



## **Zonta e-CLUB NEW YORK 1 BYLAWS**

**Adopted by 2/3 of the members present and voting June 6, 2023**

### **Article I: Name**

The name of this organization shall be the Zonta e-Club of New York 1. 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. Members.**

**(a) Club Member.**

- (1) Membership shall be drawn from individuals with experience in a recognized business or profession.
- (2) A candidate must be willing to actively support and implement the Objects of Zonta International.
- (3) All candidates for club membership, whether by application or invitation, meeting the requirements for membership in these bylaws shall be considered. Approval for membership is made by the club board unless the club bylaws provide otherwise.

(4) A club member who has paid all required dues and fees and whose Zonta activities are in accordance with bylaws provisions is a member in good standing.

(5) A club member has all rights and responsibilities of membership, including the right to hold office and represent the club as required, 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 an 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 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.

(d) **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 as set forth in Article XV, Section 5(b) of these bylaws.

(e) **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.** Meetings will be held monthly except in July and August. The day of the month for the meetings will be determined by a majority vote of the membership. Meetings may be held with electronic communication.

A hybrid (in-person and virtual) meeting will occur in conjunction with a District 2 meeting at least annually.

**SECTION 2. Annual Meeting.** The meeting in April is the annual meeting of the Zonta e-Club of New York 1. In this meeting, the club president, and the club committee chairmen present reports of the activities of the club. Furthermore, the officers of the club (president, president-elect, vice-president, secretary, and treasurer), the committee chairmen and the members of the club Nominating Committee for the following year are 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.** Quorum (minimum number of members necessary to conduct business) shall be 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 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 Zonta Club Manual shall serve as a guideline for club operation.

**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, vice president, secretary and treasurer. There may be one or more directors. With the exception of that of president, two offices may be combined. One individual holding two offices shall be entitled to only one vote.

**SECTION 2. Prerequisites.** To be eligible for the office of president, a member must have been at some time a member of the club board for at least one 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. At the option of the club, balloting may be by mail or electronic mail.

**SECTION 4. Terms of Office.**

The officers and directors shall assume office on 1 June. The officers shall hold office for at least one year or until their successors assume office. 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 shall be deemed to have served a full term in that office. 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.**

**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 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 specified in a policy.

**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.

- (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. Subject to approval by the board, the president shall appoint chairs of standing committees and all other committees except the Nominating Committee. The president shall be ex-officio a member of all committees except the Nominating Committee.
- (b) **Vice President.** In the absence or inability of the president, the vice president shall perform the duties of president. The vice president may serve as a Chairman 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.

**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 periodic reports to the board and the club. No later than 45 days after the term of office ends, the treasurer shall turn all records over to the successor.

## **Article VIII: Nominating Committee**

### **SECTION 1.**

(a) **How Constituted.** At its election meeting, the club may elect its Nominating Committee for the next term.

If nominees are unopposed, a voice vote may be taken and committee members may select their own chair.

If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club Nominating Committee.

The member receiving the highest number of votes shall be chair of the Nominating Committee.

(b) **Vacancies.** Vacancies in the Nominating Committee shall be filled by the club board.

(c) **Duties.** The Nominating Committee shall provide 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 meets the prerequisites of the office and has consented to serve if elected.

(d) **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 shall be as specified in a policy.

### **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** a Membership Committee; Service/Advocacy Committee, and Nominating Committee.

(b) **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. The Board will establish a calendar for committee reports for the biennium. Additional reporting may be requested by the board.

### **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 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 1 April.

(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).

(d) Young Professionals and Students. Club dues (not International or District dues) may be waived for up to four (4) years if a full-time student. Note: one (1) year can be post-graduation.

### **Article XI: Suspension or Expulsion**

Any member of a 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 board for investigation. 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.

SECTION 2. **Colors and Emblem.** The official colors and emblem of this club shall be those of Zonta International. All materials developed by the club will use the branding standards 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.

Typographical corrections and format changes may be made to the bylaws without a vote. The corrected copy of the bylaws will be provided to all members of the club.