



**BYLAWS OF THE ZONTA CLUB OF KAUAI**  
(Revised July 23, 2022)

**Article I**  
**Name**

The Name of this organization shall be Zonta Club of Kauai. It shall exist only as a chartered Club of Zonta International.

**Article II**  
**Territorial Limits**

The territorial limits of this Club shall be the Island of Kauai, including the island of Niihau.

**Article III**  
**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 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 IV**  
**Policy**

**Section 1. NONPARTISAN AND NONSECTARIAN**

- a) The Zonta Club of Kauai shall be nonpartisan and nonsectarian.

**Section 2. PRINCIPLES AND PUBLIC ISSUES**

- a) The Zonta Club of Kauai may express itself about and become involved in principles and public issues having a bearing on the Objects of Zonta International following the guidelines established by the Zonta International Board.

## **Article V Membership**

### Section 1. MEMBERS

- a) Categories: The membership of this Club shall be limited to classified members in good standing, past International Presidents and Honorary members.
- b) Diversity of Classifications:
  1. The minimum number of classifications shall equal one fourth the number of members of the Zonta Club of Kauai. The Club is not required to have members actively engaged for more than twenty-five (25) classifications.
  2. Eligible for membership are professionals in decision-making positions willing to support and implement the Objects of Zonta International. Membership candidates shall be sought among the community leaders in varied businesses and professions.
  3. To be invited to membership, a candidate shall be engaged in or retired from a recognized business or profession in a decision-making capacity.
  4. The Club Membership and Classification Committee shall consider all proposals for membership and present the names of candidates to the club Board. On approval, the Membership and Classification Committee chairperson shall extend a written invitation to the person accepted to become a member and notify the Club members at the meeting following the Club Board's decision of the candidates and the letters of invitation.
  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.
- c) 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.
- d) Honorary Membership: 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 elective 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.
- e) Referral Privileges: A member who moves to the Zonta International territorial limits of another Zonta Club may be elected to membership in that Club, provided the required dues have been paid.
- f) Duration of Membership:
  1. Classified membership shall be for life after five (5) consecutive years' of membership except as otherwise provided in these bylaws.
  2. The resignation by a member shall be sent in writing to the club president who shall present it to the next meeting of the board. No members resignation shall be accepted in good standing unless dues are paid.
- g) Leave of Absence: At the option of the Club, leave of absence, for no more than one (1) year may be granted to a member upon approval of the Club Board. Payment of Zonta International dues and District dues shall be required. Any outstanding Club fees are to be paid.
- h) Club Attendance Requirements: Any member who is absent from all club meetings for three (3) consecutive months, without excuses deemed adequate by the board, may be notified that membership is forfeited. The membership status of any member who is absent for more than six (6) Club meetings in a fiscal year, whether excused or unexcused, will also be reviewed by the board. Attendance requirements can be met by attending a meeting of another Zonta Club.

**Article VI  
Meetings and Elections**

Section 1. REGULAR MEETINGS: Unless otherwise ordered by the Club, regular meetings will be held on the first Thursday of each month. A second monthly meeting shall be held in February, April, October, and December, the dates to be announced. The May meeting shall be for the purpose of electing officers and directors.

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 Board, and committees and any other business that may arise.

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 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 of the members shall constitute a quorum at any regular or special meeting of the club. Proxies shall not be recognized at any meeting.

Section 5. ELECTIONS: 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. Election of officers, directors and nominating committee shall be at the May meeting.

Section 6. **Regular, annual or special meetings may be conducted in person or through the use of Zoom or any other online platform.**

**Article VII  
Officers and Board of Directors**

Section 1. OFFICERS AND BOARD OF DIRECTORS: The Officers of the Club and its Board of Directors shall be the President, President-Elect, Vice-President, Recording Secretary, Treasurer and Treasurer-Elect and there shall be three (3) Directors.

Section 2. QUALIFICATIONS: Officers shall be actively engaged in a classification. 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.

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. Majority vote shall elect.

Section 4. TERM OF OFFICE: The Officers and Directors shall take office 1 June. Officers shall hold office for either one or two years or until their successors are elected and take office. Directors shall hold office for either one or two years or until their successors are elected and take office. With the exception of the treasurer who shall be eligible to serve no more than four (4) consecutive years, no other Officer or Director shall be eligible to serve more than two (2) consecutive years in the same office. 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 voluntary resignation from office shall be sent in writing to the Club President who shall refer it to the Board for action.

Section 6. VACANCIES: In case of vacancy in the office of President, the President-Elect shall become President. The Club Board shall fill vacancies in other offices shall be filled by the Club Board.

Section 7. REMOVAL: Club officers and directors may be removed for failure to perform their respective duties in a timely manner and upon removal shall return all Club documents and paper work to the Board within five (5) calendar days of the President's written notice of removal. In addition, a member of the Board absent from more than two (2) consecutive meetings of the Board without an adequate excuse in the opinion of the Board can be asked by the Board to resign from office. A two-thirds (2/3) ballot-vote by the Board shall be required for removal.

