



ZONTA
CLUB OF SALT LAKE

**ZONTA CLUB OF SALT LAKE AREA
BYLAWS**

**Article I
Name**

The name of this organization shall be the Zonta Club of Salt Lake Area ("Club"). The Club shall exist only as a chartered club of Zonta International. The Club is an affiliate of Zonta International and shall be governed in accordance with the Zonta International Bylaws, the Zonta International Rules of Procedure, the policies adopted by the Zonta International board, these Bylaws and District 9's Bylaws, Rules of Procedure, and policies.

**Article II
Objectives**

The Objectives 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 and within the Club 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. Non-Partisan and Nonsectarian. The Club shall be non-Partisan and nonsectarian.

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

**Article IV
Membership**

SECTION 1. The Club shall have a membership composition that is inclusive and diverse.

- (a) Members of the Club shall be drawn from individuals with experience in a recognized business or profession and who are willing to actively support and implement the Objectives of the Club and Zonta International.
- (b) The Club may retain as a member or may elect to its membership, without additional initiation fee, a Past International President.
- (c) Honorary Members shall be individuals who have distinguished themselves by some unusual service other than 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 (2) 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 applicable international, district, and area dues of any Honorary Member the Club elects.

SECTION 2. Election to Membership.

- (a) All candidates for membership meeting the requirements for membership in these bylaws shall be considered.
- (b) 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. The Club's Membership committee shall notify the Membership of the new members prior to extending an invitation to an applicant or invitee to become a member.

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. Membership shall be for life, provided financial obligations, including membership dues are met and as otherwise provided in the Bylaws and Rules of Procedure of Zonta International.

**Article V
Meetings of the Club**

SECTION 1. Regular Meetings. The Club shall hold at least ten (10) regular monthly meetings, which may be in person or via electronic methods if participants have the opportunity for simultaneous communication. Meetings will generally be held on the second Wednesday of each month.

SECTION 2. Annual Meeting. The annual meeting of the Club shall be held no later than May 31st. In this meeting, the President, the officers of the Club, and the directors who are members of the Board but not officers of the Club shall be installed. The Annual Meeting should be held in person; however, in the event of circumstances requiring an electronic meeting, participants shall have the opportunity for simultaneous communication.

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 that is delivered to the Club President. At least ten (10) calendar days' written notice of a special meeting shall be provided to the members. Special meetings may be held by electronic means if participants have the opportunity for simultaneous communication. At a special meeting, only the business mentioned in the special meeting notice may be conducted. Delivery or notice of the special meeting by electronic communication is permitted.

SECTION 4. Quorum. No less than one-fourth (1/4) of the members of the Club shall constitute a quorum, which is the minimum number of members to conduct business at any regular or special meetings of the Club. The membership may vote to change the definition of the Club's quorum at a regularly scheduled or special Club meeting provided prior notice, consistent with Article V, Section 3, is given to the members.

Article VI Club Board

SECTION 1. How constituted. Elected officers and directors of the Club constitute the Board, along with the immediate past President who shall serve a two (2) year term.

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 none of the Board's actions shall conflict with action taken by the Club. It may act upon routine questions in carrying out established policies and procedures (but shall not determine policy or procedure), authorize projects and donations, or adopt the budget according to the Club's Rules of Procedure. It may make recommendations to the Club, receive such reports of committees as it may find necessary and perform such duties as required by these Bylaws and by the Bylaws and Rules of Procedure of Zonta International. If applicable, the Zonta Club Manual or the Club's Rules of Procedure shall serve as a guideline for Club operations; provided, however, that they are not in conflict with the Bylaws and Rules of Procedure of Zonta International and the Club's Bylaws and Rules of Procedure.

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 Board may transact its business with electronic communication.

Article VII Officers and Directors

SECTION 1. Officers and Directors. The officers of the Club shall serve on the Board for the duration of their office and at a minimum, include a President, a Vice President, a Secretary, and a Treasurer or a dual Secretary/Treasurer. Officers of the Club are also directors. Members of the Board who are not officers are directors. There shall be at least

four (4) or more directors in addition to the officers and the immediate past President, who shall service as a director following the end of their term until their successor as President becomes the immediate past President and assumes the role as a director.

SECTION 2. Prerequisites. To be eligible for the office of President, a member must have served on the Board for at least one (1) year.

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. A majority vote of those present and voting shall be required to elect members as officers and directors.

SECTION 4. Terms of Office. The officers and directors shall take office on the 1st day of June. Officers shall hold office for a term of one (1) year or until their successors assume office; however, officers shall be limited to two (2) one (1) year terms. Directors shall hold office for a one (1) term of two (2) years or until their successors assume office. Two (2) non-officer directors shall rotate off the Board each year. Officers are not eligible to serve more than two (2) consecutive terms in the same office with the exception of the Treasurer who may serve four (4) consecutive one (1) year terms in that office. Directors are not eligible to serve more than one (1) term in office without a break in service. 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 the matter to the Board for action. Resignation may be made by electronic communication. The President may fill the vacancy with a member who will fulfill the role for the remaining term.

SECTION 6. Removal from Office. Club officers and directors may be removed for cause by the Club members upon a 2/3 ballot vote. 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 hamper its work. A complaint in writing against an officer or director for such behavior shall be referred by the Board to the Bylaws and Resolutions Committee. The procedure for the investigation and for potential removal shall be as specified in Zonta International's Policies and the Club's Rules of Procedure.

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 as designated by the Club President.

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 as well as any applicable Bylaws of the appropriate District.

