

**ZONTA CLUB OF CENTRAL OKLAHOMA**  
**Bylaws**  
**Adopted/amended by the Membership *October 18, 2016***

**Article I**  
**Name**

The name of this organization shall be the Zonta Club of Central Oklahoma. It shall exist only as a chartered club of Zonta International as contained within Article XIV, Section 1 of the Zonta International Governing Documents.

**Article II**  
**Territorial Limits**

The territorial limits shall be Central Oklahoma. Specifically: Oklahoma County; Logan County; Canadian County; Cleveland County; and Pottawatomie County.

**Article III**  
**Objects**

The Objects of the Club shall be to promote the Objects of Zonta International as a club and in the local community as found in Article II of the Zonta International Governing Documents:

- (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 IV**  
**Policy**

The policy of this club shall be as stated in Article III of the Zonta International Governing Documents:

Section 1. **Nonpartisan and Nonsectarian.** Zonta International, its Districts, and its Clubs shall be nonpartisan and nonsectarian.

Section 2. **Principles and Public Issues.** Zonta International, its Districts, and its Clubs may express themselves about, and become involved in principles and public issues having a bearing on the Objects of Zonta International, following the policies established by the Zonta International Board.

## **Article V Members**

Section 1. **Members.** The membership of this Club shall be limited to classified members, Past International Presidents, and Honorary Members as contained in Article XIV of the Zonta International Governing Documents.

### **1. Classified Member**

(a) A classified member is accepted for membership under a major classification as shown in the Zonta International Marian de Forest Membership Manual.

(b) To be invited to membership, a candidate must be willing to support and implement the Objects of Zonta International.

(c) To be eligible for classified membership, a candidate shall be, or have been, actively engaged in a decision-making capacity in a recognized business or profession.

(d) The Membership Committee shall consider all proposals for membership and present the names of candidates to the Club Board. Upon approval by the Club Board, the membership shall be informed of the candidates for Club membership. The membership shall be given ten (10) days to send letters of objection to the Membership Committee. If three (3) or more letters of objection are received, the Board will have final decision. The Membership Committee Chair shall send written invitations for membership to candidates ten (10) days after informing the Club membership if no letters of objection are received.

(e) 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.

2. **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.

3. **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 elected office or Directorship, of making motions and seconds to motions, 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 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.

4. **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 XIV, Section 3(b) of the Zonta International Governing Documents.

### **5. Duration of Membership.**

(a) Classified membership shall be for life except as otherwise provided in the Zonta International Governing Documents.

(b) At the option of the Club, a member dropped for non-payment of dues may be reinstated upon payment of current obligations and Club reinstatement fee. 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 at the next meeting of the Board. No members' resignation shall be accepted in good standing unless all dues and obligations are paid.

6. **Leave of Absence.** Leave of absence may be granted to a member upon approval of the Club Board. Payment of Zonta International, District and Club dues shall be required.

## **Article VI Dues**

### **Section 1. Fiscal Year.**

- (a) The fiscal year of this Club shall be from June 1 through May 31 inclusive as contained in Article XIV, Section 3(a) of the Zonta International Governing Documents.
- (b) **Annual Dues.** The annual dues of a Club member shall be established by the Club to include Zonta International, District, Area (if applicable), and Club requirements as contained within Article XIV, Section 3(b) of the Zonta International Governing Documents. Dues shall be payable on or before 1 April. Any member in arrears for dues for sixty (60) days shall forfeit membership.

## **Article VII Officers and Directors**

### **Section 1. Officers and Directors.** The Officers of the Club shall be President, President Elect, Vice President, Secretary, and Treasurer. There shall be at least two (2) Directors as contained within Article XIV, Section 4 of the Zonta International Governing Documents.

