



## **ZONTA CLUB OF SYRACUSE BYLAWS**

Adopted by two-thirds of the members present and voting April 24, 2025.

### **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 Objects**

The objectives 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 should be non-Partisan 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. Clubs shall have a membership composition that is inclusive and diverse.

- (a) Members shall be drawn from individuals with experience in a recognized business or profession who is willing to actively support and implement the Objects of Zonta International.
- (b) The club may retain as a member or may elect to its membership, without additional initiation fee, a Past International President.
- (c) Honorary Members shall be people 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) All candidates for membership meeting the requirements for membership in these bylaws shall be considered.
- (b) 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. If approved by the board, the Membership chair 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. **Transfer Privileges.** A member of another Zonta club who moves to the geographical location of this club may transfer membership to this club, provided the required dues have been paid.

SECTION 4. **Duration of Membership.** Membership shall be for life except as otherwise provided in the Bylaws and Rules of Procedure of Zonta International.

## **Article V Meetings of the Club**

SECTION 1. **Regular Meetings.** The club shall hold regular monthly meetings, which may be held using electronic communication.

**SECTION 2. Annual Meeting.** The meeting in March is the annual meeting of the club. In this meeting, the club president, and the club committee chairs shall present reports of the activities of the club, and the officers and directors of the club and the members of the club Nominating Committee for the following year shall be 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.** The quorum (minimum number of members necessary to conduct business) shall be determined by vote of the club, provided that no less than one fourth (1/4) of the members shall constitute quorum at any regular or special meetings of the club.

## **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 if none of its acts shall conflict with action taken by the club. It may act upon routine questions in conducting 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 from 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. The club board may transact its business with electronic communication.

## **Article VII Officers and Directors**

**SECTION 1. Officers and Directors.** The officers of the club shall be at least a president, a vice president, secretary, and a treasurer or a dual treasurer/secretary.<sup>1</sup> There shall be three or more director(s)

**SECTION 2. Prerequisites.** To be eligible for the office of president, a member must have served on the club board for at least one (1) year.

**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 of those present and voting shall be required to elect.

**SECTION 4. Terms of Office.** The officers and directors shall take office on 1 June. Officers and Directors shall hold offices for two years. The officers and directors shall be limited to four 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.** Club officers and directors 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 duties of the position, or acting in such a way as 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 procedure shall be as is specified in a policy.

**SECTION 7. Vacancies.** In 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.

**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.<sup>ii</sup> Subject to approval by 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) Vice President. In the absence or inability of the president, shall perform the duties of president. The vice president may serve as a chair of a committee and may be assigned other duties by the club board.
- (c) 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.<sup>iii</sup>

- (d) **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 periodic reports to the board and the club. Within 45 (forty-five) days of the close of the fiscal year, all accounts shall be examined by a person independent of the board.<sup>iv</sup> No later than 45 (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 annual meeting, the club may 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 chair. If elected by ballot vote, the three (3) members receiving the highest number of votes shall constitute the Nominating Committee. The member receiving the highest number of votes shall be chair of the Nominating Committee.

**SECTION 2. Duties.** It shall be the duty of the Nominating Committee to provide the slate of officers, directors, and members of the Nominating Committee before the election meeting. No name shall be presented unless the nominee has consented to serve if elected.

**SECTION 3. Report on the Committee.** The Nominating Committee shall report on the slate of officers, directors, and members of the Nominating Committee at the business meeting prior to the annual 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.**

Committees shall be authorized by the club board. Guidelines for club committees are in the Zonta Club Manual.

**SECTION 2. Appointment.** Except as otherwise provided in these 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.

## **Article X Fees and Dues**

**SECTION 1. Fiscal Year.** The fiscal year of this club shall be from 1 June to 31 May, 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 of annual dues shall be approved by a two-third (2/3) majority of the club members voting. (b) These dues shall be payable on or before 15 May. (c) From these dues the club shall pay the annual dues and fees of members to Zonta International, and to the district. We observe ½ year dues and recognize Young Professional Membership for people who have not yet had their 36<sup>th</sup> birthday at the time of ZI dues submission.

## **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 to 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). Neither the member concerned, nor the complainant shall be appointed to the committee. The procedure shall be as specified in a policy.

## **Article XII 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 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. <sup>v</sup>

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 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 or Bylaws 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 consistent 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.

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<sup>i</sup> A club may add additional officers, such as a president-elect, another vice president or secretary, or an assistant treasurer.

<sup>ii</sup> The ZI Bylaws do not require that the president countersign all checks.

<sup>iii</sup> See the **DUTIES OF OTHER OFFICERS, DIRECTORS, COMMITTEE CHAIRS AND MEMBERS** in the Zonta Club Manual for how to divide these duties among a corresponding and a recording secretary if your club has each. <sup>iv</sup> The ZI Bylaws do not specify a period for the audit. <sup>v</sup> A corporate seal may not be necessary unless the club is incorporated.