



Bylaws of Zonta Foundation for Women

Article I Purpose

The purpose of Zonta Foundation for Women is to carry out the charitable service purposes of Zonta International. Zonta Foundation for Women is organized exclusively for charitable purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons.

Article II Offices

Zonta Foundation for Women, an Illinois not-for-profit corporation, sometimes referred to in these Bylaws as the "Foundation," shall maintain in the State of Illinois a registered office and may have other offices within or without the state.

Article III Member

SECTION 1. Qualifications. The Foundation shall have one member, which shall be known as the "Corporate Member." The Corporate Member shall be Zonta International, an Illinois not-for-profit corporation, as governed by its board, or any successor thereto resulting by merger, consolidation or exchange of name.

SECTION 2. Matters Requiring Approval by the Corporate Member. The Corporate Member must approve the following actions by the board: amendment or restatement of the articles of incorporation or bylaws; merger, consolidation, dissolution or sale, lease, exchange, mortgage or pledge of the assets of the Foundation; and any other action for which membership action is required under the Illinois Not-for-Profit Corporation Act.

Article IV Board

SECTION 1. How Constituted. The officers and directors of the Foundation shall be those individuals serving from time to time as officers and directors of Zonta International. The officers and directors shall constitute the Zonta Foundation for Women Board.

SECTION 2. General Powers. The affairs of the Foundation shall be managed by its board. The board 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.

SECTION 3. Reporting. The board may report to the Corporate Member at every board meeting of the Corporate Member and shall report at least annually to the Corporate Member on all Foundation-sponsored programs, board meeting minutes and Foundation finances.

SECTION 4. Resignation of Board Members. Board membership is not transferable or assignable. Board membership is forfeited when an individual resigns from a role as an officer or director of Zonta International.

SECTION 5. Removal. Any board member may be removed by the Corporate Member whenever in its judgment the best interests of the Foundation shall be served by such removal.

SECTION 6. Vacancies. As the officers and directors of the Foundation shall be filled by individuals serving from time to time as officers and directors of Zonta International, any vacancy occurring in the board may be filled by the Corporate Member.

SECTION 7. Indemnification and Insurance. The Foundation shall offer officers and directors insurance. Provided that the board has made a determination that the board member has acted in accordance with their fiduciary obligations, the board member shall be held harmless for her/his actions, exercise of judgments or discretion in accordance with the duties and responsibilities of such board member. The board may rely on outside experts, if such reliance is reasonable. Gross negligent acts or omissions willful or wanton acts are not protected.

SECTION 8. Compensation. No board member shall receive any salaries for their services, but by resolution of the board, a fixed sum or reimbursement of the actual expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any board member from serving the Foundation in any other capacity and receiving reasonable compensation thereof.

SECTION 9. Meetings. The board may hold regular meetings in connection with the regular meetings of the Corporate Member and shall hold an annual meeting as a minimum. Meetings may be held by any means permitted by applicable law.

SECTION 10. Special Meetings. Special meetings of the board may be called by or at the request of the president or any five board members. Meetings may be held by any means permitted by applicable law.

SECTION 11. Notice. Notice of any special meeting of the board shall be given at least 48 hours in advance by any means permitted by applicable law to each board member at the address shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered within five days after being deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

SECTION 12. Quorum. A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 13. Manner of Acting. If a quorum is present at a meeting of the board, the affirmative vote of a majority of those board members present and voting shall be the act of the board, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 14. Action by Written Ballot. Action by written ballot requires a unanimous vote of the entire board. Proxy votes are not allowed.

Article V Officers

SECTION 1. **Officers.** The officers of the Foundation shall be a president, a vice president, a president-elect and a treasurer/secretary. The individuals holding these offices in the Corporate Member shall hold the same offices in the Foundation.

SECTION 2. **President.** The president shall be the chief executive officer and shall exercise a general supervision over the interests and welfare of the Foundation, preside at all meetings of the Foundation, the board and the Executive Committee, appoint committees authorized by the Foundation bylaws or the board and be a member of all committees.

SECTION 3. **Vice President.** In the absence or inability of the president to perform official duties, the vice president shall perform the duties of the president and at all times be a member of the Finance Committee and the Investment Committee.

SECTION 4. **President-Elect.** The president-elect shall perform such duties as assigned by the president and shall be a member of all committees.

SECTION 5. **Treasurer/Secretary.** The treasurer/secretary shall be the chief financial officer of the Foundation and shall at all times be a member of the Finance Committee and the Investment Committee. The treasurer/secretary shall have the authority to certify resolutions and other documents of the Foundation and shall report and perform other duties as required by these bylaws.

