***Bylaws of the Zonta Club of St Cloud***

Article I

Name

The name of this organization shall be the Zonta Club of St Cloud. It shall exist only as a chartered Club of Zonta International.

Article II

Territorial Limits

The territorial limits shall be the Minnesota counties of Stearns, Benton and Sherburne.

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 to:

Provide service at the global and local level;

Improve the legal, political, economic, educational, health and professional status of women;

Work for the advancement of understanding, goodwill, and peace through a world fellowship of executives in business and the professions;

Promote justice and universal respect for human rights and fundamental freedoms;

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 universe.

Article IV

Policy

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

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 guidelines established by the Zonta International Board of Directors.

Article V

Members

Section 1. Categories. The membership of this club shall be limited to classified members, Past International Presidents, and honorary members.

A. Classified Member.

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

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

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.

The club Membership Committee shall consider all proposals for membership and present the names of candidates to the club board. On approval, the Membership Committee chair shall extend a written invitation to the person accepted to become a member and notify the club members. At club option, membership may be informed of the candidates for club membership before invitation to become a member is extended.

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. 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.

C. 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 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 for the 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.

Section 2. Referral Privileges. A member who moves to the territorial limits of another Zonta club may be elected to membership in that club, provided the required dues have been paid.

Section 3. Duration of Membership.

Classified membership shall be for life except as otherwise provided in these bylaws.

A member dropped for non-payment of dues may be reinstated upon payment of current obligations. The member shall pay a reinstatement fee in U.S. dollars to Zonta International.

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 member’s resignation shall be accepted in good standing unless dues are paid.

Section 3a. Diversity of Classifications. Each club shall have members in a variety of classifications. The minimum number of classifications shall equal one-fourth (1/4) the total number of members in the club. No club shall be required to have members in more than twenty-five (25) classifications.

A club which fails to maintain the required diversity of classifications shall have ten (10) months to increase the number of classifications to the required amount. The period may be extended by the governor.

Section 4. Leave of Absence. Leave of Absence may be granted to a member upon approval of the club board. Payment of Zonta International, district, and local dues shall be required.

Article VI

Dues

Section 1. Fiscal Year. The fiscal year of this club shall be 1 June thru 31 May inclusive.

Section 2. Annual Dues. The annual dues of a club member shall be established by the club and shall include Zonta International, district and club requirements. Dues shall be payable on or before 1 April. A member in arrears for dues for 60 days shall forfeit membership.

Section 3. Club Liability Insurance (U.S./Canada). With the payment of dues to Zonta International, each U.S./Canada Zonta Club shall pay per member in U.S. dollars a premium for group liability insurance in an amount assessed by the Zonta International Board after obtaining, prior to each annual renewal date, competitive renewal bids for the subject coverage.

Article VII

Officers and Directors

Section 1. Officers. The officers of the club shall be at least a president, vice president, recording secretary, communication secretary, treasurer, and immediate past president.

Qualifications. Officers shall have experience in a decision making capacity. To be eligible for the office of president, a member must have been, at some time, a member of the club board for at least one year, except in the case of a newly chartered club.

Vacancies. In case of vacancy in the office of president, the vice-president shall become president. The club board shall fill vacancies in other offices.

Section 2. Directors. There shall be four (4) directors of the club.

Qualifications. Members in good standing shall be eligible for the position of director.

Vacancies. In case of vacancy in the position of director, the club board shall fill the vacancy.

Section 3. Election. At the 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.

Section 4. Term of Office. The officers and directors shall assume office on 1 June. The officers shall hold office for a two year term or until their successors assume office. No officer or director shall be eligible to serve more than two consecutive terms in the same office with the exception of the treasurer who shall serve no more than four consecutive terms in the same office. A member who has served more than half a term shall be deemed to have served a full term in that office. The terms of two directors will run in opposite years of the other two directors.

Section 5. Removal.

Club officers and directors may be removed by the club members for cause upon grounds that include but shall not be limited to; failure, without excuse, to attend meetings, 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. 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 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.

Section 6. Resignation. A resignation from a member of the board shall be sent to the president who shall refer it to the board for action.

Section 7. Duties of Officers. The officers of the club shall perform the duties prescribed by the club, by the Zonta International Bylaws and Rules of Procedure and *Robert’s Rules of Order Newly Revised*.

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 chairmen of 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.

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 a chairman of a committee and may be assigned other duties by the club board.

Recording 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 board.

Communication Secretary. The Communication Secretary shall prepare and distribute the club newsletter (ZoNews) and other communications as directed by the club board. The Communication Secretary may be assigned other duties by the club board.

Treasurer. The treasurer shall be responsible for the funds of the club and shall administer them in accordance with the approved club budget. The treasurer shall make monthly reports to the board and the club. Within 30 days after the close of the fiscal year, all accounts shall be examined as provided by Article XII of these bylaws. Forty-five days after a 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.

Immediate Past President. The Immediate Past President serves as an ex-officio member of the club board for a full two-year term and provides guidance to the current officers and board. The Immediate Past President may be assigned other duties by the board.

Article VIII

Meetings

Section 1. Business meetings shall be held on the second Thursday of each month, September through May. The meeting in April shall be for the purpose of electing officers, directors and members of the Nominating Committee. Under exceptional circumstances, regular clubs can hold meetings through the use of electronic communication.

