

Revised and Approved by the Membership on February 15, 2017

Article I

Name

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

Article II

Objects

The objects of this Club and of Zonta International are:

- (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 III

Policy

SECTION 1. Nonpartisan and Nonsectarian. This Club shall be nonpartisan and nonsectarian.

SECTION 2. Principles and Public Issues. This Club may express itself about, and become involved in principles and public issues having a bearing on its Objects, following the policies established by the Zonta International Board.

Article IV

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 is a decision-maker accepted for membership under a major classification as shown in the Zonta International Marian de Forest Membership and Classification 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.
- (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) Eligible for classified membership are executives and professionals or others in a decision-making capacity willing to support and implement the Objects of Zonta International. Membership candidates should be sought among the community leaders in a variety of activities.

(b) The Club Organization, Membership and Classification Committee shall consider all proposals for membership, including those for Honorary and Past International President membership and present the names of the candidates to the Club Board. If approved by a majority vote by a ballot of the Board, 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. The membership shall be informed of the candidates for Club membership before invitation to become a member is extended.

SECTION 3. Referral Privileges. A member of another Zonta Club who moves to the geographical location of the Zonta Club of Utica, may be elected to membership in the Club, pursuant to the procedure specified above for election to classified membership, provided the required dues have been paid.

SECTION 4. Duration of Membership.

(a) Classified membership shall be for life except as otherwise provided in these bylaws.

(b) Any member who is absent from all Club meetings for two 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.

(c) Any member in arrears for dues for sixty (60) days shall forfeit membership. 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.

(d) The resignation of 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.

SECTION 5. Leave of Absence.

Leave of absence may be granted to a member upon approval of the Board for a period to be determined by the Board. Leave of absence excuses a member from participation in Club activities, but a member on leave of absence continues to be obliged to pay all Club dues.

Article V

Meetings of the Club

SECTION 1. Regular Meetings. Unless otherwise ordered by the Club or by the Board, regular dinner meetings shall be held on the third Wednesday of each month except July and August.

SECTION 2. Annual Meeting. The meeting in May shall be known as the annual meeting. The annual meeting shall be for the purpose of receiving reports of the activities of the Club, the installation of Officers and Directors, and for any other business that may arise.

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.

Article VI

Club Board

SECTION 1. How constituted. Elected officers and directors of the Club constitute the Club Board.

SECTION 2. Duties and Powers of the Board. 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 are required by these Bylaws and by the Bylaws and Rules of Procedure of Zonta International. The Zonta Club Manual shall serve as a guideline for Club operations.

SECTION 3. Meetings of the Board. The Board shall hold regular monthly meetings unless otherwise ordered by the Board. A majority of the members of the Board shall constitute a quorum. Board Members are expected to attend 5 meetings per year. If unable to attend, the board member must notify the president. The Board may transact business through the use of electronic communication.

Article VII

Officers and Directors

SECTION 1. Officers and Directors. The officers of the Club and its Directors shall be a President, a 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary and a Treasurer. There shall be 6 Directors.

SECTION 2. Qualifications. Officers shall have experience in a decision-making capacity. 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, except in the case of a newly chartered club.

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 be required to elect.

SECTION 4. Terms of Office. The Officers and Directors shall take office June 1. Officers shall hold office for one year or until their successors are elected and take office. Directors shall hold office for two years or until their successors are elected and take office. With the exception of the Treasurer who shall serve no more than four (4) consecutive years, no officer or director shall be eligible to serve more than two (2) consecutive years in the same office. A member who has served more than half a term in any office shall be deemed to have served a full term.

SECTION 5. Resignations. A resignation from the board shall be sent to the President who shall refer it to the Board for action.

SECTION 6. 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 investigation. 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 7. Vacancies. In case of vacancy in the office of President, the First Vice President shall become President. Vacancies in other offices shall be filled by the Board of Directors.

