



Article I Name

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

Article II Objects

The objects of this club and of Zonta International are:

- (a) To improve the legal, political, economic, educational, health and professional status of women at the global and local level 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.** 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. **Diversity of Membership.**

- (a) Each club shall have members in a variety of classifications.
- (b) Clubs shall have a membership composition that is inclusive, diverse and reflective of the Objects of Zonta International.

SECTION 2. **Categories of Membership.** The membership of this club shall be limited to Classified Members, Past International Presidents, and Honorary Members.

- (a) 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. Every member shall be assigned a classification based on the Zonta International Marian de Forest Manual.

- (b) 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.
- (c) 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 and district dues of any Honorary Member the club elects.

SECTION 3. Election to Membership.

- (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 club Membership Committee shall review applications for membership using the prospective membership form and present the names of all candidates to the club board with its recommendations. If approved by a two-thirds vote of the Board, the name of the candidate and supporting documentation shall be submitted in writing to each member of the club. During a period of 5 days from date of submission, any member may file an objection to granting membership to the candidate. If, during that period, two (2) members of the club file objections in writing, the Board will review the objections and after discussion will determine by a two-thirds vote the status of the application. If approved or denied, the Membership Chair will send a letter to the applicant.

SECTION 4. Transfer Privileges. A member of another Zonta club who moves to the geographical location of the Zonta club of may transfer membership to this club, provided the required dues have been paid and any other requirements of the receiving club are met.

SECTION 5. Duration of Membership. Classified membership shall be for duration of time the member fulfills dues requirements and membership practices.

Article V Meetings of the Club

SECTION 1. Regular Meetings. The Zonta Club of Harrisburg and Hershey holds its monthly meeting on the second Thursday of each month, September through June.

SECTION 2. Annual Meeting. The meeting in April is the annual meeting of the Zonta Club of Harrisburg and Hershey and shall be open only to Zontians. In this meeting, the club president and the club committee Chairs present reports of the activities of the club and all other business that may arise. Furthermore, the officers of the club and the members of the club Nominating Committee for the following year are elected.

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 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 membership is required to be present in order to constitute a quorum. A valid or binding affirmative vote must be cast by the majority of the members present unless otherwise specified elsewhere in these bylaws.

SECTION 5. **Electronic Conduct of Business.** The Club may hold meetings, vote, and provide notice to members through the use of electronic communication. The secretary shall record the vote and maintain that record and the president shall announce the result of the vote to the members.

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 through the use of electronic communication.

Article VII Officers and Directors

SECTION 1. **Officers and Directors.** The officers of the club and its directors shall be a president, a vice president, secretary, and a treasurer. There shall be three directors. Chairs of Authorized Committees and the Chair of the Nominating Committee shall be ex-officio members of the Board without voting rights. The current Immediate Past President will complete the term on the Board.

SECTION 2. **Qualifications.** To be eligible for the office of president, a member must at some time have been a member of the board for at least one (1) year.

SECTION 3. **Election.** At the annual 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 be required to elect.

SECTION 4. **Terms of Office.** The Officers, Directors and Nominating Committee members shall be elected at the Annual Meeting and take office June 1. Officers shall hold office for two years or until

their successors are elected and take office unless an officer or Director is elected to fill an unexpired term, in which event the Officer or Director shall serve the remainder of the unexpired term.

The Secretary and the Treasurer shall be elected on alternate years. One Director shall be elected the same year as the Secretary and two shall be elected the year the President, Vice President and Treasurer are elected. No officers, Directors or Nominating Committee members shall be eligible to serve more than two (2) consecutive terms in the same office unless the Board extends or limits the terms of office for the benefit of the Club. 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 refer it to the board for action.

SECTION 6. Removal. 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 complaint shall include specific charges and available evidence and shall be mailed to the officer or director concerned upon receipt by the committee. The committee shall give the officer or director concerned at least 20 days to respond in writing and may hold a hearing with the officer or director, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.

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 officer or director concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to participate in the deliberation or vote. Removal shall be by a two-thirds ballot vote of the club members present and voting. Notice of the club decision shall be immediately mailed with proof of service to the complainant and to the officer or director concerned. If dissatisfied with the club's decision, the complainant or the officer or director concerned may appeal to the District Board within 45 days from the date on which the notice of decision is mailed to the parties.

If the club fails to act on a written complaint, the complainant may notify the district board, which shall initiate disciplinary proceedings. The district board shall refer the written complaint to a committee elected by the district board, which shall include the district's bylaws Chair and at least two other members who are not members of the officer or director's club. The committee shall mail the complaint to the officer or director concerned upon receipt by the committee. The committee shall give the officer or director concerned at least 20 days to respond in writing and may hold a hearing with the officer or director, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.

Thereafter, the committee shall make a recommendation to the district board for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to the district board. The officer or director concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to participate in the deliberation or vote. Removal shall be by a two-thirds ballot vote of the entire elected district board. Notice of the board decision shall be immediately mailed with proof of

service to the complainant and to the officer or director concerned. If dissatisfied with the district board's decision, the complainant or the officer or director concerned may appeal to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties.

If the district board fails to act, the Zonta International Board 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 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.

- (a) 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. The president shall appoint the Chairs 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.
- (b) 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 Chair 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. 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 monthly reports to the board and the club and be an ex officio member of the Finance Committee. All accounts shall be examined annually 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.
- (e) Director. The directors serve as members of the board. They attend board and club meetings; chair committees, as appointed; propose policies, service projects, advocacy initiatives and other actions for the board to consider and recommend to the membership; review the draft budget and recommend to the members for approval; and perform other duties as assigned by the president.

Article VIII Nominating Committee

SECTION 1. Election. At the annual meeting, the club shall elect a Nominating Committee of three (3) members for the next term. If the nominees are unopposed, a voice vote may be taken and committee members may select their own Chair. 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 Chair 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 annual election, 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 at least 10 days prior to the Annual Meeting. Additional nominations may be made from the floor, provided the nominee has consented to serve.

SECTION 4. Vacancies. Vacancies in the Nominating Committee shall be filled by the club board.

SECTION 5. The current Immediate Past President will complete the current term as an ex officio member of the Nominating Committee without vote.

Article IX Committees

SECTION 1. Committees. There shall be at least the following standing committees and such other standing and special committees as the club board authorizes to achieve biennium goals and perform duties as outlined in the ZI Club Manual:

- (a) **Standing committees shall be:** a Membership Committee; a Service Committee; a Finance Committee and an Advocacy Committee.
- (b) **Other standing, ad hoc and special committees** may be appointed at the discretion of the president and club board.

SECTION 2. Appointment. Except as otherwise provided in the Bylaws, the club president shall appoint Committee Chairs.

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 reinstated 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 majority of the club members voting.
- (b) These dues shall be payable before May 31.

(c) From these dues the club shall pay the annual dues and fees of members to Zonta International and to the District.

Article XI Member 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. The process for the suspension or expulsion of a member will follow the same procedures as for a member of the board as outlined in Article VII Section 6 of these bylaws, and is outlined in detail in the ZI ByLaws, Article XIV Section 12.

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 Colors, Name and Logo

SECTION 1. **Logo.** The logo of Zonta International, with the addition of the name of the club shall be the logo of this club.

SECTION 2. **Colors.** The official colors 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 Zonta 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 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) affirmative vote by a quorum of club members in attendance 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.

Article XVII Dissolution

Upon the dissolution of this organization, assets will be distributed for one or more exempt purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

Approved: December 17, 2020

Amended: February 10, 2022