

## By-Laws of Zonta Club of Elmira, New York

### **Article I. NAME**

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

### **Article II. OBJECTS**

The objects of this club shall be:

1. To promote the objects of Zonta International:
  - a. To encourage high ethical standards in business and the professions.
  - b. To improve the legal, political, economic, and professional status of women.
  - c. To work for the advancement of understanding, good will, and peace through a world fellowship of executive women in business and professions, united in the Zonta ideal of service.
2. Within the area of this club
  - a. To stimulate the desire of each member to be of service.
  - b. To promote good fellowship as an opportunity for service.
  - c. To quicken the interest of each member in the welfare of this community, and to cooperate with others in its civic, social, commercial, and industrial development.

### **Article III. POLICY**

SECTION 1: This club may express itself upon principles and public questions having a bearing upon the objects of Zonta International and of the club, provided that it shall at all times remain non-partisan and non-sectarian.

SECTION 2: Neither this club nor any of its members shall circularize other clubs of Zontians without first obtaining permission of the International Board of Directors.

## **Article IV. TERRITORIAL LIMITS**

The territorial limits of this club shall be confined to the corporate limits of any city and its environs except that one club may also be organized in two or more adjacent or neighboring municipalities not in themselves large enough to support separate Zonta Clubs, provided that such organization has the approval of the International Board of Directors.

## **Article V. MEMBERSHIP**

SECTION 1: The membership of this club shall be limited to the following classes: Active (Senior Active Members are Active Members and are so considered wherever the description Active Members is used), Past President of Zonta International, Merited, Associate, and Honorary.

SECTION 2: To be admitted to membership in this club, the area or territorial limits of the club must embrace:

- a. the location of the business or profession by which the member's classification is determined,
- b. the larger percentage of the activity carried on by her business or profession, or
- c. her residence and community interest. If a membership affects another club, it shall be subject to the written approval of any club so affected.

SECTION 3: Active membership in this club shall consist of but one member in a classification as listed in the Official Classification Guide, with the following exceptions:

- a. if otherwise qualified, there may be an active member for each newspaper, radio, television, or other principal public information service within the territorial limits of the club, and
- b. Any member of this club engaged as a field representative in organization work for Zonta International may be excused temporarily from participation in club affairs but may at the same time retain her membership in this club regardless of classification.
- c. Senior active membership in this club shall automatically be offered to any active member who has been an active member for a total of ten or more years and who notifies the secretary in writing of her intentions. A senior active member shall have all rights and privileges of an active member. A club may admit into membership another member in the classification of business or profession in which said senior active member is engaged. This member may represent the same or another firm.

SECTION 4: To be eligible for active membership, a woman shall be of good character and good business reputation and shall:

- a. be engaged as proprietor, partner, corporate officer, or manager of a reputable and recognized business;
- b. hold a responsible position in an executive capacity with discretionary authority in such business;
- c. act as a local agent or branch representative of a reputable recognized business, or have charge of such agency or branch in an executive capacity; or
- d. be engaged in a worthy and recognized profession, and shall be gainfully employed and devote at least sixty percent of her time to a business or a profession.

SECTION 5: The classification of an active member shall be determined by that business or profession to which she devotes at least sixty percent of her time, whether she works for an employer or works independently. The character of the business and not the position held by the woman in the business controls her classification.

SECTION 6: Except as provided in Section 8, only an active member in good standing shall be an officer of the club or shall represent the club as a delegate or alternate.

SECTION 7: Merited membership may be granted to any Zontian or former Zontian provided that:

- A. (1) She has become ineligible for active membership because of retirement from active membership or professional life; (2) she was a Zontian in good standing at the time of her loss of classification through retirement from business or profession; (3) she has given noteworthy service to Zonta; (4) she has held active membership for at least five continuous years or she is a charter member of a club that has been organized for less than five years and has held active membership in that club for at least three continuous years; (5) she resides near enough to the territorial jurisdiction of this club to assure her participation and attendance; (6) she does not hold merited membership in another Zonta Club.
- B. The number of merited members shall not exceed 20 percent of the active members of the club.

