BYLAWS OF ZONTA CLUB
OF QUABOAG VALLEY, MASSACHUSETTS

ARTICLE I **Name**

The name of this organization shall be the Zonta Club of Quaboag Valley, Massachusetts. It shall exist only as a chartered Club of Zonta International.

ARTICLE II **Territorial Limits**

The territorial limits shall be the geographic area known as the Quaboag Valley, and surrounding communities in Western Massachusetts, U.S.A.

The territorial limits shall be the geographic area known as the Quaboag Valley and surrounding communities in Western Massachusetts, USA. **(2/06)**
Rationale: the limits were broadened in order to attract and include members who have interests or ties to the Quaboag area but happen to live or work in a surrounding town.

ARTICLE III **Objects (2/06)**

The objectives of the Club shall be to promote the Objects of Zonta International as a Club and in the local community to:

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

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.

The objectives were replaced with wording as listed in the Zonta International 2000 Bylaws.

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

The Zonta Club of Quaboag Valley shall be nonpartisan and nonsectarian.

Section 2. Principles and Public Issues

The Zonta Club of Quaboag Valley may express itself about and become involved in principles and public issues having a bearing on the Objects of this Club, 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. The Club shall be required to review and to reclassify its membership when necessary. The Club shall have members actively engaged in a variety of classifications. The minimum number of classifications shall equal one fourth (1/4) the total number of members of the Club. If the Club fails to maintain the required diversity of classifications, it shall have ten (10) months to increase the number of classifications to the required amount. The District Governor may extend this period.

A. Classified Member

(1) A Classified Member is a decision-maker accepted for membership under a classification as shown in the *Marian de Forest Membership and Classification Manual.*

(2) Those eligible for membership are executives and professionals in decision-making positions willing to support and implement the Objects of Zonta International. Membership candidates should be sought among the community leaders in varied businesses and professions.

(3) To be invited to membership, a candidate shall be actively engaged (work at least fifty (50%) percent of a normal work week) 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 Board. Upon Board approval, this Committee shall notify the Club membership at large, either at the next meeting or through the Club newsletter. This Committee shall then extend an invitation to the person accepted for membership and process the necessary paperwork.

(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 these Bylaws.

(6) A Classified Member in good standing is a member who meets attendance and dues requirements according to these Bylaws.

(7) Only a Classified Member in good standing shall be eligible to serve as an officer, director or Club delegate.

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 Member	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 from 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. A referral fee in U.S. dollars shall be paid by the member to Zonta International

Section 3. Duration of Membership

A. Classified Membership	Classified Membership shall be for life after five (5) years' membership, except as otherwise provided in these Bylaws.
B. Nonpayment of Dues	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. Resignation	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.
D. Leave of Absence	Leave of absence, not to exceed one (1) year, may be granted to a member upon approval of the Club Board. Payment of Zonta International dues, District dues and Club dues shall be required.

Section 4. 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, shall be notified that membership may be forfeited. Should the absences continue following this notice, the Board may notify the member that membership is forfeited. Attendance requirements can be met by attending another Zonta meeting, activity or event. (See Club policy.)

ARTICLE VI Dues

Section 1. Fiscal Year
The Fiscal Year of this Club shall be 1 June through 31 May, inclusive.

Section 2. Annual Dues
The annual dues of a Club member shall be established by the Club to include Zonta International, District and Club requirements. Dues shall be payable on or before 1 April, or as directed by the Club Treasurer. Any members in arrears for dues for sixty (60) days, who has not made arrangements with the Board, shall forfeit membership.

ARTICLE VII Officers and Directors

Section 1. Officers
The officers of the Club shall be a President, Vice President, Secretary and Treasurer.

A. Qualifications — Officers shall be Classified Members in good standing. 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 vacancy in the office of President, the Vice President shall become President. Vacancies in other offices shall be filled by the Club Board.

Section 2. Directors
There shall be a minimum of two (2) and a maximum of four (4) Directors of the Club. One member is the immediate past President.

A. Qualifications — Classified 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 in April, officers and directors shall be elected by ballot unless there is only one (1) nominee for the office, in which case, a voice vote may be taken. A majority vote shall elect. Officers shall be installed at the May meeting.

