

**ZONTA CLUB OF SYRACUSE**  
**BY-LAWS**  
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## **ARTICLE I NAME**

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

## **ARTICLE II TERRITORIAL LIMITS**

The territorial limits shall be the City of Syracuse, New York, and its environs.

## **ARTICLE III MISSION**

Zonta International is a global organization of executives and professionals working together to advance the status of women worldwide through service and advocacy.

## **ARTICLE IV OBJECTS**

The Objects of this Club shall be to promote the Objects of Zonta International as a Club and in the Greater Syracuse Area as follows;

1. To improve the legal, political, economic, educational, health and professional status of women at the global and local level through service and advocacy;
2. To work for the advancement of understanding, goodwill and peace through: a world fellowship of executives in business and the professions;
3. To promote justice and universal respect for human rights and fundamental freedoms;
4. 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 V POLICY**

The Policy of this Club shall be as stated in Article III of the Bylaws of Zonta International:

**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 International Board of Directors.

## **ARTICLE VI MEMBERS**

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

**A. Classified Member.**

- (1) A Classified Member is a decision-maker accepted for membership under a classification as shown in the Zonta Marian deForest Membership and Classification Manual.
- (2) Eligible for membership are executives and professionals, women and men, in decision-making positions willing to support and implement the Objects of Zonta International. Membership candidates should be sought among the community leaders in varied businesses and professions.
- (3) To be invited to membership, a candidate shall be actively engaged (working at least fifty (50) percent of a normal work week) in a recognized business or profession in a decision-making capacity.
- (4) The Club Membership and Classification Committee shall consider all proposals for membership and present the candidate's names to the Club Board. On approval, the Membership Chair shall extend a written invitation to the person accepted to become a member and notify the Club membership.
- (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 Bylaws.

**B. Past International President.** The Club may retain as a member or may elect to its membership, without additional initiation fee, any Past International President.

- C. **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 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. Honorary Members 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.

**Section 2. Referral Privileges.** A member who moves to or from the territorial limits of another Zonta Club may be elected to membership in that Club, provided required dues have been paid.

**Section 3. Duration of Membership.**

- A. **Classified Membership** shall be for life after five (5) years' membership except as otherwise provided in these Bylaws.
- B. **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.
- C. **The resignation** by a member shall be sent in writing to the Club President who shall present it at the next Board Meeting. No resignation shall be accepted in good standing unless dues are paid.

**Section 4. Leave of Absence.** 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.

**ARTICLE VII  
DUES**

**Section 1. Fiscal Year.** The fiscal year of this Club shall be June 1 through May 31 inclusive.

**Section 2. Annual Dues.** The annual dues of the Club member shall be established each year by the Club to include International, District and Club requirements. Dues shall be payable on or before April 1. Any member in arrears for dues for sixty (60) days shall forfeit membership.

## **ARTICLE VIII OFFICERS AND DIRECTORS**

**Section 1. Officers.** The Officers of the Club shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer.

- A. Qualifications.** Officers shall be actively engaged in a classification and/or have experience in a decision-making capacity. To be eligible for the office of President, a member must have been at least some time a member of the Club Board for at least one (1) year, except in the case of a newly chartered Club.

**Section 2. Directors.** There shall be six (6) elected Directors of the Club.

- A. Qualifications.** Any member of the Club in good standing shall be eligible for directorship.

**Section 3. 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, either in person or by mail.

**Section 4. Term of Office.** The Officers and Directors shall assume office on June 1.

- A. The Officers** shall hold office for one (1) year or until their successors assume office.
- B. The Directors** shall be elected for a term of two (2) years or until their successors are elected.
- C. No Officers or Directors** shall be eligible to serve more than two (2) consecutive years in the same position with the exception of the Treasurer who shall serve no more than four (4) consecutive years in the same office.
- D. A member** who has served more than half a term shall be deemed to have served a full term in that office.