SECTION 8: A merited member shall be entitled to all of the privileges of active membership except those of representing a business or professional classification, of holding elective office or directorship, or of representing the club as a delegate or alternate at District Conferences.

SECTION 9: This club may retain as a member or may elect to its membership, without classification requirements and without additional initiation fee, any Past President of Zonta International whose business, profession, or residence is within the area of this club. She shall have all of the privileges of active membership except those of holding elective office or a directorship and of serving as a delegate or alternate. Past President of Zonta International membership shall not preclude the right of the holder to become an active member provided that she qualifies and that the classification is open.

SECTION 10: An associate membership may be granted to any Zontian or former Zontian provided that:

- A. (1) She has held active membership for at least five consecutive years in this club or she is a charter member of this club, which has been organized for less than five years and has held active membership in this club for at least three years; (2) that for any reason she shall have become ineligible for active membership; (3) the number of associate members shall not exceed ten percent of the active membership of the club.
- B. An associate member shall be entitled to all privileges of the club except holding any elective office or serving officially as a delegate or alternate.
- C. Associate members shall not be disqualified by engaging in another business or profession.

SECTION 11: Honorary membership shall consist of women who have distinguished themselves by some unusual service other than their service to Zonta, and who reside within the territorial limits of this club. An honorary member shall be entitled to all of the privileges of the club except those of holding any elective office or a directorship, of making motions and voting, or of acting as a delegate or alternate. An honorary member shall be exempt from the payment of dues. This club shall assume the obligation for payment of International and District dues, and the per capita fee for the Marian DeForest Organization Fund for any honorary member that it may elect.

## **Article VI. ELECTION OF MEMBERS**

SECTION 1: A proposal for membership shall be made upon the official Prospective Membership form, shall be signed by one active or one merited member, and shall be accompanied by a written statement as to their personal knowledge of the character, qualifications, and desirability of the one proposed for membership.

SECTION 2: The Membership Committee shall investigate all proposals for membership. The committee shall forward the name of any candidate that it approves for membership to the Board of Directors for consideration. If approved by a two-thirds vote by ballot of the Board of Directors, the name of the candidate shall be submitted in writing to each member of the club. During a period of ten days from date of mailing, any member may file objection to granting membership to the candidate. If, during that period, two members of the club file objections in writing which in the opinion of the board are held to be valid, the favorable action of the board shall be nullified. A name once failing of election shall not be proposed again until the expiration of at least one year. If two objections held by the board to be valid have not been

filed within the ten-day period, the membership chairman shall extend a written invitation to the person accepted to become a member.

SECTION 3: An active member or a merited member whose membership, either in this club or in another Zonta Club, has terminated in accordance with Article VII, may be proposed for membership in this club without the expiration of one year, either in the same or another classification. Election shall be in the same manner as for original membership except that, if elected to membership, she shall be exempt from the payment of another new member fee; however, a reinstatement fee established by the Club must be paid.

SECTION 4: Any member of this club may propose to the Membership Committee for Past President of Zonta International Membership the name of any member eligible for such membership in this club in accordance with Article V, Section 9. The proposal shall be sent to the Board of Directors which, after consideration, shall refer it to the next meeting of the club for decision.

SECTION 5: A proposal for Honorary membership shall be made in accordance with Article V, Section 11, and election of an honorary member shall be in the same manner as for the election of an active member.

## **Article VII. DURATION OF MEMBERSHIP**

### SECTION 1:

- A. Active membership and merited membership shall endure for life except as otherwise provided in the By-Laws of Zonta International and these by-laws.
- B. Associate membership shall endure for life or until she becomes eligible for active or merited membership.

