

BYLAWS of ZONTA WEST ILLINOIS

ARTICLE I: NAME

The name of this organization (hereinafter called the "Foundation") shall be Zonta West Illinois. It shall exist only as a 501 c3 Foundation of the Zonta Club of St. Charles-Geneva-Batavia which is a chartered club of Zonta International.

ARTICLE II: OBJECTS

The objects of the Foundation are:

- (a) To improve the legal, political, economic, educational, health and professional status of women at the global and local levels 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

The Foundation shall be nonpartisan and nonsectarian.

Section 2. Principles and Public Issues

The Foundation may express itself 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 of Directors.

ARTICLE IV: MEMBERSHIP

Section 1. Categories of Membership

The membership of the Foundation shall be limited to Classified Members, Past International Presidents and Honorary Members.

Section 2. Classified Member

- (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 Foundation Membership committee shall review proposals for membership, whether by application or invitation, and present the names of all candidates to the Foundation Board with its recommendations. Approval for membership is made by the Foundation Board {or "by the Foundation membership on recommendation by the Board" or in some other way as determined by the Foundation}
- (e) Every member shall be assigned a classification based on the Zonta International Marian de Forest Membership Manual. A classified member has all rights and responsibilities of membership, including the right to hold office and represent the Foundation at meetings, except as otherwise provided in these bylaws.

Section 3. Past International President

The Foundation may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, any past international president.

Section 4. 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 Foundation except those of holding an elective office or directorship, of making motions and voting, or of representing the Foundation as a delegate or alternate. The Foundation shall determine the specific tenure for Honorary Membership. An Honorary Member shall be exempt from the payment of dues, and the Foundation shall pay the International and district dues of any honorary member the Foundation elects.

Section 5. Transfer Privileges

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

Section 6. Duration of Membership

Classified Membership shall be for life except as otherwise provided in these Bylaws or in the Bylaws and Rules of Procedure of Zonta International. A member who fails to pay dues within 30 days of the date they are due shall be notified by the Treasurer. If the dues are not paid within the following 30 days, the secretary shall notify the member that his/her membership is terminated effective June 1. Any member in arrears for dues for 60 days shall forfeit membership. An individual whose membership has been terminated for nonpayment of dues may be reinstated upon a two-thirds vote of the Board, provided payment for current obligations and the required reinstatement fee to Zonta International have been tendered.

Section 7. Resignation

The resignation of a member shall be sent to the Foundation President, who shall present the proposed resignation at the next Board meeting for acceptance by a majority of the Board. No member's resignation shall be accepted unless the member is in good standing as of the date of the resignation.

Section 8. Leave of Absence

Leave of absence may be granted to a member upon approval of the Board for a period to be determined by the Board. Leave of absence excuses a member from participation in Foundation activities, but a member on leave of absence continues to be obliged to pay all International, district and Foundation dues.

ARTICLE V: MEETINGS AND ELECTIONS

Section 1. Regular Meetings

Unless otherwise ordered by the Foundation or by the Board, regular dinner meetings

shall be held on the first Tuesday of each month except during July and November.

Section 2. Annual Meeting.

Unless otherwise decided by the Board or the Foundation, the May meeting shall be known as the annual meeting. The annual meeting shall be for the purpose of receiving reports of the activities of the Foundation, the installation of officers and directors, 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 written or e-mailed request of five (5) members of the Foundation. At least ten (10) days' notice, either written or oral, of a special meeting shall be given. The business to be transacted at a special meeting shall be limited to that mentioned in the notice of the meeting.

Section 4. Quorum

One-fourth of the members shall constitute a quorum at any regular or special meeting of the Foundation.

Article VI: OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers and Board of Directors

The officers of the Foundation and its Board shall be a president, a vice president, a secretary and a treasurer. There shall be a minimum of two directors. A member of the District Nominating Committee is not eligible for nomination as a Foundation officer or director.

Section 2. Qualifications

To be eligible for the office of President, a member must, at some time, have been a member of the Board of Directors for at least one (1) year.

Section 3. Election

At the May 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 elect.

Section 4. Terms of Office

The officers and directors shall take office June 1st. Officers shall hold office for one (1) year (with the anticipation of fulfilling a two year term) or until their successors are elected and take office. Directors shall hold office for one (1) year (with the anticipation of fulfilling a two year term) or until their successors are elected and take office. However, if an officer or director is elected to fill an unexpired term, the officer or director shall serve the remainder of the term. With the exception of the treasurer, who shall serve no more than four consecutive years, no officer or director shall be eligible to serve more than two years in the same office. A member who has served more than half a term in any office shall be deemed to have served a full term. A member who has served previously as an officer or director is eligible to serve in the same office again after an intermission of one year.

