

**BYLAWS
OF
ZONTA CLUB OF CENTRAL OKLAHOMA FOUNDATION, INC.**

ARTICLE ONE – Purpose

1.01 PRIMARY PURPOSE

The primary purpose for which this corporation is organized is to carry out the charitable and educational purposes of Zonta Club of Central Oklahoma.

ARTICLE TWO – Members and Meetings

2.01 MEMBERS

The members in good standing of Zonta Club of Central Oklahoma shall be members of the Foundation.

2.02 MEETINGS

Unless otherwise designated by the Board, at least one meeting per year will be held during a monthly meeting of Zonta Club of Central Oklahoma for the purpose of transacting any business as may come before the meeting.

2.03 PLACE OF MEETING

Regular meetings of the members shall be held at the same meeting place as the Zonta Club of Central Oklahoma.

2.04 NOTICE OF MEETING

No notice of a regular meeting shall be necessary except where required by law (see Oklahoma Open Meetings Act), but notice may be given as the President of the Foundation may direct.

2.05 VOTING OF MEMBERS

The voting members shall be the elected officers and members in good standing of the Foundation.

ARTICLE THREE – Foundation Board

3.01 GENERAL POWERS

The affairs of the Foundation shall be managed by its Board. The Board shall have the power and authority to receive gifts and legacies on behalf of the Foundation. The Board shall make gifts and donations of capital as voted on by the members pursuant to the objectives and purposes of the Foundation. Only the Board shall be allowed to enter into a contract. The Board will monitor actual expenses to budgeted items and maintain the financial records of the Foundation to ensure fiduciary responsibilities are met.

3.02 HOW CONSTITUED

The elected officers of Zonta Club of Central Oklahoma (President, President Elect, Vice President, Treasurer, Secretary, and Directors) shall constitute the Board. Foundation Officers shall take office at the time they take office on the Club Board. In case of a vacancy, the individual filling the vacancy on the Zonta Club of Central Oklahoma Board will fill the position.

3.03 VOTING MEMBERS

The voting members of the Board of the Foundation (President, President Elect, Vice President, Secretary, Treasurer and Directors) shall be the voting officers of the Zonta Club of Central Oklahoma.

3.04 QUORUM

A majority of the voting members of the Board shall constitute a quorum for the transaction of business. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board. However, action may be taken without a meeting if all the Board members sign a consent in writing, setting forth the action to be taken. This consent may be given by email. Similarly, telephone conferences or other conferences conducted whereby all Board members can hear each other and participate in the meeting shall constitute presence in person at such meeting. Action by mail, email, and/or telecommunications requires a unanimous vote by the entire Board.

3.05 REGULAR MEETINGS

Regular meetings of the Foundation Board will be held at the same time and place as the regular meetings of the Zonta Club of Central Oklahoma Board

3.06 SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the President or any two Board members. The place for holding any special meeting of the Board shall be determined by the President. Meetings may also be held by conference telephone call or electronic conferencing.

3.07 COMPENSATION

No Member of the Board shall receive any compensation for their services.

ARTICLE FOUR - Officers

4.01 OFFICERS

The Officers of the Foundation shall be the elected officers of the Zonta Club of Central Oklahoma (President, President Elect, Vice President, Treasurer, Secretary, Directors).

4.02 PRESIDENT

The President shall be the Executive Officer of the Foundation, and, subject to the direction and control of the Board, shall be in charge of the business and affairs of the Foundation. The President shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board; and, in general, shall discharge all the

duties incident to the office of President and such duties as prescribed by the Board. The President shall preside at all meetings of the Members and of the Board. Once membership has approved an event or action, the President shall execute for the Foundation any contracts, deeds, mortgages, bonds, or other instruments that the Board has authorized to be executed. The President shall vote all securities that the Foundation is entitled to vote.

The President shall submit a report of operations of the Foundation for the year at the Zonta Club of Central Oklahoma's annual year-end business meeting.

4.03 PRESIDENT ELECT

The President Elect shall perform such duties as assigned by the President.

4.04 VICE PRESIDENT

The Vice President shall assist the President in the discharge of duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or Board. In the absence or inability of the President to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions of the President.

4.05 SECRETARY

The Secretary shall record the minutes of the meetings of the members and the Board; be custodian of the corporate records; perform all duties incident to the office of Secretary and shall perform such other duties as may be assigned by the President or by the Board.

4.06 TREASURER

The Treasurer shall be the Chief Financial Officer of the Foundation and shall:

- a. have charge of and be responsible for the maintenance of adequate books of account for the Foundation;
- b. have charge and custody of and be responsible for all funds and securities of the Foundation and for the receipt and disbursement thereof,
- c. prepare a budget subject to the approval of the membership;
- d. file or cause to have filed all tax returns and reports as required by law, and;
- e. perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

ARTICLE FIVE – Funds, Books, and Records

5.01 GIFTS

The Board may accept on behalf of the Foundation any contributions, gift, bequest, or device for the general purpose of or for any special purpose of the Foundation.

5.02 BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board. Any Board member or Club member may inspect all books and records of the Foundation for any purpose at any reasonable time.

5.03 INVESTMENT ADVISORS

The Board may employ investment advisors to assist the Board in investing the funds of the corporation as approved by the membership

5.04 SEGREGATION OF FUNDS

The Board may designate funds not previously designated and may accept donations of funds designated for specific purposes. Funds designated for a specific purpose and the earnings accruing thereto may not be used for any other purpose without the written consent of the donor or an order of a court of competent jurisdiction.

ARTICLE SIX -- Committees

6.01 COMMITTEES

There shall be the following standing and special committees whose positions shall be held by the same members as that of the Zonta Club of Central Oklahoma:

- 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

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, and, as such, shall have all the privileges of membership thereon.

6.02 ELIGIBILITY TO BE A COMMITTEE MEMBER

Any member in good standing of the Zonta Club of Central Oklahoma Foundation, Inc. is eligible to serve on a committee.

ARTICLE SEVEN -- Miscellaneous

7.01 FINANCIAL INSPECTION

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

7.02 FISCAL YEAR

The fiscal year of the Foundation shall be from June 1 to May 31.

7.03 AMENDMENTS

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

7.04 POLICIES AND PROCEDURES

The Foundation shall enact Policies and Procedures with which to conduct its affairs. A majority vote by the members shall be required to adopt or amend any new Policies and Procedures.

ARTICLE EIGHT – Dissolution

8.01 Dissolution shall be subject to the procedures as presented in Article Seven of the Articles of Incorporation.

Adopted this 15 day of November 2016

Signed Connie Davis Signed Earline L Hall
President Secretary