

Zonta International
District 10 Foundation, Inc. By-Laws

ARTICLE ONE - Purpose

1.01 PRIMARY PURPOSE

The primary purpose for which this corporation is organized is to carry out the charitable and educational purposes of Zonta International District 10.

ARTICLE TWO – Members and Meetings

2.01 MEMBERS

The members in good standing of Zonta International District 10 shall be members of the corporation.

2.02 MEETINGS

Unless otherwise designated by the Board of Directors, at least one meeting per biennium will be held during the Zonta International District 10 District Conference for the purpose of transacting any business as may come before the meeting.

2.03 PLACE OF MEETING

Regular meetings of the members shall be held at the same meeting place as the District Conference of Zonta International District 10

2.04 PLACE OF MEETING

No notice of a regular meeting shall ever be required, but notice may be given as the Governor of the Foundation may direct. **VOTING OF MEMBERS**

2.05 VOTING OF MEMBERS

The voting members shall be the Zonta International District 10 elected district officers and the delegates of each club in good standing of Zonta International District 10 per the procedures established for the Zonta International District 10 Conference.

ARTICLE THREE – Board of Directors

3.01 GENERAL POWERS

The affairs of the Foundation will be managed by its Board of Directors. The Board of Directors shall have the power and authority to receive gifts and legacies on behalf of the Foundation and to make gifts and donations of capital as well as of income in pursuance of the objectives and purposes of the Foundation

3.02 HOW CONSTITUTED

The elected officers of Zonta International District 10 (Governor, Lieutenant Governor, Treasurer and Area Directors) and the appointed secretary of Zonta International District 10 shall constitute the Board of Directors. Foundation Directors will take office at the time they take office on the District Board. In the case of a vacancy, the individual filling the vacancy on the Zonta International District 10 Board will fill the position.

3.03 VOTING MEMBERS

The voting members of the Board of Directors shall be the voting officers of District 10 (Governor, Lieutenant Governor, Treasurer and Area Directors).

3.04 QUORUM

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. However, action may be taken without a meeting as provided by Article 1306-9.10 and Article 1396-9.11 of the Texas Non-Profit Corporation Act if all the Directors sign a consent in writing, setting forth the action to be taken. This consent may be given by email. Similarly, telephone conferences or other conferences conducted whereby all Directors can hear each other and participate in the meeting shall constitute presence in person at such meeting.

3.05 REGULAR MEETINGS

Regular meetings of the Foundation Board will be held at the same time and place as the regular meetings of the Zonta International District 10 Board of Directors.

3.06 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the Governor or any two Directors. The place for holding any special meeting of the Board shall be determined by the Governor. Meetings may also be held by conference telephone call or electronic conferencing.

3.07 COMPENSATION

No Director shall receive any salaries for their services, but by reimbursement of the actual expenses of attendance is allowed for each regular or special meeting of the Board, if not reimbursed from another source.

ARTICLE FOUR – Officers

4.01 OFFICERS

The Officers of the Foundation shall be the officers of Zonta International District 10 (Governor, Lieutenant Governor, Treasurer, the Area Directors, and Secretary). Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

4.02 GOVERNOR

The Governor shall be the principle Executive Officer of the Foundation, and, subject to the direction and control of the Board of Directors, shall be in charge of the business and affairs of the Foundation. The Governor shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of Governor and such duties as may be prescribed by the Board of Directors. The Governor shall preside at all meetings of the Members and of the Board of Directors. The Governor shall execute for the Foundation any contracts, deeds, mortgages,

bonds, or other instruments that the Board of Directors has authorized to be executed. The Governor shall vote all securities that the Foundation is entitled to vote.

The Governor shall submit a report of the operations of the Foundation for the year at the District Conference.

4.03 LIEUTENANT GOVERNOR

The Lieutenant Governor shall assist the Governor in the discharge of duties as the Governor may direct and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence, inability, or refusal of the Governor to act, the Lieutenant Governor shall perform the duties of the Governor and when so acting, shall have all the powers of and be subject to all the restrictions of the Governor.

4.04 SECRETARY

The Secretary shall record the minutes of the meetings of the members and Board of Directors; be custodian of the corporate records; perform all duties incident to the office of Secretary and shall perform such other duties as may be assigned by the Governor or by the Board of Directors.