Section 5. Resignations

A resignation from office shall be sent to the President who shall refer it to the Board for action.

Section 6. Removal from Office

Foundation officers and directors may be removed by the Foundation members for cause upon grounds permitted for removal at the Zonta International level. (Zonta International Bylaws Article VII Section 9: "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 Board to a Committee of Foundation members elected by the members for investigation. The procedure shall be as specified in the Zonta International Bylaws (Article VII, Section 9): "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 Foundation 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 two-thirds ballot vote of the Foundation members present and voting.

If the Foundation fails to act, the district board shall initiate disciplinary proceedings. If the district board fails to act, 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 Officer or Director positions shall be filled by the Board of Directors.

Section 8. Duties of Officers

The officers of the Foundation shall perform the duties prescribed by the Foundation, by these Bylaws and Standing Rules, and by the Bylaws of Zonta International.

- (a) President-The president shall preside at all meetings of the Foundation and of the Board, and shall be chief executive officer of the Foundation and the Board. Subject to approval by the Board, the President shall appoint the chairmen of all standing committees and all other committees except the Nominating Committee. The president can appoint members of all committees except the Nominating Committee. The President or Vice President shall co-sign Foundation checks along with the Treasurer. Each May the President shall prepare an Annual Report of the Foundation's activities for submission to Foundation members and the Area 1 Director. A copy shall be retained in the President's archival file and forwarded to the successor President

by June 1st.

- (b) Vice President(s)- In the absence or inability of the president, the vice president {or, if there are two vice presidents, “the vice presidents in order of their rank”} shall perform the duties of president and may be the chairman of committees. The Vice President may serve as a co-signer of Foundation checks, along with the Treasurer, in the absence or unavailability of the President.
- (c) Secretary-The secretary shall keep a record of the proceedings of Foundation and Board meetings, conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the Board. The Secretary shall retain in an archival file the final approved minutes as the official proceedings of all meetings. This archival file shall be forwarded to the successor Secretary by June 1st.
- (d) Treasurer- The treasurer shall receive all funds of the Foundation and shall deposit them in such bank or banks as may be designated by the Board. 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, along with the President or the Vice President as co-signers shall sign Foundation checks. The Treasurer shall make monthly reports to the Board and the Foundation and shall be chairman of the Finance Committee. Within forty five days of the close of the fiscal year, all accounts shall be audited as directed by the Board. No later than forty-five calendar days after the term of office ends, the treasurer shall turn over all records to the successor.

Section 9. Duties and Powers of the Board

The officers and directors shall constitute the Board. The Board shall have general supervision of the affairs of the Foundation between meetings of the Foundation, provided that none of its acts shall conflict with action by the Foundation. It may act upon routine questions in carrying out established policies, but shall not determine policy, authorize projects and donations or adopt the budget. The Board may approve minor operating expenses not to exceed an aggregate of up to \$500 during the fiscal year. These expenses shall be reported to the membership at the next meeting following such Board action. The Board of Directors shall perform such duties as are required by the Bylaws and Rules of Procedure of Zonta International. The Foundation Manual shall serve as a guideline for Foundation operation.

Section 10. Meetings

- (a) Regular meetings. The Board shall hold regular monthly meetings unless otherwise ordered by the Board. The Board may transact its business through the use of electronic communication.
- (b) Special meetings. Special meetings of the Board may be called by the president and shall be called upon the written request of at least five members of the Board. At least three days’ notice of a special meeting shall be given.
- (c) Quorum. A majority of the members of the board shall constitute a quorum for any regular or special meeting.

ARTICLE VII: NOMINATING COMMITTEE

Section 1. Election.

- (a) At its election meeting in April each year, a Nominating Committee of three members shall be elected by the Foundation for the next year. If 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) candidates receiving the highest number of votes shall constitute the Nominating Committee.
- (b) The member receiving the highest number of votes shall be chairman of the Committee. In the event of a tie for chairman, the member who has been a member of the Foundation for the longest period shall be Chairman.
- (c) A member of the District Nominating Committee is not eligible for nomination to be a member of the Foundation Nominating Committee.

Section 2. Duties

It shall be the duty of the Nominating Committee to nominate one or more candidates for each office or directorship to be filled at the annual election, and to nominate at least three candidates for the 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 at the business meeting in March unless otherwise directed by the Foundation. At the March general business meeting 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.

Section 5. Removal

Members of the Nominating Committee may be removed by the Foundation 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 Article VI, Section 6.