SECTION 2: Any member who fails to pay her dues within sixty days after the date on which they are due shall forfeit her membership in the club. The treasurer shall notify any member thirty days in arrears. If dues are not paid, at the expiration of another thirty days, the secretary shall notify the member of the forfeiture of her membership. A member dropped for non-payment of dues may be reinstated upon payment of all back dues provided that her application has been made within ninety days after forfeiture of membership and that her classification has not been filled in the meantime.

SECTION 3: Active membership shall terminate (a) if the member severs her connection with the firm, corporation, or institution through which she secured her classification for membership; (b) if she abandons the business or profession that assures her classification; (c) if she joins another organization in which membership is based upon similar classification. An active member in good standing who loses her classification may retain her membership with

all privileges until the end of the fiscal year, at which time her membership ceases automatically, except that a member who loses her classification between March 1 and May 30 may be given an extension of membership until August 31. The extension of this courtesy shall not preclude the right of the club to fill the classification. No member shall be required to forfeit membership because of a duplication of classification resulting from promotion within her own organization or from growth of her business.

SECTION 4:

- A. Merited membership shall terminate automatically (1) if or when a member having such membership re-enters active business or professional life, or (2) if a change of residence makes it impossible for her to continue attendance at and participation in the affairs of the club.
- B. A retired member whose merited membership has been established within this club shall be allowed to supplement her retirement income with part time employment without jeopardizing her merited membership, provided that such employment does not constitute eligibility for active membership as in Article V, Secs. 4 and 5.
- C. Termination of merited membership through change of residence shall not bar the member from election to merited membership in another Zonta Club.
- D. All sections of this article relating to termination of active membership shall operate, if applicable, in the case of merited membership.

SECTION 5: Honorary membership shall endure for life unless (a) the honorary member changes her residence from the territorial limits of the club, or (b) forfeits her membership for good cause as may be determined by a two-thirds vote by ballot of the Board of Directors, whose determination shall be final.

SECTION 6: The resignation of any member shall be sent in writing to the secretary, who shall present it to the next meeting of the Board of Directors. No member's resignation shall be accepted unless her dues are paid.

SECTION 7: Any member of this club who is absent from all club meetings for two consecutive months, without excuse deemed adequate in the opinion of the Board of Directors, shall be notified that her membership may be forfeited. Should the absences continue for another month following this notice, the board shall notify her that her membership is forfeited.

SECTION 8: Leave of absence may be granted to a member in good standing upon the recommendation of the Board of Directors of the club. This leave is not to exceed one year, during which time her classification shall be reserved. Payment of International and District obligations shall be required. Payment of club dues shall be left to the decision of the club.

## **Article VIII. OFFICERS AND DIRECTORS**

SECTION 1: The officers of this club shall be a President, Vice President, Secretary, and Treasurer. An Assistant Secretary and Assistant Treasurer may be elected at the option of the Club.

SECTION 2: The Nominating Committee shall present the slate of candidates in March, with election in April and installation at the Annual Meeting in May. All officers shall hold office for two years or until their successors take office. To be eligible for the office of President, a members must at some time have been a member of the Board of Directors for at least one year. One half of the Board of Directors shall be elected each year. They shall hold office for two years or until their successors are elected. With the exception of the Treasurer, no officer or director shall be eligible for more than two consecutive terms in the same office. A member who has served more than half a term in any office shall be deemed to have served a complete term.

SECTION 3: Officers and directors shall take office at the last meeting in May.

SECTION 4: A resignation from office shall be sent to the Secretary who shall refer it to the Board of Directors.

SECTION 5: In case of vacancy in the office of President, the Vice President shall become President automatically. Vacancies in other offices shall be filled by the Board of Directors until the next Annual Meeting, when the club shall fill the vacancy for the unexpired term.

## **Article IX. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

SECTION 1: At its business meeting in January or February, a Nominating Committee of five members shall be elected by the Club. Nominations shall be made from the floor and election shall be by ballot. The five receiving the highest number of votes shall constitute the committee and the member receiving the highest number of votes shall be chairman of the committee. It shall be the duty of this committee to choose not more than two members for each office to be filled at the annual election. No name shall be presented without the consent of the nominee to serve if elected.