**Section 5. Removal.**

- A. Club Officers and Directors** may be removed for cause by a two-thirds (2/3) ballot vote of the Club Board after an opportunity for a hearing by a Committee of the Board and a written report by such Committee to the Board. Cause shall include but not be limited to failure, without excuse, to attend meetings, failure to perform duties of the position, or acting in such a way as to injure the good name of Zonta or to hamper the work of Zonta. In the case of action on the removal of a member of the Club Board, such member shall be entitled to be present for consideration of the action to be taken but shall not be entitled to vote.

- B.** A **member** of the Club Board absent from more than two (2) consecutive meetings of the Board without an adequate excuse in the opinion of the Board, can be asked by the Board to resign from office.

**Section 6. Resignation.** A resignation from a member of the Board shall be sent in writing to the Club President who shall present it at the next meeting of the Club Board.

**Section 7. Vacancies.** In case of vacancy in the office of President, the First Vice President shall become President. Vacancies of other Offices or Directorships shall be filled by a majority vote of the Club Board.

**Section 8. 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 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. The President shall be empowered to sign checks in the absence of the Treasurer. Subject to approval by the Board, the President shall appoint chairs and members of Standing Committees and all other committees except the Nominating Committee. The President shall be an ex-officio member of all committees, except the Nominating Committee.
- B. Vice Presidents.** The Vice Presidents, in order of their rank, in the absence or inability of the President, shall perform the duties of the President. The Vice Presidents may serve as chair of a committee or 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 of the Board and shall perform other duties as assigned by the Club Board.
- D. Corresponding Secretary.** The Corresponding Secretary shall conduct the correspondence of the Club not specifically assigned to other Officers or committees; notify members of called meetings when required and shall 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 her successor. The Treasurer may also be an ex-officio member of the Service Committees.

## **ARTICLE IX MEETINGS**

**Section 1. Regular Meetings.** Regular meetings of the Club shall be held the second (2nd) and fourth (4th) Thursday of each month except July and August, unless otherwise ordered by the Club Board. The meeting of the fourth (4th) Thursday in March shall be for the purpose of electing Officers, Directors and the Nominating Committee.

**Section 2. Annual Meeting.** The meeting on the fourth (4th) Thursday in May shall be known as the Annual Meeting and shall be for the purpose of receiving reports of the Officers, the Board, and Committees or for any other business that may arise.

**Section 3. Special Meetings.** Special meeting 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 addressed at the Special Meeting shall be limited to the matters enumerated in the written notice of meeting required by this section.

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

## **ARTICLE X CLUB BOARD**

**Section 1. How Constituted.** The Club Board shall consist of the elected Officers and six (6) elected Directors.

**Section 2. 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 Club Manual shall serve as a guideline for Club operation.

### **Section 3. Meetings.**

- A. The Board** shall hold regular monthly meetings unless otherwise ordered by the Board.
- B. Special Meetings** of the Board may be called by the President and shall be called upon written request of at least five (5) members of the Board. At least five (5) days' written notice of a special meeting shall be given. The business to be addressed at the Special Meeting shall be limited to the matters enumerated in the written notice of meeting required by this section.

**Section 5. Quorum.** A majority of the members of the Board shall constitute a quorum for any regular or special Board meeting.



## **ARTICLE XI NOMINATING COMMITTEE**

**Section 1. How Constituted.** At its election meeting, the Club may elect its Nominating Committee of five (5) members for the next year.

**Section 2. Election.** If nominees are unopposed, a voice vote may be taken and Committee members may select their own chair. If elected by ballot vote, the five (5) Committee nominees receiving the highest number of votes shall constitute the Club Nominating Committee. The member receiving the highest number of votes shall chair the Nominating Committee.

**Section 3. Vacancies.** Vacancies in the Nominating Committee shall be filled by a majority vote of the Club Board.

**Section 4. 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 to nominate at least five (5) members for the next term's Nominating Committee. No person shall be nominated by the Committee unless she consents to serve if elected.

**Section 5. Report of the Committee.** The Committee shall report the slate of Officers, Directors and members of the Nominating Committee before the election meeting. Additional nominations may be made from the floor, provided the nominee has consented to serve.