ARTICLE VIII: COMMITTEES

Section 1.

There shall be the standing committees set forth in this article and such others as these Bylaws or the Foundation may authorize. Ad hoc committees may be established by the Board. The Zonta International bylaws require each Foundation to have a Membership Committee, a Service Committee, and an Advocacy Committee. Foundations may also choose to have other committees such as a Scholarship Committee, Fundraising Committee, Communications Committee, Program Committee and Bylaws Committee.

Section 2. Appointment

Except as otherwise authorized by these Bylaws, the President shall appoint committees.

Section 3. Reports

Committees shall report monthly to the Board and to the Foundation.

Section 4. Advocacy Committee

It shall recommend action in accordance with the Objects of Zonta International to improve the status of women and to promote legislative awareness, advocacy, and equal rights.

Section 5. Communications Committee

It shall:

- (a) Use all forms of news media to advance the objects of Zonta International
- (b) Recommend projects and programs that promote international relations and encourage a spirit of friendship with other nations
- (c) Maintain the Foundation's Website
- (d) Prepare and distribute a monthly newsletter of Foundation activities
- (e) Maintain the Foundation's archives and materials of historical interest and promote interest in the history of the Foundation, District 6 and Zonta International.

Section 6. Fellowship Committee

It shall:

- (a) Promote fellowship among the members of the Foundation and among neighboring Foundations, promote attendance at meetings and other Foundation events, and arrange opportunities for visiting Zontians to meet members of the Foundation
- (b) Arrange for mentoring of new members pursuant to policies adopted by the Foundation.

Section 7. Fundraising Committee

It shall plan and arrange fundraising activities and events.

Section 8. Membership Committee

It shall:

- (a) Determine the eligibility of each person proposed for membership in accordance with Article IV of these Bylaws;
- (b) Promote means to increase the membership of the Foundation;
- (c) Organize or assist in organizing new Foundations; and
- (d) Maintain the Foundation database.

Section 9. Program Committee

It shall:

- (a) Prepare and arrange programs for all Foundation meetings
- (b) Monitor scheduling of all official Foundation functions to minimize scheduling conflicts
- (c) Record attendance at Foundation meetings and take reservations for meal functions

Section 10. Service Committee

It shall have charge of all service activities of the Foundation in cooperation with Zonta West

Illinois Foundation, and shall recommend service projects and a service budget. It shall work in collaboration with the Treasurer to determine available funds for local agencies. It shall reach out to local agencies to offer the opportunity to apply for funds when available.

Section 11. Scholarship Committee

It shall have charge of all scholarship distribution in collaboration with the Treasurer to determine available funds. It shall conduct all correspondence with local schools and universities, review the scholarship application each year to make sure it is current, determine a deadline for applications, review all submissions with the help of all Foundation members and determine awardees. It shall collaborate with the Board to help plan and execute the Annual Meeting May.

ARTICLE IX: FEES AND DUES

Section 1. Fiscal Year

The fiscal year of this Foundation shall be from June 1st through May 31st, 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 Foundation or of another Zonta Foundation who is re-elected to membership in accordance with the 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 Foundation member shall be established by the Foundation. Any change in the amount of dues shall be approved by a two-thirds (2/3) majority of the Foundation members voting. From these dues the Foundation shall pay annual dues and fees of members to Zonta International and District 6.
- (b) These dues shall be payable on or before April 1st.

ARTICLE IX: FEES AND DUES

The Board shall cause the Foundation 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 XI: SEAL, COLORS, NAME AND EMBLEM

Section 1. Seal

The corporate seal of Zonta International, with the addition of the name St. Charles, Geneva and Batavia, shall be the seal of the Foundation.

Section 2. Colors and Emblem

The official colors and emblem of the Foundation shall be those of Zonta International.

ARTICLE XII: CORPORATE PROPERTY

All property, real, personal or mixed, legal or equitable, acquired by the Foundation by grant, purchase, gift, bequest, or devise, shall be corporate its corporate property.

ARTICLE XIII: DISCIPLINE

Section 1. Expulsion.

Any member of the Zonta Foundation of St. Charles-Geneva-Batavia that has acted in a way to injure the good name of Zonta or to hamper the Foundation's work may be expelled by the Foundation members. A complaint in writing a member for such behavior may be made to the board. The Board shall refer the complaint to a committee appointed by the Board for investigation. The procedure shall be as specified in Article VI Section 6.

Thereafter, the committee shall make a recommendation to the Board. If the Board determines that further action regarding is necessary, it shall make a recommendation to the Foundation 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 ballot vote of Foundation members present and voting shall be necessary for expulsion of a member.

