

BY-LAWS

Article I

The name of this organization shall be the

OGDENSBURG AREA ZONTA CLUB

Article II

Territorial Limits

The territorial limits of this Club shall be twenty (20) miles

Article III

Objects

The objects of this Club shall be:

1. To promote the objects of Zonta International
2. 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.
 - c. To cooperate with others in the communities' civic, social, commercial and industrial development.

Article IV

Clubs

SECTION 1. How established.

The Zonta Club shall exist only as chartered Clubs of Zonta International. The name of the Zonta Club shall be designated by geographical location where it is organized.

SECTION 2. Members.

- a) **Categories.** The membership of a Club shall be limited to Classified Members, Past International Presidents, and Honorary Members.

b) **Classified Member.**

1) A Classified member is a decision-maker accepted for membership under a major classification as shown in the Zonta Marian de Forest Membership and Classification Manual.*

2) Eligible for membership are executives and professionals or others in a decision-making capacity who are willing to support and implement the Objects of Zonta International. Membership candidates should be sought among community leaders in a variety of activities.

3) To be invited to membership, a candidate shall be actively engaged in or have experience in a recognized business or profession in a decision-making capacity.

4) The Club Organization, Membership and Classification Committee shall consider all proposals for membership and present the names of candidates to the Club Board. On approval, the Organization, Membership and Classification Committee chairman shall extend a written invitation to the person accepted to become a member and notify the Club members. At club option, membership may be informed of the candidates for Club membership before the invitation to become a member is extended.

5) 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 by-laws.

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 payment of dues. The club shall assume the obligation for payment of 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.

f) **Duration of Membership.** 1) Classified membership shall be for life after five (5) years' membership except as otherwise provided by these By-Laws.

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

3) 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.

- g) **Leave of Absence.** At the option of the Club, leave of absence may be granted to a member upon approval of the Club Board. Payment of International and District dues shall be required. Payment of Club dues shall be left to the decision of the Club.
- h) **Club Attendance Requirements.** At the option of the Club, or to comply with District attendance requirements, any member who is absent from all Club meetings for two (2) consecutive months, without excuse deemed adequate in the opinion of the Board, may be notified that membership may be forfeited. Should the absences continue following this notice, the Board may notify the member that membership is forfeited. Attendance requirements can be met by attending a meeting of another Zonta Club.

SECTION 3. Club dues.

- a) **Fiscal Year.** A club may establish its own fiscal year according to the date of its annual meeting, except that Clubs in the United States of America must conform to the fiscal year of June 1 through May 31 inclusive.
- 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 January 31 or in three (3) installments dues January 31, February 28 and March 31. Any member in arrears for dues for sixty (60) days shall forfeit membership.

SECTION 4. Officers and Directors.

The Officers of the Club shall be at least a President, Vice President, Secretary and Treasurer. There shall be eight (8) Directors.

- a) **Qualifications.** Officers shall have experience in a decision-making capacity. 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, except in the case of a newly chartered Club.
- b) **Election.** At the election meeting, officers and directors shall be elected by ballot unless there is but one (1) nominee 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 at least one (2) years or until their successors assume office. An officer or director shall be limited to two (2) consecutive years in the same office with the exception of the treasurer who shall be limited to four (4) consecutive years in the same office. A member who has served more that half a term shall be deemed to have served a full term in that office. At club option a member who has served previously as an officer or director is eligible to serve in the same office again after an intermission.

SECTION 5. **Duties of Officers.**

The Officers of the Club shall perform the duties prescribed by the Club, by the By-Laws and Rules of Procedure of Zonta International, and by the parliamentary authority adopted by the organization.

- 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 by the Board, the President shall appoint chairmen of Standing Committees and all other 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 Club Board.
- c) **Recording Secretary.** The Recording Secretary shall keep a record of the proceedings of the meetings of the Club and Board of Directors.
- d) **Corresponding Secretary.** The Corresponding Secretary shall conduct correspondence not specifically assigned to other officers or Committees, and perform other duties as assigned by the Club Board.
- e) **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 all records over to the successor.

