

**ZONTA CLUB OF CHEYENNE
BYLAWS**

**Article I
Name**

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

**Article II
Territorial Limits**

The territorial limits shall be the City of Cheyenne, Wyoming and its environs.

**Article III
Objects**

The objects of this club shall be to promote the Objects of Zonta International as a club and in the local community to:

1. Improve the legal, political, economic, education, health and professional status of women at the global and local level through service and advocacy;
2. Work for the advancement of understanding, goodwill, and peace through a world fellowship of executives in business and the professions;
3. Promote justice and universal respect for human rights and fundamental freedoms;
4. 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 Bylaws of Zonta International:

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.

- (1) A Classified member is a decision-maker accepted for membership under a major classification as shown in the Zonta Marian de Forest Membership and Classification Manual.
- (2) Eligible for membership are executives and professionals, or others in decision-making capacity willing to support and implement the Objects of Zonta International. Membership candidates should be sought among the community leaders in a variety of activities.
- (3) To be invited to membership, a candidate shall be actively engaged ... in a recognized business or profession in a decision-making capacity.
- (4) The club Organization, Membership and Classification Committee shall consider all proposals for membership and present the names of candidates to the club board...On approval, the Organization, Membership, and Classification chairman shall extend a written invitation to the person accepted to become a member and notify the club members.
- (5) 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 the 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 elective 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 from the payment of dues. The club shall assume the obligation for payment of international and district dues for any honorary member the club may elect.

Section 2. Referral Privileges. A member who moves to the geographical location of another Zonta club may be elected to membership in that club, provided the required dues have been paid. [Delete "A referral fee in U.S. Dollars shall be paid by the member to Zonta International.]

Section 3. Duration of Membership

- A. Classified membership shall be for life after five (5) years' membership except as otherwise provided in these bylaws.
- B. A member dropped for nonpayment of dues may be reinstated upon payment of current obligations. 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 to the next meeting of the board. No member's resignation shall be accepted in good standing unless dues are paid.

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.

Section 5. Club Attendance Requirements. Any member, who is absent from all club meetings for two (2) consecutive months, without excuse deemed adequate in the opinion of the board, may be notified that membership may be forfeited. Should the absence continue following this notice, the board may notify the member that membership is forfeited. Attendance requirements can be met by attending a meeting of another Zonta club.

Article VI Dues

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

Section 2. 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. Dues shall be payable on or before April 1. Any member in arrears for dues for sixty (60) days shall forfeit membership.

Article VII Officers and Directors

Section 1. Officers. The officers of the club shall be a President, Vice-President/President-Elect, Secretary, and Treasurer.

- A. 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 (1) year.
- B. Vacancies. In case of a vacancy in the office of president, the vice-president/president-elect shall become president. Vacancies in other offices shall be filled by the club board.

Section 2. Directors. There shall be five (5) directors of the club, two (2) of whom shall be elected each year, and one of whom shall be the outgoing president.

- A. Qualifications. Members in good standing shall be eligible for the position of director.
- B. Vacancies. In case of vacancy in the position of director, the vacancy shall be filled by the club board.

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. Balloting may be by mail. A majority vote shall elect.

Section 4. Term of Office. The officers and directors shall assume office on June 1. The officers shall hold office for at least one year or until their successors assume office. The directors shall hold office for two (2) years, except the outgoing president who shall hold office for one (1) year. No officer or director shall be eligible to serve more than two (2) consecutive terms in the same office with the exception of the treasurer who shall be limited to four (4) consecutive years 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.

Section 5. Removal.

- A. 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 9). 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

international bylaws Article VII, Section 9.

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.

B. A member of the club board absent from more than two (2) 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.

Section 6 Duties of Officers. The officers of the club shall perform the duties prescribed by the club, by the Bylaws and Rules of Procedure of Zonta International, and by the parliamentary authority adopted by the organization.