Section 4. Term of Office
The officers and directors shall assume office on 1 June. The officers and directors shall hold office for two (2) years or until their successors assume office. No officers or directors shall be eligible to serve more than two (2) consecutive years in the same office, with the exception of the Treasurer, who shall serve no more than four (4)

consecutive years in the same office. A member who has served more than half (1/2) a term shall be deemed to have served a full term in that office. A member who has previously served as an officer or director is eligible to serve in the same office again after an intermission.

Section 5. Removal

A. Club Officers	Club officers and directors may be removed for cause by a two-thirds (2/3) ballot vote of the Club Board after an opportunity for a hearing by a committee of the Board and a report by such committee to the Board. Cause shall include, but not be limited to, failure without excuse to attend meetings, failure to perform duties of the position, or acting in such a way as to injure the good name of Zonta or to hamper the work of Zonta. In the case of action on the removal of a member of the Club Board, such member shall be entitled to be present for consideration of the action to be taken, but shall not be entitled to vote.
B. Board Members	A Board member absent from more than two (2) consecutive Board meetings, without an excuse deemed adequate by the Board, may be asked by the Board to resign from office.

Section 6. Resignation
A resignation from a Board member shall be sent to the President, who shall refer it the Board for action.

Section 7. Duties of Officers
The Club officers shall perform the duties prescribed by the Club, by the Zonta International Bylaws and Rules of Procedure, and by the parliamentary authority adopted by the organization, such as *Robert's Rules of Order*, designated by these Bylaws.

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 standing committees and all other committees, except the Nomination Committee.

B. Vice President

The Vice President shall perform the duties of the President in the absence or inability of the President. The Vice President may serve as chairman of a committee and may be assigned other duties by the Club Board.
Note: It is strongly recommended that the person assuming the office of Vice President should be committed to move up to the office of President when that office becomes vacant.

C. Secretary

The Secretary shall keep a record of the proceedings of the Club and of the Board, and perform other duties assigned by the Club Board.

D. Treasurer

The Treasurer shall be responsible for all 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. 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 an ex-officio member of the Finance Committee.

E. Directors

The Directors can include any member in good standing and are elected by members of the Club to work with Club Officers to direct the affairs of the Club. (Refer to ZI Club Manual of Procedures, page 17, for list of Board Responsibilities.)

The directors are responsible for reporting dissatisfaction within the Club, being discreet accurate, and constructive in presenting change or explanation to club for particular action taken being sensitive and conscious of others' feeling. Check on procedure if something is not being done correctly. Reminding the President if something is forgotten. Contribute ideas, volunteer help supporting the officers, storing information if asked to accept a nomination for any position within the club, you will have the knowledge and confidence to accept the nomination. **(2/06)**

ARTICLE VIII Meetings

Section 1. Regular Meetings
Regular Meetings shall be held on the second Monday of each month, except July and August, unless otherwise directed by the membership. The meeting in April shall be for the purpose of electing officers, directors, and members of the Nominating Committee.

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. Installation of officers shall occur at the Annual Meeting.

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' advance 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 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 these Bylaws and Zonta International's Rules of Procedure. *The Manual of Procedures for Zonta Clubs* shall serve as a guideline for Club operation.

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Section 3. Meetings

A. Regular Meetings	The Board shall hold regular monthly meetings unless otherwise ordered by the Board.
B. Special Meetings	Special Meetings of the Board may be called by the President and shall be called upon the written or verbal request of at least three (3) members of the Board. Except in emergency, at least three (3) 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.
C. Quorum	A majority of the members of the Board shall constitute a quorum for any regular or special meeting.

ARTICLE X Nominating Committee

Section 1. How Constituted
At its Election Meeting, the Club shall elect a Nominating Committee of three (3) members to serve a two (2)-year term.

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
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 or more members for each office, directorship and nominating committee membership to be filled at the annual election. Nominees must give consent to be on the ballot.

Section 5. Report of the Nominating Committee
The Nominating Committee shall report the slate of officers, directors, and nominating committee members before the Election Meeting. Additional nominations may be made from the floor provided the nominee has consented to serve.

