



BYLAWS
of
ZONTA CLUB OF HARRISBURG-HERSHEY FOUNDATION

ARTICLE I NAME

The name of this organization shall be the Zonta Club of Harrisburg-Hershey Foundation. It shall exist as an exempt organization under Section 501(c)3 of the United States Internal Revenue Code exclusively to carry out fundraising, distribution of funds, and to promote the charitable purposes as established by the Zonta Club of Harrisburg and Hershey.

ARTICLE II OBJECTS

The objects for which this corporation is formed are:

- a) To improve the legal, political, economic, educational, health and professional status of women at the global and local level through service.
- b) Exclusively for charitable, religious, educational and scientific purposes, as provided below and within the meaning of Section 501(c)3:
 - i. To provide service at the global and local level;
 - ii. To improve the legal, political, economic, educational, health, and professional status of women; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III POLICY

Section 1. This organization shall be nonpartisan and nonsectarian.

Section 2. 501(c)3 Mandate. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the objects clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from

federal income tax under Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

The members of this organization shall be limited to Classified Members of the Zonta Club of Harrisburg and Hershey as defined in the Bylaws of that organization.

ARTICLE V MEETINGS

Section 1. Regular Meetings. Unless otherwise ordered by the members or by the board, regular meetings of the Zonta Club of Harrisburg and Hershey shall also be the schedule for regular meetings of the Zonta Club of Harrisburg-Hershey Foundation. If both the Club and Foundation meet on the same schedule, there shall be separate agendas and minutes. The Foundation shall meet at a minimum of twice a fiscal year. Meetings can be held through the use of electronic communication.

Section 2. Annual Meeting. An annual meeting of the Foundation membership shall be held on the same date and at the same place as that of the annual meeting of the Club. The meetings shall have separate agendas and minutes.

Section 3. Special Meetings. Special meetings may be called by the Foundation Board or upon the written request of five (5) members of the Foundation. At least ten (10) days' notice of a special meeting must 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. 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.

ARTICLE VI OFFICERS AND DIRECTORS

Section 1. Officers and Board of Directors. The officers and directors of the Zonta Club of Harrisburg and Hershey shall serve in corresponding positions for the Zonta Club of Harrisburg-Hershey Foundation. The Board of the Zonta Club of Harrisburg-Hershey Foundation shall meet at least twice during the fiscal year.

Section 2. Duties and Powers of the Board. The board shall have general supervision of the affairs of the Foundation between meetings provided that none of its acts shall conflict with action taken 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. It may make recommendations to the Foundation, receive such reports of Committees as it may find necessary and perform such duties as are required by these Bylaws.

Section 3. Duties of Officers. The officers of the Zonta Club of Harrisburg-Hershey Foundation shall perform the duties prescribed by the club, by the club Bylaws, these Bylaws and the parliamentary authority adopted by the organization.

(a) President. The president shall preside at all meetings of the Foundation and of the Foundation board and shall be the chief executive officer of the Foundation.

(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 Foundation board.

(c) Secretary. The secretary shall keep a record of the proceedings of the meetings of the Foundation and of the board, conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the Foundation board.

(d) Treasurer. The treasurer shall be responsible for development of the budget and funds of the Foundation. The treasurer shall receive all funds of the Foundation; deposit them in such banks or other depositories as the Foundation Board designates; and give receipts for all moneys received by the Foundation. 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 Foundation. 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 Foundation meetings; chair committees, as appointed; propose policies, service projects, fund-raising activities 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.

Section 4. Compensation. Directors and officers shall receive no compensation for their services as such but may, by resolution of the Board, be allowed reimbursement for expenses actually and reasonably incurred which are necessary to carrying out the exempt purposes of the organization.

Section 5. Conflict of Interest. Zonta members, officers and directors shall disclose to the President any financial interest, official position, ownership interest, loan to or from or any other relationship that they (or a member of their immediate family) have directly or indirectly with Zonta customers, vendors, members, stockholders, or competitors. Financial ownership does not include ownership of a small amount (1% or less) of stocks or bonds in a publicly held company. Such interested person shall not be permitted to participate in the decision-making process with respect to the transaction.

ARTICLE VII COMMITTEES

Section 1. All responsibilities and expectations outlined in the Bylaws and any future Rules of Procedure of the Zonta Club of Harrisburg and Hershey shall apply to the Zonta Club of Harrisburg-Hershey Foundation.

Section 2. The Service Committee of the Zonta Club of Harrisburg and Hershey shall serve as the Service Committee of the Foundation. It shall have charge of and coordinate all service activities of the Foundation and promote the status of women in accordance with the objects of the Foundation.

Section 3. The Finance Committee of the Zonta Club of Harrisburg and Hershey shall serve as the Finance Committee of the Foundation. It shall have charge of and coordinate all fund-raising activities of the Foundation to promote the status of women in accordance with the objects of the Foundation.

Section 4. The Nominating Committee of the Zonta Club of Harrisburg and Hershey shall serve as the Nominating Committee of the Foundation, consistent with the bylaws of the Zonta Club of Harrisburg and Hershey.

Section 5. Ad hoc committees may be established by the Foundation Board.

ARTICLE VIII FISCAL YEAR

The fiscal year of this Foundation shall be from 1 June to 31 May, inclusive.

ARTICLE IX CORPORATE PROPERTY

All property, real, personal or mixed, legal or equitable, acquired by the Zonta Club of Harrisburg-Hershey Foundation by grant, purchase, gift, bequest or devise, shall be its corporate property.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall govern this organization 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 organization resides.

ARTICLE XI AMENDMENT TO THE BYLAWS

These Bylaws may be amended by a two-thirds (2/3) affirmative vote by a quorum of Foundation 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 and that notice of such proposed amendment shall have been sent to each member at least ten (10) days before the meeting.

ARTICLE XII DISSOLUTION

Upon the dissolution of the organization, assets shall 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 as the Foundation shall determine.

Approved: March 18, 2021

Amended: February 10, 2022