4.05 TREASURER

The Treasurer shall be the Chief Financial Officer of the Foundation and shall

- (a) have charge of and be responsible for the maintenance of adequate books of account for the Foundation;
- (b) have charge and custody of and be responsible for all funds and securities of the Foundation and for receipt and disbursement thereof: and
- (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Governor or by the Board of Directors.

ARTICLE FIVE – Funds, Books and Records

5.01 GIFTS

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or device for the general purposes of or for any special purpose of the Foundation.

5.02 BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors. Any Director or member may inspect all books and records of the Foundation for any purposes at any reasonable time.

5.03 INVESTMENT ADVISORS

The Board of Directors may employ investment advisors to assist the Board in investing the funds of the corporation.

5.04 SEGREGATION OF FUNDS

The Board of Directors may designate funds not previously designated and may accept donations of funds designated for specific purposes. Funds designated for a specific purpose and the earnings accruing thereto may not be used for any other purpose without the written consent of the donor or an order of a court of competent jurisdiction.

5.05 FUNDS

The following funds of the Zonta International District 10 Foundation shall exist.

Zonta International District 10 Educational Fund.

The Zonta International District 10 Educational Fund includes

- Young Women in Public Affairs Award
- Jane M. Klausman Business Scholarship
- Sara Metcalf Z Club/Golden Z Club Scholarship
- District 10 Rose Award for a Non-Traditional Student

Each scholarship will be given annually by District 10 to each winner in the amount of at least \$500 and no more than \$1000, the amount to be determined by the District Board on an annual basis.

The Foundation Board will determine the income for this fund. The Board may establish fundraisers for the fund. Donations will be accepted.

The respective District 10 Committee will determine criteria for award selection with the approval of the District Board.

ARTICLE SIX – Committees

6.01 COMMITTEES

The Governor shall, subject to the approval of the Board of Directors, appoint such other committees as deemed necessary. Each committee shall transact such business as is referred to it by the Governor or the Board of Directors. The Governor shall be an ex-officio member of all committees, and, as such, shall have all the privileges of membership thereon.

6.02 ELIGIBILITY TO BE A COMMITTEE MEMBER

Any member of a Zonta Club in District 10 is eligible to serve on a committee.

ARTICLE SEVEN – Miscellaneous

7.01 FINANCIAL INSPECTION

The Foundation Treasurer shall cause the books of the Foundation to be inspected annually by a qualified individual, independent of the Foundation Board, for the fiscal year ended May 31. The financial statement, audit report, inspection report and any recommendations shall be sent to the Foundation Board of Directors and presented at District Conference to the members.

7.02 FISCAL YEAR

The fiscal Year of the Foundation shall be from June 1 to May 31.

7.03 AMENDMENTS

These by-laws may be amended by a two-thirds (2/3) vote of the members and proxies present and voting at any District Conference provided that the proposed amendments have been sent to the members at least ninety (90) days before Conference.

7.04 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in cases in which they are not inconsistent with these bylaws or with the rules of procedure adopted by the foundation.

7.05 POLICIES AND PROCEDURES

The Foundation shall enact Policies and Procedures with which to conduct its affairs. A majority vote by the members and proxies present and voting at any District Conference shall be required to adopt any new Policies or Procedures. In the interim between conferences, the Foundation Board may adopt policies and procedure and shall inform the clubs of these policies and procedures and their rationale. These new policies and procedures will remain in effect until District Conference by which time they shall be rescinded by the Foundation Board or presented to the members for ratification. If the Foundation Board chooses to rescind a policy or procedure, the immediately succeeding board may not adopt the rule. Any policy or procedure submitted to and ratified at Conference shall remain in force until rescinded or otherwise disposed of by a Conference.

ARTICLE EIGHT – Dissolution

8.01 DISSOLUTION

Upon the dissolution and liquidation of the assets of the corporation, after paying all liabilities and obligations of the corporation, and after returning all assets held by the corporation upon condition requiring return, transfer or conveyance with those terms and conditions, any assets remaining shall

be distributed or transferred to one or more non-profit groups, corporations, or organizations engaged in or organized for charitable, educational, or benevolent purposes or activities, which themselves are exempt as organizations as described in Sections 501©(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code. The particular groups, organizations, or corporations shall be determined by a majority vote of the Board of Directors.

These District 10 Foundation By Laws were revised at District 10 Conference 10-07-05.