SECTION 6. **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 By-Laws and Rules of Procedure of Zonta International. The Zonta Club Manual shall serve as a guideline for Club operation.
- c) **Board 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.

SECTION 7. Meetings.

a) **Regular Meetings.** They shall be as follows:

Business Meetings - the first (1st) Tuesday of each month excluding July and August, December, January & February. Board Meetings - will be the (1st) Tuesday of each month, excluding July and August. Board meetings will be held at 6:00 PM and Business meetings/general Membership meetings will be held at 7:00 PM. These meetings are currently being held at St. Joseph's Nursing Home Community Room.

Dinner Meeting - shall be held the third (3rd) Tuesday of each month, excluding July and August, at the Gran View Restaurant. Dinner Meetings will begin at 6:00 PM. During the months of July and August, there will be one meeting at the discretion of the Club. The March meeting shall be for the purpose of electing Officers and Directors.

b) **Annual Meeting.** The Annual Meeting shall be held the first (1st) Tuesday in April and shall be for the purpose of receiving reports of officers, the Club Board, 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 shall be determined by vote of the Club provided that no less than one-fourth (1/4) of the members shall constitute a quorum at any regular or special meeting of the Club.

SECTION 8. Nominating Committee.

a) **How Constituted.** At its election meeting, the club may elect its Nominating Committee of at least three (3) members for the next year.

b) **Election.** 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 or directorship to be filled at the annual election, and at club option, to nominate at least three (3) members for the next term's Nominating Committee.

e) **Report of the Committee.** The Committee shall report the slate of officers, directors and members of the Nominating Committee (if club elects at the same time) before the election meeting. Additional nominations may be made from the floor provided the nominee has consented to serve.

SECTION 9. Committees.

There shall be at least the following Standing Committees and such other Standing and Special Committees as the Club Board may authorize to achieve the biennium goals.

a) **Standing Committees** shall be Finance Committee, Membership Committee, Service Committee and Advocacy Committee.

b) **Other Standing and Special Committees** may include: Attendance, Fellowship, Intercity, Newsletter, Program, Literacy, By-Laws, Dance Recital, Historical Archives, Fund Raising, Public Relations, Installation/Induction, Scholarship, and Rose Day.

c) **Appointment.** Except as otherwise provided in the By-Laws, the Club President shall appoint committee chairmen, subject to approval by the Club Board.

d) **Reports.** Committees shall report regularly to the Club Board and to the Club.

SECTION 10. **Audit**

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

SECTION 11. **Suspension or Expulsion of a Club.**

Any Club of Zonta International that has acted in a way to injure the good name of Zonta or 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 By-Laws and Resolutions Committee for investigation. The procedure shall be as specified in Article VII, Section 9.

SECTION 12. **Parliamentary Authority.**

At Club option the current edition of Robert's Rules of Order Newly Revised may be used.

SECTION 13. **Bylaws Amendment.**

Club bylaws may be amended by a two-thirds (2/3) vote of the club members present at any regular or special meeting called for that purpose, provided that notice of such proposed amendment shall have been given to each member at least ten (10) days before the meeting.

Article V

International Identification

SECTION 1. **Seal.** The corporate seal of Zonta International shall be circular in form with the words "Zonta International, Inc."

SECTION 2. **Colors.** The official colors of Zonta International shall be mahogany and gold.

SECTION 3. **Emblem.** The emblem of Zonta International shall be square as shown.



SECTION 4. **Name and Marks.** The name and symbol of Zonta may be used by any District, Club, or member of Zonta International only in accordance with regulations issued from time to time by the Zonta International Board. Use of the name and symbol of Zonta by non-members other than in news reporting or commentary is permitted only with prior approval of the Zonta International President.

SECTION 5. **Record Retention.** All committee records shall be retained for a period of three (3) years. All membership records, financial records and meeting minutes shall be retained indefinitely.