- A. 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 ex-officio a member of all committees except the Nominating Committee.
- B. Vice President/President-Elect. The vice president/president-elect in the absence or inability of the president shall perform the duties of the president. The vice president/president-elect may serve as chairman of a committee and may be assigned other duties by the club board.
- C. 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.
- D. 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 thirty (30) days after the close of the fiscal year, all accounts shall be audited as provided by these Bylaws. No later than 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 ex-officio a member of the Finance Committee and the Service Committee.

Article VIII 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 the 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 Bylaws and Rules of Procedure of Zonta International. The Zonta Club Manual shall served as a guideline for club operation.

Section 3. Meetings. The club board shall hold regular monthly meetings unless otherwise ordered by the board. A majority of the members of the club board shall constitute a quorum.

Article IX Meetings

Section 1. Regular Meetings. Regular meetings shall be held on the second Thursday of each month unless otherwise ordered by the club board. The meeting in April shall be for the purpose of electing officers, directors, and members of the Nominating Committee. Additional social meetings may be held each year.

Section 2. Annual Meeting. The meeting in May shall be knows as the Annual Meeting and shall be for the purpose of receiving reports from officers, the club board, committees, and 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 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 4. Quorum. One-third (1/3) of the membership shall constitute a quorum at any regular or special meeting of the club.

**Article X
Nominating Committee**

Section 1. How Constituted. At its election meeting, the club shall 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 the 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 Nominating Committee. The member receiving the highest number of votes shall be the chairman of the Nominating Committee.

Section 3. Vacancies. Vacancies in the Nominating Committee shall be filled by the club board.

Section 4. 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.

Section 5. Report of the Committee. The Committee shall report the slate of officers, directors, and members of the Nominating Committee before the election 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 standing and special committees as the club board may authorize to achieve biennium goals.

- A. Standing Committees shall be: Finance Committee; Organization, Membership and Classification Committee; Public Relations and Communications Committee; Status of Women/Service Committee; and United Nations Committee
- B. Other Standing and Special Committees may include: Amelia Earhart/Scholarship Committee; Attendance/Calling Committee; Bylaws/Long-Range Planning Committee; Fellowship/Program Committee; Fund Raising/Antique Show Committee; Historian/Archives Committee; Intercity Committee; Literacy Committee; and Newsletter Committee.

Section 2. Appointment. Except as otherwise provided in the bylaws, the club president shall appoint committee chairmen and members 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 and Responsibilities of Standing Committees.

- A. Finance Committee. It shall prepare an annual budget and submit it to the board before consideration by the club; regularly analyze and report to the board and club on budget goals; work with the board in providing for an annual audit in line with these bylaws; report at the Annual Meeting; work cooperatively with all other committees on financial needs; coordinate the activities and reporting of other standing and special committees that fall within its purview (i.e. Fund Raising/Antique Show) and perform other duties as assigned by the club president and board.
- B. Membership and Classification Committee. It shall determine the eligibility of each person proposed for membership in line with these bylaws; report names of new members and losses of membership to District and International on authorized forms; work to recruit and retain new members; regularly analyze and report to the board and club on organizational and committee activities and goals; coordinate the activities and reporting of other standing and special committees that fall within its purview (i.e. Bylaws/Long Range Planning, Historian/Archives and Past Presidents); and perform other duties, as assigned by the club president and board.
- C. Public Relations and Communications Committee. It shall be responsible for publicizing activities and accomplishments of the club and its members; promoting public knowledge of Zonta and its purposes; developing public relations materials for the club, such as brochures and other informational items; regularly analyzing and reporting to the board and club on committee activities, and goals; working cooperatively with all other committees on their public relations needs; coordinating the activities and reporting of other standing and special committees that fall within its purview (i.e. Attendance/Calling, Newsletter, and Fellowship/Program) and performing other duties, as assigned by the club president and board.
- D. Status of Women/Service Committee. It shall have responsibility for development and oversight of all service activities of the club; recommending action in accordance with the Objects of Zonta International and the club; conducting the outreach, application process and selection for the club's Young Women in Public Affairs Award; regularly analyzing and reporting to the board and club on committee activities and goals; coordinating the activities and reporting of other standing and special

committees that fall within its purview (i.e. Amelia Earhart/Scholarship and Literacy); and performing other duties as assigned by the club president and board.

