

ARTICLE I. Name

The name of this organization shall be the Zonta Club of Cortland. It shall exist only as a chartered club of Zonta International.

ARTICLE II. Territorial Limits

The territorial limits of this club shall be Cortland County and the surrounding area.

ARTICLE III. Objects

- 1) The objects of this club shall be to promote the objects of Zonta International.
- 2) 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.
- 3) Within the area of this club:
 - a) To stimulate the desire of each member to be of service;
 - b) To promote good fellowship as an opportunity for service; and
 - c) To enhance the interest of each member in the welfare of this community and to cooperate with others in its civic, social, commercial, and industrial development.

ARTICLE IV. Policy

The policy of this club shall be the policy as stated in Article III of the Bylaws of Zonta International (hereafter referred to as IBL).

Policy IBL

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 policies established by the Zonta International Board.

ARTICLE V. Membership

Section 1. Categories. The membership of this club shall be limited to Classified Members, Past International Presidents, and Honorary Members.

- a) A Classified Member shall be drawn from women and men with experience in a recognized business or profession who is willing to actively support and implement the Objects of Zonta International. Every member shall be assigned a classification based on the Zonta International Marian de Forest Manual.
- b) The club may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, a Past International President.
- c) 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: (1) holding an elective office or directorship; (2) making motions and voting; or (3) representing the club as a delegate or alternate. The club board shall determine the specific tenure of any honorary membership. An Honorary Member shall be exempt from the payment of dues, and the club shall pay the international, district and area (if applicable) dues of any Honorary Member the club elects.

Section 2. Election to Membership.

- a) Membership shall be drawn from women and men with experience in a recognized business or profession.
- b) A candidate must be willing to actively support and implement the Objects of Zonta International.
- c) All candidates for membership, meeting the requirements of these bylaws, shall be considered.
- d) 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. Upon approval by the Board, the Membership Chair shall extend written invitation to the person accepted to become a member and notify the club members. Inductions shall be held in May and December only.

Section 3 Referral Privileges. A member of another Zonta club who moves to the geographical location of the Zonta Club of Cortland may transfer membership to this club, provided the required dues have been paid.

Section 4. Duration of Membership

- a) Classified membership shall be for life except as otherwise provided in the Bylaws and Rules of Procedure of Zonta International.
- b) Any member who fails to pay dues within 30 days after the date on which they are due shall be notified by the Treasurer. If dues are not paid at the expiration of another 30 days, the Secretary shall notify the member of the forfeiture of membership. A member dropped for non-dues may be reinstated upon payment of all back dues, provided that the application has been made within 90 days after forfeiture of membership.

Section 5. Club Attendance Requirements. The attendance policy of this club requires attendance at 10 functions during any fiscal year. This requirement can be met by participation in any of the following: dinner meetings, committee meetings, board meetings, fund raisers, meetings of other Zonta clubs, area workshops, District Conference and International Convention. Should this requirement not be met, the attendance committee will notify the Board, which will take appropriate action.

Section 6. Leave of Absence. Leave of absence may be granted to a member in good standing upon approval of the Board with such leave not to exceed one year. Payment of the Club, District, and International dues shall be required.

ARTICLE VI. Meetings and Elections

Section 1. Regular Meetings. Unless otherwise ordered by the club, regular meetings shall be held on the fourth (4th) Tuesday of each month except in July and August.

Section 2. Annual Meeting. The meeting in May shall be known as the annual meeting and shall be for the purpose of receiving reports of officers, the Board, committees, installation of officers, and any other business that may arise. Furthermore, the officers of the club, the committee chairs and the members of the club Nominating Committee for the following year are elected.

Section 3. 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 written 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.

Section 4. **Quorum.** One-third (1/3) of the members shall constitute a quorum at any regular or special meeting of the club.

Section 5. **Elections.** Election of officers and directors shall be by ballot unless there is but one nominee for each office, in which event a voice vote may be taken. A majority shall elect.

ARTICLE VII. Officers and Directors

Section 1. **Officers and Directors.** The officers of the club and its directors shall be President, President-Elect, Vice President, Secretary, Treasurer, and Four (4) directors.