## **ARTICLE XII COMMITTEES**

**Section 1. Committees.** There shall be the following Standing Committees and such other Standing and Special Committees as the Club Board may authorize to achieve the biennium goals. The responsibilities of two (2) or more committees may be combined.

**A. Standing Committees** shall be: Amelia Earhart Committee, Attendance/Friendship/Fellowship Committee, Finance/Audit Committee, International Relations/UN Committee, Newsletter Committee, Organization/Membership/Classification Committee, Program Committee, Public Relations Committee, Service Fundraising Committee, Service Projects Committee and Status of Women Committee.

**B. Special Committees** may include but are not limited to: Intercity Committee, Organization/ Extension Committee, and Z Club Committee.

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

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

#### **Section 4. Duties of Standing Committees.**

- A. Amelia Earhart Committee.** Shall promote Club and community interest in the Amelia Earhart Fellowship Fund and shall determine the recipients of local scholarship awards.
- B. Attendance/Friendship/Fellowship Committee.** Shall record and promote meeting attendance and membership follow-up, promote fellowship among members and shall be responsible for the arrangements pertaining to all Zonta meetings, including the Holiday Party and Annual Picnic, unless otherwise directed by the Club Board.
- C. Finance/Audit Committee.** Shall prepare an annual budget and submit to the Board for recommendation to the Club; on a quarterly basis, shall analyze and report on budget goals to the Board and Club; shall work with the Board in providing for an annual audit; and shall report at the Annual Meeting.
- D. International Relations/UN Committee.** Shall promote contacts with Clubs and Zontians worldwide and plan programs to improve international relations. It shall also provide information concerning the UN and its agencies and the activities of Zonta International in connection with the UN.
- E. Newsletter Committee.** Shall collect, coordinate and disseminate information to the members through a monthly newsletter.
- F. Organization/Membership/Classification Committee.** Shall determine the eligibility of each person proposed for membership in accordance with these Bylaws. The names of proposed members shall be presented to the Club Board. On approval, the Membership Chair shall extend a written invitation to the person accepted to become a member and notify the Club membership. The names of new members or loss in membership shall be reported by the Committee or Treasurer within one week on authorized forms to Headquarters and District.
- G. Program Committee.** Shall prepare and arrange programs for Club meetings.
- H. Public Relations Committee.** Shall use all forms of news media to advance the Objects of Zonta International and the Club.
- I. Service Fundraising Committee.** Shall have charge of fundraising plans and activities for Service Projects and shall recommend them to the Board and to membership for approval.
- J. Service Projects Committee.** Shall research and propose service projects that fit the Objects of Zonta International and the Club. These shall be recommended to the Board and to membership for approval.

- K. Status of Women Committee.** Shall recommend action in accordance with the Objects of Zonta International and the Club to improve the status of women, promote legislative awareness, advocacy, and equal rights. It shall promote international service projects sponsored by Zonta International and administered by the Zonta International Foundation, and shall encourage and support local service projects.

**Section 5. Duties of Other Committees.**

- A. Intercity Committee.** Shall promote fellowship among the neighboring Clubs and Twinning Clubs.
- B. Z Club Committee.** Shall initiate, promote and support Z Clubs and their activities within the appropriate school-age groups.

**ARTICLE XIII  
AUDIT**

The Club Board shall annually cause the Club financial records to be audited or reviewed by certified/chartered public accountants, or by qualified members of the Club. For purposes of the audit or review, the books shall be closed at the end of the fiscal year.