SECTION 2: The Nominating Committee shall report at the business meeting in April. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained. The nominations in the report of the Nominating Committee with the additional nominations that may be made from the floor shall constitute the official ballot for the annual election.

SECTION 3: Election of officers and directors shall be by ballot unless there is but one nominee for each office, in which event a voice vote may be taken. A majority shall elect. Balloting may be by mail or in person, at the option of the club.

## **Article X. DUTIES OF OFFICERS**

SECTION 1: The officers of this club shall perform the duties described by the club, by these by-laws, and by the by-laws of Zonta International.

SECTION 2: The President:

- A. Presides at all meetings of the Club and of its Board of Directors
- B. Is an ex-officio member of all committees, with the exception of the Nominating Committee
- C. Appoints committee chairmen, with the approval of the Board of Directors
- D. Appoints all committees, with the exception of the Nominating Committee
- E. Represents or designates Club representatives whenever possible at civic, public and/or social affairs
- F. Attends Area Meeting, District Conference, and International convention, if possible
- G. Keeps Area Director and District Governor or Regional Representative informed of Club activities
- H. May present a written report of recommendations at the Club Annual Meeting
- I. Countersigns all checks issued by the Treasurer
- J. Performs such other duties as ordinarily pertain to her office, and keeps informed of committee activities through chairmen's reports

Section 3: The Vice President:

- A. Shall, in the event that the President is unable to act, assume the duties of and have the same authority as the President
- B. Shall attend all business meetings of the Club and of the Board of Directors
- C. Usually serves as the chairman of a committee

Section 4: The Secretary:

- A. Attends all business meetings of the Club and of the Board of Directors, and keeps and reads the minutes of these meetings
- B. Immediately following election, ensures that the retiring Club Secretary sends the list of new Club officers and committee chairmen to the Headquarters, the District Governor or Regional Representative, and the Area Director. The Headquarters will provide Officer Cards for this purpose.

- C. Is responsible for notifying officers or chairmen concerning action required by the Club or Board decisions as recorded in the minutes.
- D. At the beginning of each fiscal year, records in the Secretary's book a list of the membership of the Club and the roster of officers and committee chairmen, and keeps this list up to date.
- E. In cooperation with the Membership Committee, makes certain that changes in address are reported to Headquarters and to the District Treasurer as soon as changes occur.
- F. Conducts such correspondence as may be required. This includes communications requested by officers and committee chairmen, notices of forfeiture of membership, and notices of the Club's acceptance of a resignation.
- G. Keeps on hand a supply of Zonta stationery, ordered from Headquarters or purchased locally, for use by Club officers, committee chairmen, or members who request it for club purposes.
- H. Presents a written report of the Annual Meeting, covering the year's activities
- I. Cooperates with Headquarters, International Officers, District Governor or Regional Representative, and Area Director by answering correspondence promptly.
- J. Performs such other duties as ordinarily pertain to her office.

SECTION 5: The Treasurer:

- A. Attends all business meetings of the Club and of the Board of Directors.
- B. Serves ex-officio as a member of the Finance, Service, and Zonta Thanks Emergency Committees.
- C. Keeps an accurate record of the collection and disbursement of all club monies.
- D. Sends statements to members when dues are payable. New members should be sent statements of initiation fees and dues payable after acceptance of membership invitation.
- E. Sends reminders for delinquent dues as provided for in Club by-laws.
- F. Sends each member a receipt after dues have been paid.
- G. Receives all funds and deposits them in accordance with accepted budgets and other established practices. Sees that authorized signatures are on file with the Club's banks.
- H. Pays by check all properly approved bills which are submitted by the chairmen of committees, in accordance with the approved budget.
- I. Closes the books on May 15 so that they are ready for audit. The annual Treasurer's Report must be presented at the Annual Meeting.
- J. Works with the tax preparer to fill out Form 990 and file it before October 15, and pay any corporation tax as required by the Director of Internal Revenue by August 15.