Section 2. **Qualifications.** Officers shall be actively engaged in a classification. To be eligible for the office of President, a member must at some time have been a member of the Board for at least one (1) year.

Section 3. **Terms of Office.** The officers and directors shall take office on June 1. All officers and directors of the club shall be elected at a meeting in May and shall hold office for one (1) year renewable for one (1) year or until their successors take place. With the exception of the Treasurer, who may serve for four (4) consecutive years, no officer or director shall be eligible to serve more than two (2) years in the same office. A member who has served more than half a term in any office shall be deemed to have served for one term.

Section 4. **Resignations.** A resignation from office shall be sent to the President who shall refer it to the Board for action.

Section 5. **Removal from Office.** An officer or director may be removed for cause by the club members. Cause shall include but not be limited to failure, without excuse, to attend meetings; failure to perform the duties of the position; or acting in such a way to injure the good name of Zonta or hamper its work. 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 investigations.

The complaint shall include specific charges and available evidence. The committee shall give the board member concerned an opportunity to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses if any.

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 complainant can notify the district board which shall initiate disciplinary proceedings. If the district board fails to act, the complainant can notify the

Zonta International Board which has full authority to initiate and impose discipline on its own.

Section 6. **Vacancies.** In case of vacancy in the office of President, the President-Elect shall become President. Vacancies in other offices shall be filled by the Board of Directors until the next election.

Section 7. **Duties of Officers.** The officers of the club shall perform the duties prescribed by the club, these Bylaws, and the Bylaws of Zonta International.

- a) **President.** The president shall preside at all meetings of the club and of the Board, shall be the chief executive officer of the club, and shall countersign all checks over \$500 drawn by the Treasurer. Subject to approval of the Board, the President shall appoint the chairs of all standing committees and other committees except the Nominating Committee, and shall be an ex-officio member of all committees except the Nominating Committee.
- b) **President-Elect.** At the conclusion of the term as President-Elect, the President-Elect shall automatically become President. The President-Elect shall perform such duties as assigned by the President. In the absence or inability of the president, the President-Elect shall perform the duties of president.
- c) **Vice President.** The Vice President, in the absence or inability of the President and President-Elect, shall perform the duties of the President. The Vice President may serve as a Chair of a Committee and may be assigned other duties by the Club Board.
- d) **Secretary.** The Secretary shall keep a record of the proceedings of the meetings of the club and of the board, conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the Board.
- e) **Treasurer.** The Treasurer shall be responsible for the funds of the club. The Treasurer shall disburse these funds by check or other commonly used means of payment, as directed in accordance with the approved budget. The Treasurer shall make monthly reports to the Board and the Club, and be ex-officio a member of the Finance Committee. Within 45 days after the term of office ends, the treasurer shall turn all records over to the successor.

Section 7. **Duties and Powers of the Board**

- a) **Duties and Powers.** The 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 may make recommendations to the club, receive such reports of committees as it may find necessary, and perform such duties as required by these Bylaws and the Bylaws and Rules of Procedure of Zonta International. The Zonta Club Manual shall serve as a guideline for club operation.

b) **Meetings**

(1) The Board shall hold regular monthly meetings unless otherwise ordered by the Board. The club board may transact its business through the use of electronic communication.

(2) Special meetings of the Board may be called by the President or shall be called upon written request of at least five (5) members of the Board.

c) **Quorum.** A majority of the members of the Board shall constitute a Quorum for any regular or special meeting.

d) **Attendance.** A member of the Board absent more than two (2) consecutive meetings without excuse deemed adequate in the opinion of the Board may be asked by two-thirds vote by ballot of the Board to resign from office.

ARTICLE VIII. Nominating Committee

Section 1. **Election.** At its election meeting, the club shall elect a Nominating Committee of three (3) members for the next term. If the nominees are unopposed, a voice vote may be taken and committee members may select their own chairman. If elected by ballot vote, the three (3) receiving the highest number of votes shall constitute the Committee and the member receiving the highest number of votes shall be chairman of the Committee.