SECTION 8. Duties of Officers. The officers of the Club shall perform the duties prescribed by the Club, by these Bylaws, and by the Bylaws of Zonta International.

a. President. The President shall preside at all meetings of the Club and of the Club Board and shall be the chief executive officer of the Club, and countersign all payment orders and checks drawn by the Treasurer.

Subject to approval by the board, the President shall appoint the chairmen 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) First Vice President. The First Vice President shall perform such duties as assigned by the President. At the conclusion of the term as First Vice President, the First Vice President shall be asked to become President.

(c) Second Vice President. In the absence or inability of the President, the 1st and 2nd Vice President and in order of their rank shall perform the duties of President. The Vice Presidents may serve as a Chairman of a Committee and may be assigned other duties by the Club Board.

(d) Recording Secretary. The Secretary shall keep a record of the proceedings of the meetings of the Club and of the Board.

(e) Corresponding Secretary shall conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the Board.

(f) 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 forty-five days of the close of the fiscal year, all accounts shall be examined by a person independent of the Board. No later than forty-five days after the term of office ends, the Treasurer shall turn all records over to the successor.

Article VIII

Nominating Committee.

SECTION 1. Election. At its election meeting, the Club shall elect a Nominating Committee of five (5) 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 five (5) members receiving the highest number of votes shall constitute the Nominating Committee. The member receiving the highest number of votes shall be chairman of the Nominating Committee.

SECTION 2. 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 name shall be presented unless the nominee has consented to serve if elected.

SECTION 3. Report of the Committee. The Nominating Committee shall report the slate of officers, directors, and members of the Nominating Committee at the business meeting prior to the Election 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: Attendance/Hospitality Committee, Bylaws Committee, Finance Committee, Historian/Historical Committee, Membership Committee, Roster/Newsletter Committee, Program Committee, Public Relations/Social Media Committee, Service Committee, Advocacy/Status of Women Committee, and International/United Nations Committee.

(b) Other standing and special committees may include: Fellowship Committee and Intercity Committee.

(c) Ad hoc committees may be appointed at the discretion of the President.

SECTION 2. Appointment. Except as otherwise provided in the Bylaws, the Club President shall appoint Committee Chairmen, subject to approval by the Club Board.

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

Article X

Fees and Dues

SECTION 1. Fiscal Year. The fiscal year of this Club shall be from June 1 to May 31, inclusive.

SECTION 2. 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. A former member of this Club or of another Zonta Club who is re-elected to membership in accordance with requirements of Article IV 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 majority of the Club members voting. (b) These dues shall be payable on or before April 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

Suspension or Expulsion

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 Club Board for investigation (or a committee elected by the Club if the complaint is against a Club officer, per Article VII Section 6). 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. 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 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. Notice of the Board or Club decision shall be mailed with proof of service to the complainant and to the member concerned forthwith.

Article XII

Audit

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 XIII

Seal, Colors, Name and Emblem

SECTION 1. Seal. The corporate seal of Zonta International, with the addition of the name of the Club shall be the seal of this Club.

SECTION 2. Colors and Emblem. The official colors and emblem of this Club shall be those of Zonta International.

Article XIV Corporate Property

All property, real, personal or mixed, legal or equitable, acquired by this Zonta Club by grant, purchase, gift, bequest or devise, shall be its corporate property.

Article XV

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 XVI

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 the 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.

Article XVII

Termination/Disbandment

Section 1. Termination. In the event of termination, all legal debts and service obligations shall be paid by the club. Remaining assets must be disbursed to the Zonta International Foundation, except for operating funds, which shall revert to the district for organization and membership. The club's archives shall be deposited in appropriate storage after consultation with the governor and archivist of the district.

Section 2. Disbandment. A club that intends to disband must first notify the area director. If the club, after taking all necessary steps together with the area director to avoid disbandment, decides to do so, it shall inform the governor, who shall inform the international president and the executive director immediately. The disbanding club shall pay all its legal debts and service obligations and its remaining assets, including archives, shall be disbursed as provided above.