

ZONTA CLUB OF THE JOLIET AREA BYLAWS
Adopted by 2/3 of the members presented and voting May 2015

Article I:
Name

The name of this organization shall be the Zonta Club of the Joliet Area. It shall exist only as a chartered Club of Zonta International and as an exempt organization under Section 501(c)(4) of the United States Internal Revenue Code.

Article II
Object

The object 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 universe.

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 guidelines established by the Zonta International Board.

SECTION 3. Personal Information. Distribution of personal information including, address, telephone numbers, e-mail and employer, are limited to official club use only. Only official club business will be distributed to our members.

Article IV
Membership

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

a) Classified Member

- i) Membership shall be drawn from women and men with experience in a recognized business or profession.
- ii) A candidate must be willing to actively support and implement the Objects of Zonta International.
- iii) All candidates for membership, meeting the requirements for membership in these bylaws shall be considered.
- iv) The 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 unless the club bylaws provide otherwise
- v) 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.

b) 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, a 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: (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 if it so chooses. An Honorary Member shall be exempt from the payment of dues, and the Club shall pay the International and District dues of any Honorary Member the Club elects.

SECTION 2. 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.

SECTION 3. Duration of membership.

- a) Classified membership shall be for life except as otherwise provided in the Bylaws of Procedure of Zonta International.
- b) Any member who fails to attend a minimum of one (1) club meeting per year 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) In addition to meeting attendance, membership obligations include timely payment of dinner meeting fees, completion of annual service hours, and full adherence to annual fundraising commitments. A failure to remain in compliance shall lead to notice of possible forfeiture of membership. If efforts towards compliance are not made following such notice, the board shall notify the member that membership is forfeited.
- d) A member who fails to pay dues or within 30 days after the date on which they are due shall be so notified by the treasurer. If the dues are not paid within the next 30 days, the secretary shall notify the member that the member's membership is terminated effective June 1. Any member in arrears for dues for sixty days shall forfeit membership. An individual whose membership has been terminated for nonpayment of dues may be reinstated upon a two-thirds vote of the Board, provided payment for current obligations and the required reinstatement fee to Zonta International have been tendered.
- e) Any member dropped for failure to adhere to general membership obligations as stated above shall not be reinstated without board review.

SECTION 4. Resignation. 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 International and District and 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 second Tuesday of each month except June, 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. Election of officers and directors is conducted at the April meeting, which is then called the Election 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 notice of the meeting.

SECTION 4. Quorum. One-fourth (1/4) of the members shall constitute a quorum at any regular or special meeting 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 officers and directors shall constitute 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 *Manual of Procedures for Zonta Clubs* shall serve as a guideline for Club operations.

SECTION 3. Meetings of the Board.

- a) **Regular Meetings.** The Board shall hold regular monthly meetings unless otherwise ordered by the Board. The Board may transact its business through the use of electronic communication.
- b) **Special Meetings.** Special meetings of the Board may be called by the president and shall be called upon the written request of at least five members of the Board. At least three days' notice of a special meeting shall be given.
- c) **Quorum.** A majority of the members of the Board shall constitute a quorum for any regular or special meeting.

Article VII Officers and Board of Directors

SECTION 1. Officers and Board of Directors. The officers of the Club and its Directors shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer. There shall be four Directors. . . A member of the District Nominating Committee is not eligible for nomination as a club officer or director.

SECTION 2. Qualifications. To be eligible for the office of president, a member must at some time have been a member of the Board for 1 year.

SECTION 3. Election. At the election meeting, officers and directors shall be elected by ballot vote unless there is but one nominee for the office, in which case a voice vote may be taken. A majority vote shall elect.

SECTION 4. Terms of Office. The officers and directors shall take office June 1. Officers shall hold office 2 year(s), or until their successors are elected and take office. Directors shall hold office for 2 years, or until their successors are elected and take office. However, if an officer or director is elected to fill an unexpired term, the officer or director shall serve the remainder of the term. With the exception of the treasurer, who shall serve no more than four consecutive years, no officer or director shall be eligible to serve more than two 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 5. Resignations. A resignation from office 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 by the Club members for cause upon grounds permitted for removal at the Zonta International level (Zonta International Bylaws Article VII, "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 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 Board to a committee of Club members elected by the members for investigation. The procedure shall be as specified in the Zonta International Bylaws (Article VII, Section 9: “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 ballot vote of the Club members present and voting.

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 Board.

Article VIII Nominating Committee

SECTION 1. Election.

- a) At its election meeting, the Club shall 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 chairman. If elected by ballot vote, the three (3) members receiving the highest number of votes shall constitute the Nominating Committee.
- b) The member receiving the highest number of votes shall be chairman of the Nominating Committee.
- c) A member of the District Nominating Committee is not eligible for nomination to be a member of the Club 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 three (3) 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.

SECTION 5. Terms of Office. The nominating committee shall serve two consecutive years, beginning with the 2009 club year.

Section 6. Removal. Members of the club Nominating Committee may be removed by the club members for failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure for such removal shall be as specified in Article XIII, Suspension or Expulsion.

Article IX Committees

SECTION 1. Committees. There shall be at least the following standing committees and such other and special committees as the club board authorizes to achieve biennium goals:

- a) **Standing committees shall be:** Organization, Membership and Classification Committee, Service Committee, and Legislative Awareness and Advocacy Committee.
- b) **Other standing and special committees may include:** Attendance Committee; Fellowship Committee; Intercity Committee; Newsletter Committee; and Program 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 committees.

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 pursuant to 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 and to the District.

**Article XI
Discipline, 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 Board. The Board shall refer the complaint to a committee appointed by the Board for investigation. The procedure shall be as specified in Article VII, Section 6.

Thereafter, the committee shall make a recommendation to the Board. If the 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 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 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 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 ballot vote of the entire Zonta International board. The decision of the Zonta International board shall be final

**Article XII
Audit/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.

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

**Article XIV
Corporate Property**

SECTION 1. 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.

SECTION 2. Termination. In the event of termination the club shall pay all legal debts and service obligations. Remaining assets must be disbursed to the Zonta International Foundation, except for operating funds, which shall revert to the district for organization and membership.

**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 these Bylaws or with the Bylaws or Rules of Procedure of Zonta International.

**Article XVI
Amendment to the Bylaws**

These Bylaws may be amended by a two-thirds (2/3) vote of the Club membership 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.