Section 8. DUTIES OF OFFICERS: The Officers of the Club shall perform the duties prescribed by the Club, by the bylaws and rules of procedure of Zonta International, and by the parliamentary authority adopted by the organization.

- 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 be ex-officio member of all committees except for Nominating Committee.
- b) President-Elect: The President-Elect, in absence or inability of the President, shall perform the duties of the President. The President-Elect may serve as chairperson of a committee and may be assigned other duties by the Club Board.
- c) Vice-President: The Vice-President shall assist the President as needed and will serve as chairperson of the Membership committee.
- d) Recording Secretary: The Recording Secretary shall keep a record of the meetings of the Club and of the Board, and perform other duties as assigned by the President or the Club Board.
- e) Treasurer: The Treasurer shall be responsible for 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, and be ex-officio member of the Finance committee. No later than forty-five (45) days after the term of office ends, the Treasurer shall turn all records over to the successor.
- f) Treasurer-Elect: The Treasurer-Elect, in the absence or inability of the Treasurer, shall perform the duties of the Treasurer. The Treasurer-Elect may serve as chairperson of a committee and may be assigned other duties by the Club Board.

Section 9. CLUB BOARD: Elected Officers and Directors of the Club shall constitute the Club Board.

- a) 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 policy but shall not determine policy, authorize projects and donations, or adopt the budget. It shall perform such duties as are required by the bylaws and rules of procedure of Zonta International. The Manual of Procedures for Zonta Clubs shall serve as a guidance for Club operation.
- b) Meetings: The Club Board shall hold regular monthly meetings unless otherwise ordered by the Board. The majority of the members of the Club Board shall constitute a quorum.

## **Article VIII Nominating Committee**

Section 1. NOMINATING COMMITTEE

- a) How Constituted: At its election meeting, the Club will elect its nominating committee of at least two (2) members for the next year. The chairperson of this committee will be the Club's Past President.
- b) Election: If nominees are unopposed, a voice vote may be taken and committee members may select their own chairperson. If elected by ballot vote, the designated member of committee nominees receiving the highest number of votes shall constitute the nominating committee.
- c) Vacancies: Vacancies in the nominating committee shall be filled by the Club Board.

- d) 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 two (2) members for the next term's nominating committee.
- e) Report of the Committee: The committee shall present the slate of Officers and Directors at the General Membership Meeting. Additional nominations may be made from the floor.

### **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 may authorize to achieve biennium goals. The responsibilities of two (2) or more committees may be combined.

- a) Standing Committees
  - 1) Service
  - 2) Scholarship
  - 3) Status of Women
- b) Other standing and special committees may be added such as special interest but not limited to the list.
- c) Appointment: Except as otherwise provided in the bylaws, the Club President shall appoint committee chairperson, subject to approval by the club board.
- d) Reports: Committees shall report regularly to the Club Board and to the Club.

Section 2. AUDIT: For purposes of the audit or review, the books shall be closed at the end of the fiscal year, May 31, and reviewed by the Finance Committee.

### **Article X Club Dues**

Section 1. CLUB DUES

- a) FISCAL YEAR: The fiscal year of this Club shall be from June 1 through May 31 inclusive.
- b) ANNUAL DUES: The annual dues of the Club shall include Zonta International, District, and Club required fees. Dues shall be payable by May 1, except for extreme hardship due to an unprecedented circumstances, such as COVID-19.
- c) NEW MEMBER/REINSTATED MEMBER FEE: New members, and any former member of this Club who is re-elected to membership, shall be subject to a new member/reinstated member fee. Before reinstatement, all fines, dues, and other obligations which were incurred during the former members' active membership, must be paid in full.

### **Article XI International Identification**

Section 1. SEAL: The corporate seal of Zonta International shall be circular in form with the name, KAUAI, for this Club.

Section 2. COLORS AND EMBLEM: The official colors of this Club shall be mahogany and gold and the emblem shall be square as per the Bylaws of Zonta International.

Section 3. NAME AND EMBLEM: the name and symbol of Zonta may be used by this Club only in accordance with regulations issued from time to time by the Zonta International Board. Use of the name

and symbol of Zonta by nonmembers other than in news reporting or commentary is permitted only with prior approval by the Zonta International President.

**Article XIII**  
**Discipline**

Section 1. SUSPENSION OR EXPULSION: Any member of this Club that has acted or is acting in any way to injure the good name of Zonta or to hamper the work 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 this Club. The disciplinary findings shall be referred to the District Board. A two-thirds (2/3) vote of the entire district board shall be necessary for expulsion or a member. The action of the District Board shall be final.

Section 2. PARLIAMENTARY AUTHORITY: The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern this club in cases in which they are not inconsistent with these bylaws or with the rules of procedure adopted by Zonta International.