Article VI Executive Committee

SECTION 1. **How Constituted.** The officers of the Foundation shall constitute the Executive Committee.

SECTION 2. **Duties and Powers.** The Executive Committee shall act for the board between meetings of the board, except that its acts may not conflict with or modify action taken by the board including the budget. At the next meeting of the board, a report shall be made of the Executive Committee's actions.

SECTION 3. **Meetings.** Special meetings may be called by the president or upon request of two members of the Executive Committee.

SECTION 4. **Quorum.** A majority of the Executive Committee shall constitute a quorum.

SECTION 5. **Vote.** A majority vote of the entire Executive Committee shall be required for action.

SECTION 6. **Action by Written Ballot.** The Executive Committee may transact business by mail or through electronic communication. Action by mail or email requires a unanimous vote of the entire Executive Committee.

Article VII Executive Director

The executive director shall be appointed by the Foundation Board to manage the headquarters office, to assist the Foundation president and the board in conducting the business of the

Foundation, and to perform such other duties as are prescribed by these bylaws and policies or as may be required by the Foundation Board. The executive director shall abide by the policies, processes, and budgets established by the Foundation Board. The Foundation Board may designate the executive director to serve as the registered agent.

Article VIII Standing Committees

SECTION 1. Finance Committee. The president shall appoint a Finance Committee, composed of at least three Zontians. The members of the Finance Committee must have financial knowledge.

SECTION 2. Development Committee. The president shall appoint a Development Committee. The committee shall increase awareness of the Foundation's role in furthering the mission of Zonta International. It shall also encourage contributions, grants and bequests for Foundation activities from individuals, organizations, foundations, corporations and other sources. The committee shall increase awareness of and encourage legacy gifts including contributions and grants to the Foundation's endowment funds, bequest gifts under the Mary E. Jenkins 1919 Society and other programs as approved by the board.

SECTION 3. Investment Committee. The president shall appoint an Investment Committee. The members of the Foundation Investment Committee shall have investment experience.

Article IX Other Committees

The president, with the approval of the board, may appoint other committees and members, not having nor exercising the authority of the board, as needed from time to time. Any such committee and members thereof shall serve until the presidential term ends unless earlier removed. The president and president-elect shall serve as members of any such committee.

Article X Foundation Ambassadors

SECTION 1. Appointment. Each district of the Corporate Member shall be encouraged to have at least one foundation ambassador appointed by the governor.

SECTION 2. Duties. The foundation ambassadors shall educate club members about the international charitable service projects and education programs of Zonta International. They shall encourage clubs to make donations to the Foundation. They shall also encourage personal gifts to the Foundation.

Article XI Contracts

The board may authorize any officer or officers, in addition to the officers so authorized by these bylaws, or the executive director to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Article XII Books and Records

The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of board and committees having any of the authority of the board. All books and records of the Foundation may be inspected by any board member or the Corporate Member any proper purposes at any reasonable time.

Article XIII Audit

The treasurer/secretary shall cause the books of the Foundation to be audited annually at the close of the fiscal year. The financial statement, audit report and management letter from the auditors shall be sent to the Finance Committee, board and Corporate Member.

Article XIV Fiscal Year

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

Article XV Policies and Procedures

The board shall enact policies and procedures with which to conduct its affairs and have the power to alter or amend policies and procedures or adopt new policies and procedures. The policies and procedures may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with these bylaws, Articles of Incorporation, or the laws of the State of Illinois.

Article XVI Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws, a waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVII Amendments

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with the law or the Articles of Incorporation. A proposed amendment to the bylaws must be reviewed by the Foundation's legal counsel prior to adoption and counsel's recommendation shall be considered by the board. All new bylaws amendments must be ratified by the Corporate Member before they shall become effective.

Article XVIII Dissolution

In the event of dissolution of the Zonta Foundation for Women, any monies and assets, after paying all the Foundation's obligations, shall be distributed to another not-for-profit organization recognized under IRS Code Section 501(c)(3) as amended from time to time.

Amendments

Approved by the Zonta International Foundation Board, 3 February 2014
Amended by the Zonta International Foundation Board, 21 September 2014
Amended by the Zonta International Foundation Board after legal review, 15 June 2015
Ratified by the Zonta International Board, 18 June 2015
Amended by the Zonta International Foundation Board, 30 March 2016
Ratified by the Zonta International Board, 30 March 2016
Amended by the Zonta International Foundation Board, 16 November 2019
Ratified by the Zonta International Board, 18 November 2019
Amended by the Zonta International Foundation Board, 2 February 2020
Ratified by the Zonta International Board, 3 February 2020
Amended by the Zonta Foundation for Women Board, 14 June 2021
Ratified by the Zonta International Board, 21 June 2021