ordered by the Board. Under exceptional circumstances, the Club can hold regular meetings through the use of electronic communication.

- b. Annual Meetings. The meeting in May shall be known as the Annual Meeting and shall be for the purpose of receiving reports of Officers, the Club Board and Committees, and for any other business that may arise.
- c. Special Meetings. Special meetings may be called by the President and shall be called upon the written request of five (5) Members of the Club. At least ten (10) days notice of a special meeting shall be given. The business to be transacted at a special meeting shall be limited to that mentioned in the meeting notice.
- d. Quorum. The quorum required for business shall be one-third (1/3) of the membership at any regular or special meeting of the Club.

Section 5. Nominating Committee

- a. How Constituted. At its October regular meeting, the Club shall elect its Nominating Committee of five (5) members to serve for one (1) year. No individual shall be eligible to serve for more than two consecutive years on the Nominating Committee.
- b. Election. If nominees are unopposed, a voice vote may be taken and Committee members may select their own chairman. If elected by ballot vote, the designated number of Committee nominees receiving the highest number of votes shall constitute the Club Nominating Committee. The Member receiving the highest number of votes shall be chairman of the Nominating Committee.
- c. Vacancies. Vacancies in the Nominating Committee shall be filled by the Club Board.
- d. Duties. It shall be the duty of the Nominating Committee to nominate one (1) or more Members for each office and to nominate one (1) or more Members for each directorship to be voted upon at the annual election.
- e. Report of the Committee. The Committee shall report the slate of officers and directors prior to the April election meeting. Nominations may be made from the floor, provided that the nominees have consented to serve.
- f. Removal. Members of the Club Nominating Committee may be removed by the Club Members for failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in Article XIV, Section 4(e) of the Zonta International Bylaws.

ARTICLE VII Committees

- a. There shall be a Membership Committee, a Service Committee, an Advocacy Committee and such other Committees as the Club Board may authorize to achieve the biennium goals. Guidelines for club committees are in the Zonta Club Manual.
- b. Appointment. Except as otherwise provided in the Bylaws, the Club President shall appoint committee chairmen, subject to approval by the Club Board.
- c. Reports. Committees shall report regularly to the Club Board and to the Club.

ARTICLE VIII
Club Dues

- a. Fiscal Year. The fiscal year of this Club will be June 1 to May 31.
- b. Annual Dues. The Annual Dues of a Club Member shall be established by the Club to include Zonta International, District, Area (if applicable) and Club requirements. Dues shall be payable on or before May 1. Any Member in arrears for dues for sixty (60) days shall forfeit membership.
- c. Upon full retirement and after five (5) years of active membership and service to the Club, a Member shall pay International and District Dues and Assessments and fifty percent of Local Dues. The Membership Committee shall make the determination of the Member's status. Such a Member may, at her or his discretion, pay total Local Dues.
- d. Initiation and Reinstatement Fees. The initiation fee shall be that established by Zonta International and shall be paid to Zonta International as a new member fee, upon acceptance of invitation to membership. Any reinstatement fee established by Zonta International shall be paid to Zonta International.

ARTICLE IX
Audit

The Club Board shall cause the Club financial records to be audited by a certified/chartered public accountant or by a qualified person independent of the Board. For the purposes of the audit the books shall be closed by the end of the fiscal year.

ARTICLE X
Suspension or Expulsion

- a. Club. Any club of Zonta International that has acted in a way to injure the good name of Zonta or to hamper its work may be suspended or expelled by the Zonta International Board. A complaint in writing against a club for such behavior may be made to the District Board, which shall refer the matter to the District Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in Article VII, Section 11 of the Zonta International Bylaws.

Thereafter, the Committee shall make a recommendation to the District Board. The District Board shall make a recommendation to the Zonta International Board. A two-thirds (2/3) ballot vote of the entire elected District Board shall be required for a recommendation of suspension or expulsion.

Notice of the District Board recommendation shall be mailed with proof of service to the complainant and the club concerned.

Suspension or expulsion shall be by a two-thirds (2/3) ballot vote of the entire Zonta International Board. The decision of the International Board shall be final.

If the District Board fails to act, the Zonta International Board has full authority to initiate proceedings and impose discipline on its own.

In the event of expulsion, all legal debts shall be paid and the remaining assets shall be disbursed as provided in Article IV, Section 2(c) of the Zonta International Bylaws.

- b. Member. Any Member of the Club who has acted in a way to injure the good name of Zonta or to hamper its work may be expelled by the Club Members. A complaint in writing against a Member for such behavior may be made to the Club Board. The Board shall refer the complaint to a Committee appointed by the Board for investigation. The procedure shall be as specified in Article VII, Section 11 of the Zonta International Bylaws.

Thereafter, the Committee shall make a recommendation to the Club Board. If the Club Board determines that further action regarding expulsion is necessary, it shall make a recommendation to the Club Members for a decision at a meeting of which written notice has been given to all Members. The Member concerned should be entitled to be present for consideration of action but shall not be entitled to vote. A two-thirds (2/3) ballot vote of Club Members present and voting at such meeting shall be necessary for expulsion of a Member.

Notice of the Board or Club decision shall be mailed with proof of service to the complainant and to the Member concerned forthwith. The decision of the Club Board and Club Members may be appealed by the complainant or the Member concerned to the District Board within 45 days from the date on which the notice of decision is mailed to the parties. Expulsion shall be by a two-thirds (2/3) ballot vote of the entire elected District Board. The decision of the District Board shall be mailed with proof of service to the complainant and to the Member concerned forthwith.

The decision of the District Board may be appealed by the parties to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties. Expulsion shall be by a two-thirds (2/3) ballot vote of the entire Zonta International Board. The decision of the Zonta International Board shall be final.

If the Club fails to act, the District Board shall initiate disciplinary proceedings. If the District Board fails to act, the Zonta International Board has full authority to initiate proceedings and to impose discipline on its own.

ARTICLE XI Parliamentary Authority

The Parliamentary Authority of the Zonta Club of Albany, New York shall be the current edition of Robert's Rules of Order, Newly Revised, in all cases in which they are not inconsistent with Zonta International Bylaws and Rules of Procedure, the Rules of Procedure of District 2 of Zonta International, or the Bylaws and Rules of Procedure of the Club.

ARTICLE XII
Amendments to Bylaws

The Bylaws of the Zonta Club of Albany, New York may be amended by a two-thirds (2/3) vote of the Club members present and voting at any regular meeting or special meeting called for that purpose, provided that notice of such proposed amendment or amendments shall have been given to each Member at least ten (10) days before the meeting.

Section 2. This act shall take effect immediately upon enactment.

DATE ADOPTED: April 1991

AMENDED: 1995, 1997, October 2000, September 2004, March 2008, September 2013, September 2015