- (a) **Qualifications.** Officers shall have experience in a decision-making capacity. To be eligible for the offices of President or President Elect, a member must have been at some time a member of the Club Board for at least one year.
- (b) **Vacancies.** In the case of a vacancy in the office of President, the Vice President shall become President. In case of vacancy in the office of President Elect, the Nominating Committee will nominate one or more candidates to be elected by the membership within forty-five (45) days of the effective date of the vacancy. Vacancies in other offices shall be filled by the Club Board.
- (c) **Directors.** There shall be at least two (2) Directors of the Club.
  - (1) **Qualifications.** Members in good standing shall be eligible for the position of Director.
  - (2) **Vacancies.** In case of vacancy in the position of Director, the vacancy shall be filled by the Club Board.
- (d) **Election.** At the Club election meeting, Officers and Directors shall be elected by ballot unless there is only one nominee for the office in which case a voice vote may be taken. A majority vote shall elect. Balloting may be by mail.
- (e) **Term of Office.** The Officers and Directors shall assume office on 1 June. The Officers and Directors shall hold office for two (2) years and all elected positions will serve concurrently. The Officers may be re-elected for a second term in a different position than the one currently occupied with the exception of the Treasurer who shall serve no more than four consecutive years in the same office (two (2) terms). A member who has served more than half a term shall be deemed to have served a full term in that office.
- (f) **Removal.**
  - (1) Club Officers and Directors may be removed by the Club members for cause upon grounds permitted for removal at the International level (Article VII, Section 11). 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 Article VII, Section 11. 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 District Board shall initiate disciplinary proceedings. If the District

Board fails to act, the Zonta International Board has full authority to initiate and impose discipline on its own.

- (2) A member of the Club Board absent for more than two consecutive meetings of the Board without an adequate excuse in the opinion of the Board can be asked by the Board to resign from office.
- (g) **Resignation.** A resignation from a member of the Board shall be sent to the President who shall refer it to the Board for action.
- (h) **Duties of Officers.** The Officers of the Club shall perform the duties prescribed by the Club by the Zonta International Governing Documents, Rules of Procedure, and Robert's Rules of Order.
  - (1) **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 standing committees and all other committees except the Nominating Committee. The President shall be an Ex-Officio member of all committees except the Nominating Committee.
  - (2) **President Elect.** The President Elect shall serve the same term as the President and shall automatically become President at the end of the President's term. The President Elect shall perform such duties as assigned by the President. The President Elect shall be a member of the By-laws and Resolutions Committee, may serve as chairman of a committee(s) and be an Ex-Officio member of all committees except the Nominating Committee.
  - (3) **Vice President.** The Vice President, in the absence or inability of the President, shall perform the duties of the President. The Vice President may serve as chairman of a committee(s) and may be assigned other duties by the Club Board.
  - (4) **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 Club Board.
  - (5) **Treasurer.** The Treasurer shall be responsible for the funds of the Club and shall administer them in accordance with the approved budget. The Treasurer shall make monthly reports to the Board and the Club. Within thirty (30) days after the close of the fiscal year, all accounts shall be reviewed as provided by these Bylaws. Forty-five (45) days after the term of office ends, all records of the Treasurer shall be turned over to the successor. The Treasurer shall be an Ex-Officio member of the Finance Committee and the Service Committee.
  - (6) Only the Board shall be allowed to enter into a contract.
  - (7) The Board will monitor actual expenses to budgeted items and maintain the financial records of the Club to ensure fiduciary responsibilities are met.

## **Article VIII**

### **Meetings**

Section 1. Regular Meetings shall be held on the third Tuesday of the month unless otherwise recommended by the Club Board and approved by the membership.

Section 2. **Annual Meeting.** The meeting in April shall be known as the Annual Meeting and shall be for the purpose of receiving reports of Officers, the Club Board, committees, and for any other business that may arise.

Section 3. **Report of the Nominating Committee.** The Nominating Committee shall report the Slate of Officers, Directors and members of the Nominating Committee in August of the odd year of the biennium, two (2) months before the election meeting in October. Additional nominations may be made from the floor provided nominee has consented in writing to serve.

Section 4. The meeting in October of the odd year of the biennium shall be for the purpose of electing Officers, Directors, and the Nominating Committee.

Section 5. **Officer Installation Meeting.** The meeting in May of the even year at the end of the biennium shall be known as the Officer Installation Meeting and shall be for the purpose of installing newly elected officers.

