

ZONTA CLUB DOTHAN
BYLAWS
May 2014

Article I
Name

The name of this organization shall be the Zonta Club of Dothan. 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 executives in business and the professions.
- (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 take positions on, and become involved in, principles and public issues having a bearing on its Objects, following the guidelines established by the Zonta International Board of Directors.

Article IV
Membership

SECTION 1. Categories. The Club shall have membership in a variety of classifications, as described in the Zonta Club Manual and Zonta International Marian de Forest Membership Manual. Membership composition shall be inclusive, diverse and reflective of the Objects of Zonta.

SECTION 2. Membership.

- (a) Membership shall be drawn from men and women with experience in a recognized business or profession.
- (b) To be invited to membership, a candidate must be willing to actively support and implement the Objects of Zonta International.
- (c) All candidates for membership, meeting the requirements for membership in these by-laws, shall be considered.

(d) The Club Membership Committee shall consider all proposals for membership, whether by application or invitation and present the names of candidates to the club board with its recommendations. On approval, the Membership Committee chairman shall extend a written invitation to the person accepted to become member and notify the club members.

(e) Every member shall be assigned a classification based on the Zonta International Marian de Forest Membership 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.

SECTION 3. 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.

SECTION 4. 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 the payment of dues. The club shall assume the obligation for payment of Zonta International and district dues for any Honorary Member the club may elect.

SECTION 5. Transfer Privileges. A member of another Zonta club who moves to the geographical location of the Zonta Club of Dothan may transfer membership to the Zonta Club of Dothan, provided the required dues have been paid.

SECTION 6. Duration of Membership.

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

(b) As outlined in Article X of these By-Laws, any member whose dues are considered to be delinquent 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.

(c) 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.

SECTION 7. Leave of Absence. Leave of absence may be granted to a member upon approval of the Board. Payment of Zonta International and district dues shall be required. Payment of Club dues shall be left to the decision of the Board.

Article V Meetings of the Club

SECTION 1. Regular Meetings. Unless otherwise ordered by the Board with permission from the general membership, regular meetings shall be held on the fourth Monday of each month.

Under exceptional circumstances, club meetings may be held through the use of electronic communication.

SECTION 2. Annual Meeting. The meeting in June 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, planning for the upcoming year, and for any other business that may arise. Election of officers and directors may be conducted at the Annual Meeting or at a prior meeting, which is then called the Election Meeting. Voting may be conducted through email but must be documented by the secretary at the next board or club meeting.

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. A majority of the eligible voting membership shall constitute a quorum at any regular or special meeting.

Article VI Club Board

SECTION 1. How constituted. Elected officers and directors of the Club shall 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. The Board may transact its 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, President – Elect, Vice President of Programs, Secretary, a Treasurer, and such other officer or co-officer positions as needed. There shall be a minimum of two (2) and a maximum of ten (10) 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.

SECTION 3. Terms of Office.

- (a) The Officers and Directors shall take office June 1.
- (b) Officers shall hold office for two years or until their successors are elected and take office.
- (c) Two (2) persons may be elected to share the responsibilities of any office.
- (d) Directors shall hold office for one or two years or until their successors are elected and take office.
- (e) No officer or director shall be eligible to serve more than four (4) 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. A member who has served previously as an officer or director is eligible to serve in the same office again after an intermission.

SECTION 4. Resignations. A resignation from the Board 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 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 6. Vacancies. Vacancies in offices shall be filled by the Club Board, and the person filling the vacancy may hold the office until the next election.

SECTION 7. 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 and shall also serve on the Board along with the elected directors.

(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. 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) President - Elect. In the absence or inability of the President, the President - Elect shall perform the duties of President. The President – Elect is expected to attend Area Meetings, District Conferences and if possible, the Zonta International Convention and serve as the club’s delegate. The President – Elect may serve as a Chairman of a Committee and may be assigned other duties by the Club Board.

(c) Vice President of Programs. The VP of Programs shall secure all program speakers and take on other duties as assigned 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 and shall administer them in accordance with the approved budget and the procedures established by the Club and these By-Laws. The Treasurer shall make monthly reports to the Board and the Club, and be ex-officio a member of the Finance Committee. In accordance with Article XII of these By-Laws, within ninety (90) 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 (45) days after the term of office ends, the Treasurer shall turn all records over to the successor.

Article VIII

Nominating Committee and Election Procedures

SECTION 1. Nominating Committee. The Club shall elect a Nominating Committee of three (3) members to present a slate of candidates for the forthcoming year. 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) 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. Historically the Nominating Committee has been made up of the past 3 presidents with the most recent president serving as chair. The board may appoint the committee.

SECTION 2. Duties of the Committee. 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. No name shall be presented unless the nominee has consented to serve if elected.

SECTION 3. Report of the Committee. Unless otherwise directed by the Club, the Nominating Committee shall report the slate of Officers and Directors at the business meeting prior to the Election Meeting. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained.

SECTION 5. Election.

(a) As provided in Article V, election of officers and directors may be conducted at the Annual Meeting or at a date predetermined by the board of directors.

- (b) 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.
- (c) A majority vote shall be required to elect.
- (d) An electronic vote may be used as long as the votes are confirmed by the Secretary at the next Board or Club meeting.

SECTION 6. **Vacancies.** Vacancies in the Nominating Committee shall be filled by the Board.

Article IX Committees

SECTION 1. **Committees.** There shall be a Membership Committee, a Service and Advocacy Committee, a Fundraising and Public Relations Committee, a Finance Committee and such other committees as the Board may authorize to achieve biennium goals. 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.

SECTION 4. **Meetings.** The committees shall meet as needed or as directed by the Board or the President. The Board may authorize committees to transact business through the use of electronic communication.

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 a date predetermined by the Club Board and, except as provided later in this section, shall be considered delinquent if not paid by the deadline given.
- (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.
- (d) The Board may authorize payment of Club member annual dues to be made in two or more installments, provided that the amount of the Club member payment which is due and payable on

or before the date given is sufficient to cover the Club's total obligation to Zonta International, to the District, and to the Area for annual membership dues and fees.

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. 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. Expulsion shall be by a two thirds (2/3) ballot vote of the entire elected District Board. The decision of the District Board shall be mailed with proof of service to the complainant and to the member concerned forthwith. 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 decision is mailed to the parties. 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. 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 XII Financial Review

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 Colors and Emblem

The official colors and emblem of this Club shall be those of Zonta International.

Article XIV
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 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 District 11.

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 at a special meeting called for this 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.