**ARTICLE XIV  
SUSPENSION OR EXPULSION**

**Section 1. Club.** Any Club of Zonta International that has acted or is acting in a way to injure the good name of Zonta or to hamper the work of Zonta may be suspended or expelled. If a District is to take disciplinary action against a Club, the authority for the procedure shall be the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED. The disciplinary findings shall be referred to the International Board. A two-thirds (2/3) vote of the entire International Board shall be necessary for suspension or expulsion of a Club. The action of the International Board shall be final. *(The Bylaws Committee suggests removal of this paragraph as it is not pertinent to the workings of the Club.)*

**Section 2. Member.** Any member of the Club that has acted or is acting in any way to injure the good name of Zonta may be expelled. If a Club is to take disciplinary action against a member, the authority for the procedure shall be the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED. The disciplinary findings shall be referred to the District Board. A two-thirds (2/3) vote of the entire District Board shall be necessary for expulsion of a member. The action of the District Board shall be final.

## **ARTICLE XV PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern this Club in cases in which they are not inconsistent with these Bylaws or with any Rules of Procedures adopted by the Club.

## **ARTICLE XVI AMENDMENT OF OPTIONS**

Any option indicated in these Bylaws may be adopted or amended by a two-thirds (2/3) vote of the Club membership 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 XVII REFUND POLICY**

Zonta Club of Syracuse and the Syracuse Zonta Foundation believes in helping its members and donors with the best possible service, and has a refund/cancellation policy. Under the policy:

Cancellation/Refund of annual membership dues will be allowed up until the Club has submitted the dues to Zonta International and/or Zonta District 2, as per bylaws.

Cancellation/Refund requests of event tickets will be honored up to 1 week prior to the event. Form of refund will be the same as form of payment, whenever possible. Refunds will be processed within 30 days from the request.

Refund disputes will be reviewed and settled by the Club president, on a case-by-case basis.

## **ARTICLE XVIII SOCIAL MEDIA POLICY**

This policy governs the publication of and commentary on social media by members of Zonta Club of Syracuse (referred to as the Club in some sections of this document) and the Zonta Foundation. For the purposes of this policy, social media means any facility for online publication and commentary, including without limitation blogs, wiki's, social networking sites such as Facebook, LinkedIn, Twitter, Flickr, and YouTube.

Zonta Club of Syracuse members granted permission to update social media channels must to publish or comment via social media in accordance with this policy. This policy applies to all uses of social media for Zonta Club of Syracuse purposes by Club members.

Publication and commentary on social media carries similar obligations to any other kind of publication or commentary.

All uses of social media must follow the same ethical standards that Zonta Club of Syracuse members must otherwise follow.

**Section 1: Setting up Social Media.** Assistance in setting up social media accounts and their settings can be obtained from Zonta Club of Syracuse's Public Relations Committee.

**Section 2: Don't Tell Secrets.** It's perfectly acceptable to talk about the works of the Club and when appropriate partnerships between the Club and other organizations, affiliations and companies and have a dialog with the community, but it's not okay to publish confidential information. Confidential information includes, but is not limited to: unpublished details about our Club, details of current projects and financial information. Do not post personal information or contact information for Club members unless given specific permission to do so for each instance.

**Section 3: Protect your own privacy.** Privacy settings on social media platforms should be set to allow anyone to see profile information similar to what would be on the Zonta Club of Syracuse website. Other privacy settings that might allow others to post information or see information that is personal should be set to limit access. Be mindful of posting information that you would not want the public to see.

**Section 4: Be Honest.** We believe in transparency and honesty. Use your real name, be clear who you are, and identify that you are a member of Zonta Club of Syracuse when posting on ANY social media site as a representative of the Club. Nothing gains you notice in social media more than honesty - or dishonesty. Do not say anything that is dishonest, untrue, or misleading. If you have a vested interest in something you are discussing, point it out. But also be smart about protecting yourself and your privacy. What you publish will be around for a long time, so consider the content carefully and also be cautious about disclosing personal details.

**Section 5: Respect Copyright Laws.** It is critical that you show proper respect for the laws governing copyright and "fair use" or "fair dealing" of copyrighted material owned by others, including Zonta Club of Syracuse, other Zonta clubs and Zonta International's own copyrights and brands. You should never quote more than short excerpts of someone else's work, and always attribute such work to the original author/source. It is good general practice to link to others' work rather than reproduce it.

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