(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 and provide written approval, which may be electronic, for all payment requests and checks drawn by the Treasurer. In the event there are no volunteers, the President shall appoint the chairs of all standing committees and other committees except the Nominating Committee. The President

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 Board.
- (c) **Secretary.** The Secretary shall keep a record of the proceedings of the meetings of the Club and the Board, conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the 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 periodic reports to the Board and the Club. No later than thirty (30) after the term of office ends, the Treasurer shall turn all records over to the successor. Within forty-five (45) calendar days of the close of the fiscal year, all accounts shall be examined by a person independent of the Board designated by the President.

Article VIII Nominating Committee

SECTION 1. Election. At its annual meeting, the Club may elect a Nominating Committee of 3 (three) members for next term. If the candidates are unopposed, a voice vote may be taken, and committee members may select their own chair. If elected by ballot vote, the 3 (three) 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 provide the slate of officers, directors, and members of the Nominating Committee before the election meeting. No name shall be presented unless the nominee has consented to serve if elected. Nominations may be made from the floor.

SECTION 3. Report of the Committee. The Nominating Committee shall report on the slate of officers, directors, and members of the Nominating Committee at the March business meeting, one month prior to the annual meeting.

SECTION 4. Vacancies. Vacancies in the Nominating Committee shall be filled as designated by the Board.

Article IX Committees

SECTION 1. Committees. Committees shall be authorized by the Board. Committees shall comply with the Zonta International Club Manual and the District 9 Rules of Procedure.

SECTION 2. Appointment. Except as otherwise provided in these Bylaws, the President shall appoint committee chairs, after consultation with the Board.

SECTION 3. Reports. Committees shall report regularly to the Board and to the Club.

**Article X
Fees and Dues**

SECTION 1. Fiscal Year. The fiscal year of the Club shall be from 1 June through 31 May, inclusive.

SECTION 2. Initiation and Reinstatement Fees. The initiation fee shall be 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 shall be approved by a 2/3 (two-thirds) majority of the Club members voting. (b) These dues shall be payable on or before the date designated by the Treasurer. (c) From these dues, the Club shall pay the annual dues and fees of members to Zonta International and 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 by a 2/3 ballot vote. A complaint in writing against a member for such behavior may be made to the Board. The Board shall refer the complaint to a committee appointed by the Board for investigations (or 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. The process shall be specified in the Rules of Procedure.

**Article XII
Financial Oversight**

The 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 the Club's corporate property.

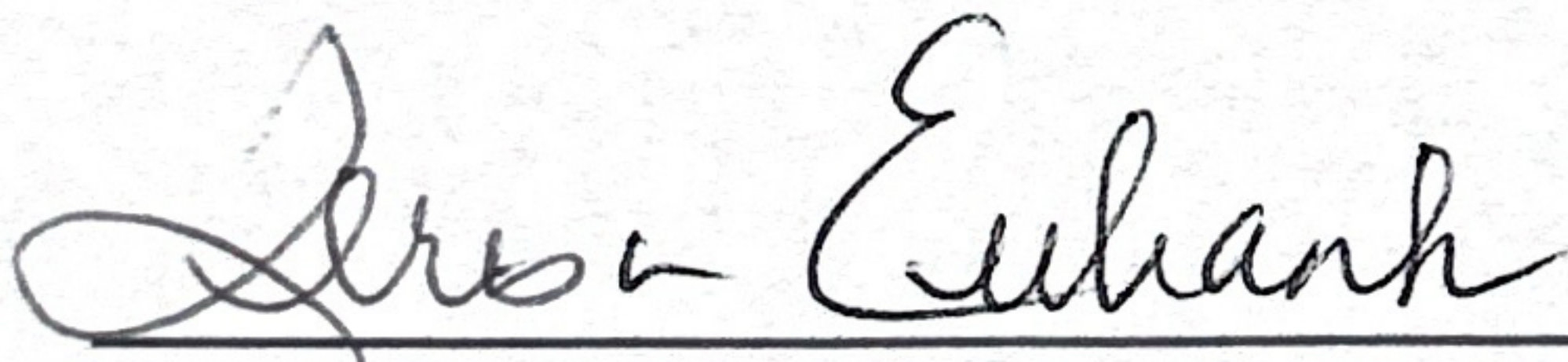
**Article XV
Parliamentary Authority**

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's Bylaws or Rules of Procedure or those of the District or Zonta International.

**Article XVI
Amendment to the Bylaws**

These Bylaws may be amended by a 2/3 (two-thirds) 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 10 (ten) days before the meeting.

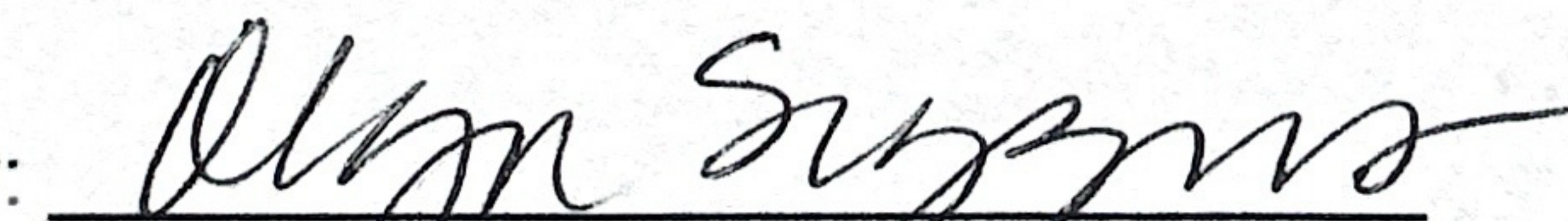
Reviewed and approved by the Zonta Club of Salt Lake Area this 8th day of April, 2026.



Teresa Subank

President, Zonta Club of Salt Lake Area

Witnessed by:


Olga Siggins