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**ZONTA CLUB OF PIKES PEAK AREA BYLAWS**

Adopted by 2/3 of the members present and voting August 8, 2024

**Article I**

**Name**

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

**Article II**

**Objects**

The objects of this club and of Zonta International are:

1. To improve the legal, political, economic, educational, health and professional status of women at the global and local level through service and advocacy.
2. To work for the advancement of understanding, goodwill, and peace through a world fellowship of members.
3. To promote justice and universal respect for human rights and fundamental freedoms.
4. 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.** This club shall be nonpartisan and nonsectarian.

SECTION 2**. Principles and Public Issues.** This club may express itself about and become involved in principles and public issues having a bearing on its Objects, following the policies established by the Zonta International Board.

**Article IV**

**Membership**

SECTION 1**. Categories.** The membership of this club shall be limited to Classified Members, Past International Presidents, and Honorary Members.

1. A Classified Member shall be drawn from women and men with experience in a recognized business or profession who is willing to actively support and implement the Objects of Zonta International.
2. The club may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, a Past International President.
3. 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: (1) holding an elective office or directorship; (2) making motions and voting; or (3) representing the club as a delegate or alternate. The club board shall determine the specific tenure of any honorary membership. An Honorary Member shall be exempt from the payment of dues, and the club shall pay the international, district and area (if applicable) dues of any Honorary Member the club elects.

SECTION 2**. Election to Membership.**

1. All candidates for membership meeting the requirements for membership in these bylaws shall be considered.
2. The club Membership Committee shall review proposals for membership, whether by application or invitation, and present the names of all candidates to the club board with its recommendations. Approval for membership is made by the club board unless the club bylaws provide otherwise. If approved by a majority ballot vote of the board, the Membership chairman shall extend a written invitation to the person accepted to become a member and notify the club members.

SECTION 3**. Transfer Privileges.** A member of another Zonta club who moves to the geographical location of this club may transfer membership to this club, provided the required dues have been paid.

SECTION 4**. Duration of Membership.** Classified membership shall be for life except as otherwise provided in the Bylaws and Rules of Procedure of Zonta International. Any member in arrears for dues for sixty (60) days shall forfeit membership. 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.

**Article V**

**Meetings of the Club**

SECTION 1**. Regular Meetings.** The club shall hold regular monthly meetings, which may be held using electronic communication.

SECTION 2**. Annual Meeting.** An annual meeting shall be held once a year where the club president, committee chairs and /or project leads will present reports of the activities of the club.

SECTION 3. **Special Meetings.** Special meetings may be called by the president or shall be called upon the written request of five (5) members of the club. At least ten (10) days written 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.** A majority of the members present shall constitute a quorum at club meetings where business needs to be conducted, provided at least one-fourth of the current membership is present.

**Article VI**

**Club Board**

SECTION 1. **How constituted.** Elected officers and directors of the club constitute the club board.

SECTION 2. **Duties and Powers of the Board.** The 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 may make recommendations to the club, receive such reports of committees as it may find necessary and perform such duties as are required by these Bylaws and by the Bylaws and Rules of Procedure of Zonta International. The *Zonta Club Manual* shall serve as a guideline for club operations.

SECTION 3. **Meetings of the Board.** The board shall hold regular monthly meetings unless otherwise ordered by the board. A majority of the members of the board shall constitute a quorum. The club board may transact its business with electronic communication.

**Article VII**

**Officers and Directors**

SECTION 1. **Officers and Directors.** The officers of the club shall be at least a president, a vice president, secretary, and a treasurer or a dual treasurer/secretary. There shall be two or more directors.

SECTION 2**. Prerequisites.** To be eligible for the office of president, a member must have served on the club board for at least one (1) year or have been a past president.

SECTION 3. **Election.** Prior to the election meeting the nominating committee will present the slate to the full membership for an electronic vote. At the election meeting, officers, directors, and the nominating committee shall be elected as determined by the vote from the full membership. Officers and directors may be elected by an electronic vote. A majority vote of the club members shall be required to elect.

