**Zonta Club of Casa Grande Valley**

**Bylaws**

**Adopted by 2/3 of the members presented and voting** March 10, 2016

**Article I**

**Name**

The name of this organization shall be the Zonta Club of Casa Grande Valley. It shall exist only as a chartered club of Zonta International. The territorial limits of this club shall be Casa Grande Valley, which includes Casa Grande, Coolidge and Florence. In addition, membership of the club can be extended to surrounding areas.

**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**. Categories.** The membership of this club shall be limited to Classified Members, Past International Presidents, and Honorary Members.

(a) A Classified Member shall be drawn from women and men with experience in a recognized business or profession who is willing to actively support and implement the Objects of Zonta International. Every member shall be assigned a classification based on the Zonta International Marian de Forest Manual.

(b) 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 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) Membership shall be drawn from women and men with experience in a recognized business or profession.

(b) 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 bylaws, shall be considered.

(d) 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. If approved by the board, the Membership chairman shall extend a written invitation to the person accepted to become a member and notify the club members. The membership may be informed of the candidates for club membership before invitation to become a member is extended.

SECTION 3**. Referral Privileges.** A member of another Zonta club who moves to the geographical location of the Zonta club of Casa Grande Valley may transfer membership to that club, provided the required dues have been paid.

SECTION 4**. Duration of Membership.**

Classified 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 Zonta club of Casa Grande Valley holds its monthly meeting on the second Thursday of the month. E-clubs may hold their meetings through the use of electronic communication.

SECTION 2**. Annual Meetings.** The meeting in May is the annual meeting of the Zonta club of Casa Grande Valley. In this meeting, the club president and the club committee chairmen present reports of the activities of the club. The meeting in April is the election meeting for the officers of the club and the members of the club Nominating Committee. The meeting in March, the Nominating Committee shall present the slate of officers for 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 meeting notice.

SECTION 4. **Quorum.** Quorum (minimum number of members necessary to conduct business) shall be determined by vote of the cub provided that no less than one-fourth (1/4) of the members shall constitute 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**.** A Zonta Foundation officer may be a member of the 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 club 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, a vice president, corresponding secretary, recording secretary, and a treasurer**.** The club may decide to have an assistant treasurer. There shall be at least two directors. A president elect position will not be activated until such time as the membership warrants the position.

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 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. Absentee ballots are allowed for those members unable to attend the election meeting provided the ballot is submitted in writing via mail or email by the designated deadline to the Recording Secretary prior to the election meeting. A majority vote shall be required to elect. To promote continuity, one half of directors shall be elected for a 2 year term on alternate years from election for president and other officers.

SECTION 4. **Terms of Office.** The officers and directors shall take office 1 June. Officers shall hold office for two years or until their successors are elected and take office. Directors shall hold office for two years or until their successors are elected and take office. With the exception of the treasurer who shall serve no more than four (4) consecutive years, no officer or director shall be eligible to serve more than two (2) consecutive years in the same 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. 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 may be made to the Club Board, which shall refer the complaint to the Area Director and Governor for investigation.

The complaint shall include specific charges and available evidence. The Club Board shall give the board member concerned, an opportunity to respond in writing and may hold a hearing with the board member concerned, the complainant, and witnesses, if any.

Thereafter, the club board shall make a recommendation to the Area Director and Governor for a final decision on removal. The member concerned shall be entitled to be present for consideration of the action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds (2/3) vote of the entire Zonta club board, excluding the member concerned.

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 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. 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. The President shall ensure that there are three (3) signers on the Club’s bank account to allow the Club to conduct its administrative responsibilities and operate without interruption. Only one signer will be required, although two (2) signers are optimal if available. All three signers shall have access electronically to the bank account so that all three signers can review account activity in a timely manner, at a minimum, monthly. The President and the Treasurer shall insure that the provisions of Article XII (Financial Oversight) are enforced.

(b) President-Elect. Should there be one, at the conclusion of the term as president-elect; the president-elect shall automatically become president. The president-elect shall perform such duties as assigned by the president.

(c) 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.

(d) Recording Secretary. The recording secretary shall keep a record of the proceedings of the meetings of the club and of the board.

(e) Corresponding Secretary The corresponding secretary shall 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 ex-officio a member of the Finance Committee. The treasurer shall report to the membership on the Budget prepared by the Finance Committee. The treasurer shall invoice all members in March reflecting the current dues amount due. Within 45 (forty-five) days of the close of the fiscal year, all accounts shall be examined by a person independent of the board. No later than 45 (forty-five) days after the term of office ends, the treasurer shall turn all records over to the successor.

(g) Assistant Treasurer - Should there be one, the assistant treasurer shall be an ex-officio

 member of the Finance committee, and perform duties assigned by the treasurer,

 but may not sign checks.

**Article VIII**

**Nominating Committee**

SECTION 1**. 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 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.

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.

**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:

1. **Standing committees shall be:** a Membership Committee, a Service Committee, and an Advocacy Committee**;**
2. **The Finance Committee shall be a standing Committee,** The treasurer, and if applicable, the assistant treasurer, and any other members appointed by the president, shall comprise the Finance Committee. The Finance Committee shall prepare an annual Budget and submit it to the Board before consideration by the Club.
3. **Other standing and special committees may include:** International Relations /UNCommittee, Public Relations Committee, Fundraising Committee, Z Club Committee, Technology Committee, Newsletter Committee; and Program Committee.
4. **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.

**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**.**

**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. A complaint in writing against a member for such behavior may be made to the Club Board, which shall refer the complaint to the Area Director and Governor for investigation.

The complaint shall include specific charges and available evidence. The Club Board 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 Club Board shall make a recommendation to the Area Director and Governor for a final decision on removal. The member concerned shall be entitled to be present for consideration of the action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds (2/3) vote of the entire Zonta club board, excluding the member concerned, if applicable.

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.

**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**.**[[1]](#footnote-1)

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 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.

1. [↑](#footnote-ref-1)