Section 6. **Special Meetings.** Special meetings may be called by the President and shall be called upon written request of five (5) members of the club. At least ten (10) days 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 7. **E-Mail/Phone Meeting(s).**

- (a) Unforeseen business of the Club that must be conducted and voted on prior to a scheduled meeting shall be given to the President for distribution to Club members. The President is allowed to delegate this authority if so chooses.
- (b) The President shall e-mail/phone the Club Board for vote to proceed. The Club Board members will have three (3) days to respond and a unanimous vote by the Club Board is necessary to proceed with the business at hand.
- (c) The President shall e-mail/phone Club members for their vote of the pending business. Club members will have three (3) days to respond and a majority vote by membership is necessary to proceed with the business at hand.

## **Article IX Committees**

There shall be at least the following standing committees and such other standing committees and special committees as the Club Board may authorize to achieve biennium goals.

**A. Standing Committees:**

1. Membership Committee
2. Service Committee
3. Advocacy Committee

**B. Other Standing and Special Committees:**

1. Ways and Means Committee
2. Scholarship Committee
3. Bylaws and Resolutions Committee
4. Finance Committee
5. Public Relations and Communications Committee

**C. Appointment.** Except as otherwise provided in the Bylaws, the Club President shall appoint Committee Chairmen, subject to approval by the Club Board.

The President shall, subject to the approval of the Board, establish such additional committees as deemed necessary. Each committee shall transact such business as is referred to it by the President or the Board. The President shall be an ex-officio member of all committees with the exception of the Nominating Committee, and, as such, shall have all the privileges of membership thereon.

## **Article X Financial Inspection**

The Club Treasurer shall cause the books of the Club to be inspected annually by a qualified individual, independent of the Club Board, for the fiscal year ending May 31. The results of the inspection and any recommendations shall be sent to the Club Board and presented to the membership no later than September 30.

## **Article XI Suspension or Expulsion**

Section 1. **Club.** Any Club of Zonta International that has acted or is acting in a way to injure the good name of Zonta or to hamper the work of Zonta may be suspended or expelled. If a District is to take disciplinary action against a Club, the authority for the procedure shall be recognized parliamentary authority adopted by the Club or the law of the Country in which the Club resides. The disciplinary findings shall be referred to the Zonta International Board. A two-thirds (2/3) vote of the entire Zonta International Board shall be necessary for the suspension or expulsion of a club. The action of the Zonta International Board shall be final.

Section 2. **Member.** Any member of a Club who has acted or is acting in any way to injure the good name of Zonta or to hamper the work of Zonta may be expelled. If a Club is to take disciplinary action against a member, the authority for the procedure shall be the recognized parliamentary authority adopted by the Club or the law of the Country in which the Club resides. The disciplinary findings shall be referred to the District Board. A two-thirds (2/3) vote of the entire District Board shall be necessary for expulsion of a member. The action of the District Board shall be final.

## **Article XII Parliamentary Authority**

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases in which they are not inconsistent with these Bylaws and the Zonta International Governing Documents.

## **Article XIII Bylaws Amendments**

Club Bylaws may be amended by a two-thirds (2/3) vote of the Club members present and voting at any regular or special meeting called for that purpose, provided that notice of such proposed amendment shall be given to each member at least ten (10) days before the meeting.

## **Article XIV Quorum Definition and Voting Terms**

A quorum for Club meetings shall be defined one-fourth (1/4) of the total membership and a quorum for Board meetings shall be defined as a majority of the members of the Board. This is the minimum number of voting members who must be present for business to be transacted legally. A majority vote is more than half of the

votes cast by those present and legally entitled to vote. A two-thirds (2/3) vote of the votes cast by those present and legally entitled to vote. A plurality vote is the highest number of votes for any candidate or proposition when three or more choices are possible. Candidate or proposition receiving the most votes has plurality. Unanimous consent is an action taken without all the formal steps to process a motion; requires the presence of a quorum.

Connie Davis 11/28/2016  
Club President Signature/Date

Earline Hall 11/28/2016  
Secretary Signature/Date