SECTION 4. **Terms of Office.** The officers and directors shall take office 1 June. Officers and Directors may hold office for up to four consecutive years or until their successors are elected and take office. Except for the treasurer who shall serve no more than four (4) consecutive years. A member who has served more than half a term in any office shall be deemed to have served a full term.

SECTION 5**. Resignations.** A resignation from the board shall be sent to the president, who shall advise the board.

SECTION 6**. Removal from Office.** 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 for removal is specified in the Membership Termination Policy.

SECTION 7. **Vacancies.** In case of vacancy in the office of president, the vice president shall become president. Vacancies in other offices shall be filled by the board of directors.

SECTION 8. **Duties of Officers.** The officers of the club shall perform the duties prescribed by the club, by these Bylaws, and by the Bylaws of Zonta International.

1. President. The president shall preside at all meetings of the club and of the club board and shall be the chief executive officer of the club and approve all payment orders and checks drawn by the treasurer. Subject to approval by the board, the president shall appoint the chairmen of all standing committees and other committees except the Nominating Committee and shall be an ex-officio member of all committees except the Nominating Committee.
2. Vice President. In the absence or inability of the president, the vice president shall perform the duties of president. The vice president may serve as a chairman of a committee and may be assigned other duties by the club president.
3. 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 president.
4. Treasurer. The treasurer shall be responsible for the funds of the club. 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 shall make periodic reports to the board and the club. Within 45 (forty-five) days of the close of the fiscal year (April 16), all accounts shall be examined by a person independent of the board. No later than 45 (forty-five) days after the term of office ends, the treasurer shall turn all records over to the successor.

**Article VIII**

**Nominating Committee**

SECTION 1**. Election.** At the election meeting, the club may elect a Nominating Committee of three (3) members for the next term. If the nominees are unopposed, a voice vote may be taken, and nominating committee members may select their own chairman. If elected by ballot vote, the three (3) members receiving the highest number of votes shall constitute the Nominating Committee. The member receiving the highest number of votes shall be chairman of the Nominating Committee.

SECTION 2**. 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 election meeting and to nominate at least three (3) members for the next term’s 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 the slate of officers, directors, and members of the Nominating Committee to the full membership for their vote prior to the election meeting. Additional nominations may be made by membership, provided the consent of the nominee has been obtained.

SECTION 4. **Vacancies.** Vacancies on the Nominating Committee shall be filled by the board.

**Article IX**

**Committees**

SECTION 1. **Committees.**

Committees shall be authorized by the club board. Guidelines for club committees are in the Zonta Club Manual.

1. **Standing committees shall be**: Membership Committee, and Public Relations Committee. Additional standing committees may be appointed at the discretion of the president or the board.
2. **Ad hoc committees** may be appointed at the discretion of the President or the Board. (i.e., Program, Fundraising, International Women’s Day, Bylaws, special event or projects, etc.)

SECTION 2. **Appointment.** Except as otherwise provided in these Bylaws, the club president shall appoint committee chairs, subject to approval by the club board.

SECTION 3. **Reports.** Committees shall report regularly to the club board and to the club.

**Article X**

**Fees and Dues**

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

**Article XI
Suspension or Expulsion**

Any member of the 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 club board for investigation (or a committee elected by the club if the complaint is against a club officer, per Article VII Section 6). Neither the member concerned, nor the complainant shall be appointed to the committee.

**Article XII**

**Financial Oversight**

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**

**Seal, Colors, Name and Emblem**

SECTION 1. **Seal.** The corporate seal of Zonta International, with the addition of the name of the club shall be the seal of this club.

SECTION 2. **Colors and Emblem.** The official colors and emblem of this club shall be those of Zonta International.

**Article XIV**

**Corporate Property**

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

**Article XV**

**Parliamentary Authority**

The rules contained in *Robert’s Rules of Order Newly Revised* shall govern this club in all cases in which they are not inconsistent with the club Bylaws or Rules of Procedure, the Zonta International Bylaws or Rules of Procedure, or the Rules of Procedure or Bylaws of the district in which the club resides.

**Article XVI**

**Amendment to the Bylaws**

These Bylaws may be amended by a two-thirds (2/3) vote of the club members present and voting at any regular meeting 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 (10) days before the meeting. Bylaws will be reviewed every two years.