

# **Canton Area Zonta Club**

## **By-Laws**

Adopted 2012  
Reviewed 2017  
Revised Fall 2018

### **Article I**

#### **Name**

The name of the organization shall be the Zonta Club of Canton. 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 I. 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 of Directors.

### **Article IV**

#### **Membership**

SECTION I. 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 Membership Manual: Marian de Forest Membership and Classification Manual and Organization and Extension 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 required 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 objectives of Zonta International. Membership candidates should be sought among the community leaders in a variety of activities.

B. To be invited to classified membership, a candidate shall be actively engaged in or have experience in a decision-making capacity or a retired person formally in a decision-making role.

C. 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 of the Board, the Organization Membership and Classification Committee chairperson shall extend a written invitation to the person accepted to become a member. The names of new members will be presented at the next general membership meeting.

## SECTION 3. Referral Privileges.

A member of another Zonta Club who moves to the geographical location of the Zonta Club of Canton may transfer membership to that Club, provided the required dues have been paid.

## SECTION 4. Duration of Membership

A. Classified membership shall be for life after five (5) years membership except as otherwise provided in these bylaws.

B. Any member in arrears for dues for ninety (90) 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."

C. 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.

## **Article V**

### **Meeting of the Club**

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

SECTION 2. Annual Meeting. The meeting in April shall be known as the annual meeting. The annual meeting shall be for the purpose of receiving reports of the activities of the Club, vote on the slate of Officers and Directors, vote on the next year's budget 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 request of one or more members of the Club. Within ten (10) days, written or electronic 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. Annual Scholarship/Induction of New Members/Induction of Officers and Directors Meeting. This meeting shall be held in June.

SECTION 5. Quorum "one-fourth (1/4)" Zonta International by-laws specify that a quorum must be at least one fourth of the members at any regular or special meeting of the Club.

## **Article VI Club Board**

SECTION I. 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 a 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 meetings as scheduled unless otherwise ordered. A majority of the members of the Board shall constitute a quorum.

## **Article VII Officers and Directors**

SECTION 1. Officers and Directors. The officers of the Club and its directors shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and a Treasurer. There shall be three (3) directors and one (1) advisor.

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 on June 1. Officers shall hold office for two years or until their successors are elected and take office. Directors shall hold office two years or until their successors are elected and take office.

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 chairpersons 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 may serve as a chairperson of a committee and may be assigned other duties by the Club President. In the event the Club President is unable to fulfill his/her duties, the First Vice President shall become president. In addition, when the Club President finishes his/her two-year term, the First Vice President will become President.

C. Second Vice President: In the absence or inability of the President and First Vice President, the Second Vice President shall perform the duties of President. The Second Vice President may serve as a Chairman of a Committee and may be assigned other duties by the Club Board.

D. Recording Secretary: The Recording Secretary shall keep a record of the proceedings of the meetings of the Club and shall distribute to members, either electronically or in hard copy, before the next meeting.

E. Corresponding Secretary: shall keep a record of the proceedings of the Board, obtain mail, 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 an ex-officio member of the Finance Committee. The Treasurer shall, with consultation of the Finance Committee, prepare and present to members of the Club in March an annual budget which is to be voted upon by the Club members in April.

## **Article VIII Nominating Committee**

SECTION I. Election. 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 vote may be taken and committee members may select their own chairperson. 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 chairperson 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 three (3) members for the next term's Nominating Committee. This is done every other year as Officers and Board members serve for two years. No names 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 every other year at the business meeting (March) prior to the election meeting (April) unless otherwise directed by the Club. Additional nominations may be made from the floor at the March meeting, 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 I. 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: Organization, Membership and Classification Committee, a Service Committee, and a Legislative Awareness and Advocacy Committee.

B. Other standing and special committees may include: 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 Committee Chairpersons.

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

### **Article X Fees and Dues**

SECTION I. 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 requirement 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. The annual dues of a Club member shall be established by the Club. Any change in the amount of annual Canton Club dues shall be approved by a two-thirds (2/3) majority of the Club members voting. These dues shall be payable on or before April 1. From these dues the Club shall pay the annual dues and fees of members to Zonta International (amount set by Zonta International), to the District (amount set by District II), and to the Area (if any), and to the Club.

### **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 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**

### **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 I. 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 District II. A Club can adopt another recognized parliamentary authority used in the country 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



ByLaws  
**Canton Area Zonta Club Goals and Strategic Plan**  
**2018-2019**  
**Canton Area Zonta Club Goals**

1. Advance the status of women through supporting local, district and international service projects and scholarships.
2. Increase awareness of legislative issues whenever inequality exists.
3. Increase membership numbers by recruiting, retaining and rejuvenating.
4. Assess all club activities in relation to the Zonta Mission and Vision and prioritize as “we can’t do it all” , but we can do what is “important and appropriate”.

**Canton Area Zonta Club Current Strategic Plan**

**1. What we intend to accomplish and how.**

1. Assess all club activities in relation to mission.
2. Become more aware of inequality in legislative issues whether it be local, state, national or worldwide level.
3. Increase membership by recruiting with new pr forms, retaining and rejuvenating and increasing visibility in the Canton area.
4. Continue to support service projects and create 2 new initiatives, the assimilation and dissemination of relevant resources for women in need and investigation of how we can utilize ZI campaign “Just Say No to Violence Against Women” in our local area perhaps jointly with the Ogdensburg Club.
5. Increase understanding of members of the interrelatedness of our Canton Area Zonta Club to Area IV and District II of Zonta International.

**2. A. Zonta Opportunities and Threats**

1. Availability of press coverage for Zonta events in this area.
2. Good will of community towards Zonta Club.
3. For fundraising to support local service projects.
4. Threats relate to the competition for members by other local organizations.

**C. What is needed and feasible for our club.**

1. We need to establish priorities as we “can’t do it all”.
2. We need to meet or exceed or allocated expenses as itemized on budget.
3. All items 1-5 noted above in #1. Are feasible for our club.

**3. Strengths and Weaknesses of Canton Area Zonta Club**

1. Motivated and committed members, positive relationships and community image.
2. Potential for member burnout.

**4. What are we capable of doing ?**

1. Furthering the mission of service and advocacy within the next year.