- E. United Nations. It shall have the responsibility for all club activities that recognize the Zonta connection with the United Nations (such as the annual United Nations Birthday activities) and other international relations activities (such as ZISVAW or environmental initiatives); regularly analyzing and reporting to the board and club on committee activities and goals; performing other duties as assigned by the club president and board.

Article XII

Audit

The club board shall cause the club financial records to be audited or reviewed by a person independent of the board, a certified/chartered public accountant, or by a qualified member of the club. For purposes of the audit or review, the books shall be closed at the end of the fiscal year.

Article XIII

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 International may be suspended or expelled. If a district is to take disciplinary action against a club, the authority for procedure shall be the current edition of Robert's Rules of Order Newly Revised. The disciplinary findings shall be referred to the International Board. A two-thirds (2/3) vote of the entire International Board shall be necessary for suspension or expulsion of a club. The action of the International Board shall be final.

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

Section 2. Member. Any member of a club who has acted in a 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 by the board for investigation. The procedure shall be as specified in Zonta International Bylaws Article VII Section 9.

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 with 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 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

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this club in cases in which they are not inconsistent with these bylaws or with Rules of Procedure adopted by the club.

Article XV

Amendment of Bylaws

Any provisions indicated in these Bylaws may be adopted or 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 have been given to each member at least ten (10) days before the meeting.

(Adopted 02/14/91)
(Amended 11/14/91)
(Amended 02/11/93)
(Amended 05/13/99)
(Amended 04/10/07)

**Rules of Procedure
Of
Zonta International**

The Rules of Procedure for the operation of Zonta International represent actions taken by Convention and by the International Board.

1. Operations Manuals (See International Bylaws Book)
2. Club Liability Insurance (See International Bylaws Book)
3. Amelia Earhart Fellowship. The Zonta Amelia Earhart Fellowship shall be in the amount of \$6,000 for one academic year.
4. Circularization
 - a. Circularization shall be defined as the use of membership lists or Club lists for advertising or promotion of any product, project, or individual other than those sponsored or approved by the appropriate District Governor.
 - b. The approval of the appropriate District Governor is necessary for a Zonta Club or an individual Zontian to circularize non-Zonta information to other Clubs or Zontians using membership lists or official Zonta letterheads.
 - c. Official Zonta letterheads are authorized for use only during tenure as an officer, director, or committee chairman to perform official functions and duties promoting the Objects of Zonta International.
 - d. A Zontian or a Zonta Club shall not circulate material to promote candidates for Club, District, or International Office.
5. Grievance (See International Bylaws Book)
6. United Nations
 - a. Consultative Status. Zonta International is recognized as having consultative status. Category I, with the Economic and Social Council of the United Nations (ECOSOC); Category B with the United Nations Education, Scientific, and Cultural Organization (UNESCO); with United Nations International Children's Emergency Fund (UNICEF); with the International Labor Organization (ILO); and with the Council of Europe.
 - b. Representatives. Zonta representatives to the United Nations shall be appointed by the International president-elect with the approval of the International Board. They shall function in accordance with guidelines approved by the International Board.

(Adopted at Dallas, June 27, 1990)

**Standing Rules
Zonta Club of Cheyenne**

1. The Club shall provide as a donation, as suggested by the family, amounting to \$10.00 on the death of a spouse of a Zonta member and \$25.00 on the death of a member of the Zonta Club of Cheyenne.

(Adopted 1984)

GLOSSARY

Actively engaged in a Classification Working at least fifty (50) percent of a normal workweek in an executive capacity in the business or profession represented by that classification.

Classification A classification is an occupation or profession as listed in the Marian de Forest Membership and Classification Manual.

Chairman One who presides over an assembly, meeting, committee, or board. Proper to use and has no sexist connotation. (Chairperson is not recommended and should not be used.)

Ex-Officio A position held because of one's office. An ex-officio member has all the rights of any other member of the committee, including the right to vote, but is not counted in the quorum.

Leave of Absence Official permission to be absent from Club meetings and activities.