- K. Makes remittance to Zonta International for payment of annual per capita dues on June 1. This must be done in cooperation with the chairman of the Membership Committee.
- L. Makes remittance to the District Treasurer for payment of district dues on June 1. This must be done in cooperation with the chairman of the Membership Committee.
- M. Makes remittance to Zonta International for the new member fee for each new member, and the reinstatement fee for each former member who has been reinstated according to the by-laws.

## **Article XI. MEETINGS**

SECTION 1: Unless otherwise ordered by the Club or the Board of Directors, regular meetings of the Club shall be held on the second and fourth Tuesday of each month except July and August. The second Tuesday of each month will generally be a public dinner followed by a speaker, while the fourth Tuesday of each month will be a business meeting. During the months of July and August the Club will hold weekly luncheon meetings, with members volunteering each week to bring food to share. During the last week of August, the Club will hold an evening picnic meeting for all members to launch the new year of activities.

SECTION 2: The business meeting on the fourth Tuesday of May shall be known as the Annual Meeting, and shall be for the purpose of receiving reports of officers, the Board of Directors, and committees, and for installing officers, and for any other business that may arise.

SECTION 3: Special meetings may be called by the President, and shall be called upon the written request of five members of the Club. At least three 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 notice.

SECTION 4: A business meeting or an Annual Meeting shall be open to Zontians only.

SECTION 5: One third of the members shall constitute a quorum at any regular or special meeting of the Club.

## **Article XII. BOARD OF DIRECTORS**

SECTION 1: The officers and directors shall constitute the Board of Directors. The officers of the Club shall be the officers of the Board.

SECTION 2: The Board of Directors shall have general supervision of the affairs of the Club between meetings of the Club provided that none of its acts shall conflict with the actions 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 other duties as are required by these by-laws and by the by-laws of Zonta International.

SECTION 3: Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held prior to each monthly business meeting of each month except July and August.

SECTION 4: Special meetings of the Board may be called by the President and shall be called upon the written request of at least three members of the board. At least three days' notice of a special meeting shall be given.

SECTION 5: A majority of the members of the Board shall constitute a quorum for any regular or special meeting of the Board.

SECTION 6: A member of the Board of Directors absent from more than two consecutive meetings of the Board without excuse deemed adequate in the opinion of the Board may, by a two-thirds vote by ballot of the Board, be asked to resign her office.

### **Article XIII. COMMITTEES**

SECTION 1: There shall be the following standing committees and such others, standing or special, as these by-laws or as the club may authorize.

SECTION 2: Unless otherwise ordered by these by-laws or by the Club, committees shall consist of a sufficient number of members to function adequately. Except as otherwise provided by these by-laws, the President shall appoint committees. Appointment of standing committees shall be subject to approval by the Board of Directors.

SECTION 3: Unless otherwise determined by the Board of Directors or by the Club, each committee shall present a report at the meetings of the Board and at each business meeting of the Club.

SECTION 4: A member of a committee absent from more than two consecutive meetings of the committee without excuse deemed adequate in the opinion of the chairman may be reported to the Board of Directors which, upon investigation, shall have authority to declare her place on the committee vacant.

SECTION 5: The Amelia Earhart Committee shall promote the educational program of Zonta International on Amelia Earhart and her contributions to aviation.

SECTION 6: The Attendance Committee shall keep a record of attendance at all meetings, make required reports, and shall investigate the continued absence of any member.

SECTION 7: The Birthday/Fellowship Committee shall promote acquaintance and friendship among the members.

SECTION 8: The By-laws/Parliamentarian Committee shall update by-laws to comply with convention changes every two years. In addition, they recommend changes when necessary for Club by-laws, propose changes to International by-laws, interpret Club by-laws, and answer questions and offer rulings on parliamentary procedure as needed. Roberts Rules of Order apply.