ARTICLE XI Committees

Section 1. Biennium Goals
There shall be at least the following standing committees and such other standing and special committees as the Club Board may authorize to achieve the Biennium Goals. The responsibilities of two (2) or more committees may be combined.

A. Standing Committees	Standing Committees shall be Organization / Membership and Classification, Public Relations and Communications, Status of Women Service, United Nations, and Finance Committee.
B. Other Committees	Other Committees may include: Bylaws, Attendance, Fellowship, Newsletter, Program, Amelia Earhart, Scholarship, ZISVAW, and others.
C. Club Authorized Committees	The membership shall have the power to form and dissolve additional committees to further the Objects of the Club.

Section 2. Appointment
Except as otherwise provided in these 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

A. Organization, Membership and Classification Committee	This committee shall consider all proposals for membership and present the names of candidates to the Board. On approval, the Committee chairman shall extend a written invitation to the person accepted to become a member and notify the Club members, following Membership Procedures.
B. Public Relations and Communications Committee	This committee shall develop a plan to create external and internal awareness of the purpose and Objects of Zonta International.

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C. Status of Women Service Committee	This committee shall recommend action in accordance with the Objects of Zonta International and with the Club Board. It shall promote interest in the Club and within the community in programs improving the Status of Women, including the Amelia Earhart Fellowship Awards and Z Club programs. It shall have charge of all service activities of the Club Board.
D. United Nations	This committee shall receive and disseminate pertinent information about the United Nations.
E. Finance Committee	This committee 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 project goals; work with the Board in providing for an annual audit in line with these Bylaws; and report at the Annual Meeting.

ARTICLE XII Audit

The Club Board shall cause the financial records to be audited or reviewed by a certified public accountant or by a qualified member of the Club. For purposes of the audit, 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 may be suspended or expelled. If a district is to take disciplinary action against a Club, the authority for the procedure shall be the recognized parliamentary authority adopted by the Club or the law of the country in which the Club resides. The disciplinary finding shall be referred to the Zonta International Board. A two-thirds (2/3) vote of the entire Zonta International Board shall be necessary for suspension or expulsion of a Club. The action of the Zonta International Board shall be final.

Section 2. Member
Any member of a club who has acted or is acting in a way to injure the good name of Zonta may be expelled. If a club is to take disciplinary action against a member, the authority for the procedure shall be the recognized parliamentary authority adopted by the Club or the law of the country in which the Club resides. The disciplinary finding shall be referred to the District Board. A two-thirds (2/3) vote of the entire Board shall be necessary for the expulsion of a member. The action of the District Board shall be final.

ARTICLE XIV Parliamentary Authority

The Club shall adopt parliamentary authority used in the country where the Club resides: *Robert's Rule of Order*.

ARTICLE XV Amendments to the Bylaws

The Club membership by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting for that purpose, may amend or adopt any option indicated in these Bylaws, providing that notice of such proposed amendment has been given to each member at least 20 days before the meeting.

ARTICLE XVI Club Identification

Section 1. Colors
The official colors of this Club shall be mahogany and gold.

Section 2. Emblem
The emblem of the Club shall be a square as shown:
To apply for permission to use the Zonta emblem, the Club sends a request to the Executive Director of headquarters, including a description of the item, its uses, and a sketch, if possible. The Executive District acts on behalf of the Zonta International Board in authorizing such requests.

Zonta Clubs are authorized to use the Zonta name and emblem on Club projects or programs approved by the Club. Clubs are not authorized to call a Club project a "Zonta International project." If the word Foundation is used, it should be clear that it does not refer to the Zonta International Foundation.

Section 3. Name and Symbol
The name and symbol of Zonta may be used by any Club or member of Zonta International, but only in accordance with regulations issued by Zonta International. (Refer to Section 2 above, Emblem.)

Section 4. Club Property
All property – real, personal or mixed – legal or equitable, acquired by the Zonta Club of Quaboag Valley by grant, purchase, gift, bequest, or devise shall be Club property for all purposes. An inventory will be maintained to ensure property is accounted for.