Section 2. **Duties.** It shall be the duty of this Committee to nominate one (1) or more members for each office or directorship to be filled at the annual election, and to nominate at least three (3) members for the next term's Nominating Committee. No name shall be presented unless the nominee has consented to serve, if elected.

Section 3. **Report of the Committee.** The Committee shall report the slate of officers, directors, and members of the Nominating Committee at the April business meeting unless otherwise directed by the club. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained.

Section 4. **Vacancies.** Vacancies in the Nominating Committee shall be filled by the Board.

ARTICLE IX. Committees

Section 1. **Committees.** There shall be at least the following Standing Committees and such other standing and special committees as the club board authorizes to achieve biennium goals:

- a) **Standing committees shall be:** a Membership Committee; a Service Committee; and an Advocacy Committee.
- b) **Other standing and special committees may include:** Attendance Committee; Fellowship Committee; Intercity Committee; Newsletter Committee; and Program Committee.
- c) **Ad hoc committees** may be appointed at the discretion of the president.

Section 2. **Appointment.** Except as otherwise provided in these Bylaws, the President shall appoint committees chairs, subject to approval by the Board.

Section 3. **Reports.** Committees shall report regularly to the Board and to the Club.

ARTICLE X. Fees and Dues

Section 1. **Fiscal Year.** The fiscal year shall be from June 1 to May 31, inclusive.

Section 2. **Initiation and Reinstatement Fee.** 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. A former member of this club or of another Zonta club who is re-elected to membership in accordance with requirements of Article V shall be subject to a reinstatement fee as established by Zonta International and which shall be paid to Zonta International.

Section 3. **Annual Dues.** (a) The annual dues of a club member shall be established by the club. Any change in the amount of annual dues shall be approved by a two-thirds (2/3) majority of the club members voting. (b) These dues shall be payable on or before May 1. (c) From these dues the club shall pay the annual dues and fees of members to Zonta International, to the District, and to the Area (if applicable).

ARTICLE XI. Colors, Name and Emblem

Section 1. **Colors and Emblem.** The official colors and emblem of this club shall be those of Zonta International.

Section 2. **Name and Emblem.** The name and emblem of Zonta International shall not be employed for individual gain or benefit.

ARTICLE XII. Discipline

Section 1. **Expulsion.** Any member of this club who has acted or is acting in a way to injure the good name of Zonta or to hamper its work may be expelled by the club members.

Section 2. **Procedure.**

- a) A complaint in writing against a member for such behavior may be made to the Board. The Board shall refer the complaint to a committee appointed by the Board for investigation (or a committee elected by the Club if the complaint is against an Officer or Director, per Article VII, Section 5).
- b) The complaint shall include specific charges and available evidence. The committee shall give the member concerned an opportunity to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses, if any.
- c) Thereafter, the committee shall make a recommendation to the Board. If the 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 shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. A two-thirds (2/3) ballot vote of club members present and voting shall be necessary for expulsion of a member.
- d) 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 or 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.
- e) Expulsion shall be by a two-thirds (2/3) ballot vote of the entire district board. The decision of the district board shall be mailed with proof of service to the complainant and to the member concerned forthwith.
- f) 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 the decision is mailed to the parties.
- g) 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.

- h) If the Club fails to act, the complainant can refer the matter to the district board which shall initiate disciplinary proceedings.
If the district board fails to act, the complainant can refer the matter to the Zonta International Board which has full authority to initiate proceedings and to impose discipline on its own.

ARTICLE XIII. Financial Oversight

The club board shall cause the club financial records to be examined by a person independent of the board. For purposes of the examination, the books shall be closed at the end of the fiscal year.

ARTICLE XIV. Parliamentary Authority

The rules contained in *Robert's Rules of Order Newly Revised* shall govern this club in all cases in which they are not inconsistent with the club Bylaws or Rules of Procedure, the Zonta International Bylaws or Rules of Procedure, or the Rules of Procedure of the District in which the club resides.

ARTICLE XV. Amendment to the Bylaws

These Bylaws 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 such amendment is not inconsistent with the Bylaws or Rules of Procedure of Zonta International and further provided that notice of such proposed amendment shall have been sent to each member at least ten (10) days before the meeting.