SECTION 9: The Finance and Fundraising Committee shall prepare a budget for the ensuing year and shall submit it to the Board of Directors which in turn shall refer the budget with its recommendations to the Club for consideration. The committee shall devise plans for raising money necessary to promote the purposes of the Club. Immediately preceding the Annual Meeting, the committee shall provide for an audit of the books of the Club, by a person or persons fully qualified. The committee shall report at the Annual Meeting.

SECTION 10: The Historical/Records/Scrapbook committee strives to preserve and update Club history by keeping records of yearly Club functions, scrapbooks with pictures, and articles pertaining to Zonta Club and its members.

SECTION 11: The Ida V. Shop Committee oversees the operation of the shop in a businesslike and professional manner by maintaining the consignment book and record of the inventory of items brought in for sale. In addition, the committee is involved with keeping the shop clean, displaying items in a tasteful manner, having records audited, filing sales tax, maintaining the checking and savings accounts, writing and distributing checks for consignment sales, and keeping a record of all sales on a monthly basis.

SECTION 12: The Intercity Committee shall devise ways and means of bringing closer relationship between the nearby local clubs and of exchanging courtesies with them.

SECTION 13: The UN/International Relations Committee shall cooperate with the International Committee on International Relations in maintaining contacts between existing clubs of different countries and in extending the work of Zonta International in other territory. It shall keep the Club advised of international movements affecting women, and devise and execute plans for participating in movements to improve international relations.

SECTION 14: The Membership/Classification Committee shall endeavor to discover and to propose women desirable for membership. It shall establish the classification and investigate the business, position, character, and general eligibility of each person proposed for

membership. The Committee shall conform to the requirements of the by-laws of Zonta International, Article IX Section 3, and of Article V and Article VI of these Club by-laws. It shall keep an accurate file of the membership and of the action of the committee, to be passed on to each incoming chairman. The Membership Committee chairman shall report to Headquarters within one week the names of new members and losses of membership, using the appropriate forms.

SECTION 15: The Miles of Pennies Committee is in charge of collecting all money from our Club donations of spare change gathered at Club events, and in suggesting an organization to support with these funds each year.

SECTION 16: The Programs Committee shall prepare and arrange programs for the regular and special meetings and for such social affairs of the Club as may be requested by the Board of Directors or by the Club.

SECTION 17: The Public Affairs Committee shall recommend action upon matters affecting public welfare. It shall devise and execute plans for the benefit and improvement of the community.

SECTION 18: The Publicity/Public Relations Committee shall plan and promote ways and means to inform the public of the ideals, aims, purposes, and acts of this Club and of the Clubs of Zonta International. This committee is responsible for placing notices of special events and fundraisers in local media and social media online. The committee keeps a press book of all publicity to be passed on to the Historical Committee.

SECTION 19: The Safety Committee shall cooperate with civic officials and safety councils in the promotion of safety in the house and properties of the Club.

SECTION 20: The Scholarship Committee, with approval from the Board of Directors, determines the procedures for awarding scholarships each year. Committee members accept and review applications, and make the determination of award recipients. Awards will be given to provide recognition and assistance to worthy individuals in the community who are pursuing academic endeavors beyond high school.

SECTION 21: The Service Committee shall have charge of all philanthropic or community service activities of the Club under the supervision of the Board of Directors.

SECTION 22: The Status of Women Committee shall recommend action upon conditions affecting the status of women and shall devise and execute plans for the improvement of their legal, political, economic, and professional status. This committee surveys the community to determine needs for improvement of the status of women, and recommends possible action or projects to the Service Committee and the Club Board. In addition, they organize action in support of legislation public policy, education, and civic programs relating to women, and keep the Club members informed of the accomplishments of women and the activities of other women's organizations. The committee cooperates with the Programs Committee in

presenting programs that will focus attention on vital community, national, and international issues concerning women.