Notice of the Board or Foundation decision shall be mailed with proof of service to the complainant and the member concerned forthwith. The decision of the Board or Foundation 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 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 ballot vote of the entire Zonta International Board. The decision of the Zonta International Board shall be final.

ARTICLE XIV: PARLIAMENTARY AUTHORITY.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation in all cases in which they are not inconsistent with applicable law, these Bylaws or Standing Rules, the Bylaws or Rules of Procedure of Zonta International, or the Rules of Procedure of District 6.

ARTICLE XV: AMENDMENT TO THE BYLAWS.

These Bylaws may be amended by a two-thirds vote of the Foundation membership present and voting at any regular 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 days before the meeting.

Bylaws adopted: February 1953
Amended: July 2009
Amended: June 2015

STANDING RULES

1. Nominations and Elections Procedures

Nominations for the positions of officers and directors shall be sought by the Nominating Committee beginning in January. At the April Foundation meeting, the Nominating Committee shall present the nominated slate. The president of the Foundation will call for any nominations from the floor. At the May meeting, the nominating committee will again present the slate. The president will again ask for nominations from the floor. If there are no other nominations, the president will ask for a vote to adopt the slate presented. The 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 elect. Officers and directors are installed at the June meeting.

2. Actions by the Board of Directors

All recommendations of the Board which must be approved by the Foundation membership shall be submitted to the membership prior to the meeting at which the recommendations are to be considered, by publication in the newsletter or by direct mailing, except in situations which the Board determines to be an emergency.

3. Prorating Foundation Dues and Assessment

The treasurer shall prorate Foundation dues for new members as follows: For a new member joining between June 1 and November 30, inclusive, full annual dues and assessment; between December 1 and March 31, inclusive, one-half annual dues; and between April 1 and June 1, inclusive, full annual dues, such amount to be applied to the following year's dues.

4. Reservations

Members who make reservations for luncheons, dinners, or other Foundation functions for which payment is required but who fail to attend and do not cancel their reservation by the reservation deadline shall be charged the cost of the function. Reservations for regular dinner meetings on the first Tuesday evening of the month must be made to the designated member no later than the time specified in the notice of the meeting, unless otherwise directed by the Board.

5. Attendance

The Board may terminate the membership of any member who has not participated in any Foundation activities (i.e., who has failed to attend any function or donate for service projects) for the previous twelve months. Prior to terminating membership for nonparticipation the Board shall endeavor to determine the reasons for the member's failure to participate and shall ask the member to either participate in Club activities or provide a written explanation of the failure to do so. The Board shall allow the member a reasonable time in which to comply with this request. If the member fails to comply, the Board may, by a two-thirds ballot vote of the entire Board, terminate the member's membership. The Board shall notify the member of this action by certified letter.

6. Meal Costs for Prospective Members

The Foundation will not normally pay the cost of a prospective member's attendance at a Foundation function. In exceptional cases, the chairman of the Membership Committee may determine that payment of such a cost is appropriate and shall so advise the member taking attendance and the treasurer. If the chairman of the Membership Committee approves payment, it shall be charged against the budget of the Membership Committee.

7. Expenses of Delegates to International Conventions and District 3 Conferences

- (a)** The Foundation will reimburse each delegate to the Zonta International Convention (i) the cost of the registration fee and (ii) a maximum of \$150.00 for attending official Convention meal functions such as a closing banquet or international relations luncheon or dinner.
- (b)** The Foundation will reimburse each delegate to the District 6 Conference the cost of the registration fee.
- (c)** Reimbursements will be made after the event and upon the attendee's submission of an itemized voucher to the treasurer.

8. Reimbursement to Foundation Members

Reimbursement to Foundation members other than the president shall be approved in writing by the president before being submitted to the treasurer. Reimbursement to the president shall be approved by the vice president in writing before being submitted to the treasurer.

9. Circularization.

- (a)** Membership lists (i.e., Foundation rosters, Zonta International directories, district directories, or other lists including members' addresses and/or telecommunications numbers) are not to be made available to non-Zontians, or used by Zontians, for the purposes of selling goods and services or for personal, financial, or political gain.
- (b)** Zontians will not use membership lists or act in any other way to contact other Zontians for the purposes of lobbying for proposals that will be voted on, or candidates who are running for office, at International conventions, district conferences, or other Zonta meetings.
- (c)** Membership lists may be provided to other organizations with the approval of the International Board or its designee.
- (d)** Except as is mentioned above, Zontians are encouraged to network with each other for business purposes.