Section 2. Annual Meeting. The meeting in May 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 including installation of officers.

Section 3. Special Meetings. Special meetings may be called by the president and shall be called upon the written request of five members of the club. At least 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 4. Quorum. One-fourth (1/4) of the membership shall constitute a quorum at any regular or special meeting of the club.

Article IX

Club Board

Section 1. How Constituted. The club board shall consist of the elected officers and directors.

Section 2. Duties. The club 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 shall perform such duties as are required by the Zonta International Bylaws and Rules of Procedure. The Manual of Procedures for Zonta Clubs shall serve as a guideline for club operation.

Section 3. Meetings.

The board shall hold regular monthly meetings, the first Thursday of each month, August through June, unless otherwise noted by the board.

Quorum. A majority of the members of the board shall constitute a quorum for any regular meeting.

The club board may transact its business through the use of electronic communication.

Article X

Nominating Committee

Section 1. How constituted. At its election meeting, the club will elect its Nominating Committee of at least three (3) members for the next year.

Section 2. Election. If nominees are unopposed, a voice vote may be taken, and committee members may select their own chairman. If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club’s Nominating Committee. The member receiving the highest number of votes shall be chairman of the Nominating Committee.

Section 3. Vacancies. The club board shall fill vacancies in the Nominating Committee.

Section 4. Duties. It shall be the duty of the Nominating Committee to nominate one or more members of each office for directorship to be filled at the annual election, and to nominate the required number of members for then next term’s Nominating Committee.

Section 5. Report of the Nominating Committee. The Nominating Committee shall report the slate of officers, directors and Nominating Committee to the board at the April Board Meeting. Additional nominations may be made from the floor provided the nominee has consented to serve.

Article XI

Committees

Section 1. There shall be at least the following standing committees and such other committees as the club board may authorize to achieve biennium goals.

Standing committees shall be: Membership Committee, Service Committee, and Advocacy Committee. Additional club committees are: Public Relations & Communications, United Nations and Finance.

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.

Section 4. Duties of Committees.

Membership Committee. The committee shall consider all proposals for membership and present the names of candidates to the club board. On approval membership shall be informed and the committee chairman shall extend a written invitation to the person accepted to be a member.

Public Relations and Communications Committee. The committee shall develop a plan to create external and internal awareness of the Objects of Zonta International.

Service Committee. It shall promote international service projects sponsored by Zonta International and administered by the Zonta International Foundation, and shall encourage and support local service projects.

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.

United Nations Committee shall receive and disseminate pertinent information about the UN.

Finance Committee. It shall prepare an annual budget and submit it to the board before consideration by the club; regularly analyze and report to board and club on budget goals; work with the board in providing for an annual review in line with these bylaws; report at the annual meeting. This committee will include the major fund raising project committees and will provide input to the membership regarding local service projects to be funded.

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

Suspension or Expulsion

Section1. Club. Any club of Zonta International that has acted in a way to injure the good name of Zonta or to hamper it’s work may be suspended or expelled by the Zonta International Board A complaint in writing against a club for such behavior may be made to the district board which shall refer the matter to the District Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in Article VII Section 9 of the Zonta International Bylaws.

Thereafter, the committee shall make a recommendation to the district board. The district board shall make a recommendation to the Zonta International Board. A two-thirds (2/3) ballot vote of the entire elected district board shall be required for a recommendation of suspension or expulsion.

Notice of the district board recommendation shall be mailed with proof of service to the complainant and the club concerned. Suspension or 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 district fails to act, the Zonta International Board has full authority to initiate proceedings and impose discipline on its own.

In the event of expulsion, all legal debts shall be paid and the remaining assets shall be disbursed as provided in Article IV, Section 2 ( c ) of the Zonta International Bylaws.

Section 2. Members. Any member of a club who has acted or is acting in any 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 b y the board for investigation. The procedure shall be as specified in Article VII Section 9 of the Zonta International Bylaws.

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 the 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 district board shall initiate disciplinary proceedings. If the district board fails to act, the Zonta International Board has full authority to initiate proceedings and to impose discipline on its own.

Article XIV

Termination & Disbandment

In the event of termination all legal debts and service obligations shall be paid by the club. Remaining assets must be disbursed to the Zonta International Foundation, except for operating funds which shall revert to the district for organization and membership.

A club that intends to disband must first notify the area director. If the club, after taking all necessary steps together with the area director to avoid disbandment, decides to do so, it shall inform the district governor, who shall inform the International President and the Executive Director immediately.

Article XV

Parliamentary Authority

*Robert’s Rules of Order Newly Revised* shall be the parliamentary authority of this club. The rules contained in the parliamentary authority shall govern the club in cases in which they are not inconsistent with these bylaws or with the rules of procedure adopted by the club.

Article XVI

Amendment of Options

The Club Membership by a two-thirds (2/3) vote of members present and voting at any regular or special meeting called for that purpose, may amend or adopt any option indicated in these Bylaws, provided that notice of such proposed amendment has been given to each member at least 10 days before the meeting.

1/7/2010 – approved by Board for presentation to membership at February Business meeting.

2/11/2010 – approved by Membership.

10/04/2012 – approved by Board for presentation to membership at the November Business meeting.

12/13/2012 – approved by Membership.