SECTION 23: The Z Club Committee shall promote the organization of Z Clubs for girls in secondary schools, vocational and technical schools, colleges, and universities. The committee will serve in an advisory capacity to organized clubs.

SECTION 24: The Zodiac Newsletter and Zontian Reporter Committee publishes the Club newsletter. The newsletter includes information about Club service projects and other activities and may include articles submitted by the Club officers and committee chairmen, as well as pertinent materials from the District Governor's newsletter. This committee also serves as the reporter for The Zontian, the official publication of Zonta International.

SECTION 25: The Zonta Thanks Emergency Committee is in charge of any disbursements from the Zonta Thanks Emergency fund. This fund is only to be used for Elmira Zonta members and any disbursements are kept confidential. This committee does not make a formal report.

#### **Article XIV. FEES AND DUES**

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

SECTION 2: With the exception of charter members the initiation fee shall be that established by Zonta International, and shall be payable to Zonta International upon acceptance of invitation to membership. A former member of this Club or of another Club re-elected to membership will be subject to a re-enrollment fee as established by Zonta International, which shall be payable to Zonta International, in accordance with the requirements of Article X, Section 5.

SECTION 3: The annual dues of an active member shall be established by the Club, and are payable annually each April. From these dues the Club shall pay the annual dues of the member to Zonta International and to the District and to the annual per capita contribution to the Marian DeForest Organization Fund for extension. The payment of dues to Zonta International shall include a subscription to The Zontian for the period covered by the dues, and shall include access to the member sections of the District website and the Zonta International website. Any change in the amount of annual dues shall be approved by a two thirds (2/3) majority of the club members voting.

SECTION 4: The annual dues for merited members shall be established by the Club.

SECTION 5: The annual dues for associate members shall be equal to that paid by active members.

SECTION 6: The annual dues for Past President of Zonta International membership shall be established by Zonta International.

SECTION 7: An honorary member shall pay no dues, but this Club shall be responsible for the payment of the dues and per capita contributions to Zonta International and dues to the District of any honorary member that it elects.

SECTION 8: Any member in arrears for dues for sixty days shall forfeit her membership in accordance with Article VII, Section 2.

#### **Article XV. SEAL**

The corporate seal of Zonta International, with the addition of the name Elmira, New York, shall be the seal of this Club.

#### **Article XVI. DISCIPLINE**

Any member of the Club who has acted or is acting in a way to injure the good name or to hamper the work of the Club or of Zonta International shall be subject to discipline as prescribed in Article XVIII of the by-laws of Zonta International.

#### **Article XVII. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order: Revised shall govern this club in all cases in which they are not inconsistent with these by-laws or with the by-laws of Zonta International.

#### **Article XVIII. AMENDMENT TO BY-LAWS**

SECTION 1: These by-laws may be amended by two-thirds vote at any convention of Zonta International, provided:

- a. That the amendment has been proposed by the International Board, by a District conference, by the Constitution and By-Laws Committee, or by a Revisions Committee authorized by a convention of Zonta International, or by the International Board or; in the case of a non-districted club, by the Club through the International Constitution and By-laws Committee.

- b. That a copy of such proposed amendment shall have been delivered by registered mail to the executive director of Zonta International at least seventy-five days prior to the date of opening of the Convention; and
- c. That a copy has been sent by registered or certified mail to the President of every member Club at least sixty days prior to the date of opening of such convention.  
The executive director of Zonta International shall cause such copies to be sent.

SECTION 2: If any amendment to the by-laws of Zonta International make corresponding amendments to these by-laws necessary or causes them to be in conflict with the by-laws of Zonta International, the by-laws of this Club shall be considered to have been amended automatically to conform to the by-laws of Zonta International.

SECTION 3: Any option permitted by these by-laws may be adopted or amended by a two-thirds vote of the Club members, at any regular meeting or special meeting called for the purpose, provided that notice of such proposed amendment shall have been sent to each member at least ten days before the meeting.