

Adopted: March 5, 2014: Effective June 1, 2014

AMENDED AND RESTATED BYLAWS
For
ZONTA FOUNDATION OF SOUTHWEST FLORIDA, INC.
(a Florida Not For Profit Corporation)

ARTICLE I

Name

The name of this corporation is the Zonta Foundation of Southwest Florida, Inc. (the “Foundation”).

ARTICLE II

Office

Section 1. Principal Office. The principal office of the Foundation shall be located in the city of Sanibel, Lee County, Florida or at such other location as the Board of Directors of the corporation may determine from time to time.

Section 2. Registered Office. The registered office of the Foundation required to be maintained in the state of Florida may, but need not be, identical with the principal office of the Foundation. The address of any registered office may be changed from time to time by the Board of Directors or the registered agent of the Foundation in accordance with the Florida General Not For Profit Corporation Act, as amended from time to time.

ARTICLE III

Objects and Purpose

The purpose of the Foundation is to carry out fundraising and distribution of funds for the purpose as established by the Zonta Club of Sanibel Captiva and such other Zonta Clubs whose members may be or become an additional class of member as set forth in Article IV. Further, the purpose is to provide support for other charitable and educational organizations which are organized exclusively for charitable, religious and educational purposes, specifically such organizations which are engaged in activities which advance the status of women. The Foundation may exercise all rights privileges and powers and have the benefit of all immunities as may be given to or enjoyed by not for profit corporations organized under the Act subject only to the limitations set forth herein and in the Articles. The Foundation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of, or in opposition to, any candidate for political office.

Notwithstanding any other provision of these by-laws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The Foundation shall be non-partisan and non-sectarian.

ARTICLE IV **Members**

There are currently two classes of members: (i) the Sanibel Class which includes all of the members of the Zonta Club of Sanibel-Captiva, Inc. (the “Sanibel Club”) and (ii) the Fort Myers Class which includes all of the members of Zonta Club of Fort Myers (the “Fort Myers Club”).

The Sanibel Class members shall vote on all matters presented to the members including without limitation the election of officers and up to six at large directors and grants to be made from funds raised by the Sanibel Class members except on (i) matters relating to the grantee of funds raised by the Fort Myers Class members and (ii) the election of the Fort Myers Class at large director. The Sanibel Class members shall take no action which shall negatively impact the rights and obligations of the Fort Myers Class members without the approval of a majority of the Fort Myers Class members.

The Fort Myers Class members shall vote on all (i) matters relating to the grantee of funds raised by the Fort Myers Class members and (ii) the election of the one Fort Myers Class at large director and shall have no other voting rights.

No class of members may make grants to (i) any organization which is not an organization under Section 501(c)(3) of the Internal Revenue Code or (ii) has not provided the information required by the Board of the Foundation.

Members of other Southwest Florida Zonta Clubs may become members of the Foundation upon application and approval by a majority of the Sanibel Class members. If the members of any additional Zonta Clubs become members, the members of each such subsequent club shall be established as a separate class of members with limited voting rights.

ARTICLE V **Meetings Of The Members**

Section 1. Annual Meeting. A meeting in April or May, on the same day as the annual meeting of the Sanibel Club, shall be known as the annual meeting and shall be for the purpose of electing officers and the six at large Sanibel Class directors and any other business that may arise. The Fort Myers Class members may elect their director at such meeting as they may call for that purpose in April or May.

Section 2. Meetings. Meetings will be held for the following purposes: budget adoption, grant approvals, policy and guideline adoption and for such other purposes as the President deems appropriate in the President's discretion. Additionally upon the written request of five members provided to the Secretary of the Foundation, a meeting must be called. At least ten (10) days prior notice of a meeting shall be provided. The business to be transacted at a meeting shall be limited to that mentioned in the meeting notice. All contributions and grants of the Foundation made from funds raised by the Sanibel Class members shall be approved by the majority vote of the Sanibel Class members present at a duly constituted meeting of the Foundation at which a quorum is present.

Section 3. Quorum. One-third of the Sanibel Class members shall constitute a quorum at any regular or special meeting of the Foundation. If a quorum is present at the beginning of the meeting, it shall continue throughout the meeting.

ARTICLE VII

Officers and Board of Directors

Section 1. Officers and Board of Directors. The officers and members of its Board of Directors shall be President, President-elect, Vice President, Secretary, and Treasurer. The President, President-elect and the Vice President shall hold the same office in the Sanibel Club. In addition to the directors listed above, there shall be up to six at-large members of the Board of Directors to be elected by the Sanibel Class members, each of whom shall also be at large directors of the Sanibel Club.

The immediate past president of the Foundation shall be a non-voting ex officio member of the Board.

There shall be one at large director, elected by the Fort Myers Class members in such manner as the Fort Myers class members may determine. If there are more than two classes of member, each additional class shall nominate and elect one member from such other Zonta Club of Southwest Florida, whose members are members of the Foundation.

Section 2. Qualifications. To be eligible to be the President, President-elect or Vice President or one of the at large directors of the Foundation elected by the Sanibel Class, such person shall have been nominated to or hold the same office in the Sanibel Club.

Section 3. Election. At the annual 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 a quorum present at the meeting shall elect the officers and the up to six Sanibel Class at large directors.

Section 4. Terms of Office. The members of the Board of Directors, officers and directors of all classes shall take office in June and shall remain in office for at least one year or until their term expires. Directors shall hold office until their successors assume office. No officer or director shall be eligible to serve more than two consecutive terms in the same office, with the exception of the Treasurer who may serve no more than four consecutive years. A

member who has served more than half a year in any office shall be deemed to have served a full year. A member who has served previously as an officer or director is eligible to serve in the same office again after an intermission of one year.

Section 5. Vacancies. In case of vacancy in the office of President, the President-Elect shall become President. Vacancies in other offices shall be filled by majority vote of the Board of Directors, subject to the requirement of Section 2, above.

Section 6. Duties of Officers. The officers of the Foundation shall perform the duties prescribed by the Foundation including without limitation the duties required by the State of Florida and the Internal Revenue Service, by these Bylaws and by the Bylaws and rules of procedure of Zonta International and by the parliamentary authority adopted by the Board of Directors.

- (a) President. The President shall (i) preside at all meetings of the Foundation and its Board, (ii) be the chief executive officer of the Foundation; (iii) appoint the chair of each committee except the Nominating Committee; and serve as an ex officio member of all Committees except the Nominating Committee. The President may appoint a Parliamentarian who shall be subject to approval by the Board who may be the same Parliamentarian as Parliamentarian of the Sanibel Club. The President shall also serve as President of the Sanibel Club.
- (b) President-Elect. The President-elect shall assist the President in all activities as requested by the President. In the absence of the President, the President-elect shall perform the duties of the President and shall serve as the president-elect of the Sanibel Club. The President-elect may also be chair of a committee.
- (c) Vice President. The Vice President, shall assist the President and the President-elect in such activities as may be requested by the President and in the absence of the President and the President-elect perform the duties of the President. The Vice-President shall also serve as the vice president of the Sanibel Club. The Vice-President may also be the chair of a committee.
- (d) Secretary. The Secretary shall keep a record of the proceedings of the minutes of the Foundation and the Board of Directors. The Secretary shall send out notices of meetings when necessary and keep a record of membership. The Secretary together with the President may appoint a Corresponding Secretary as a non-officer and ex officio, nonvoting member of the Board who shall be acting secretary in the absence of the Secretary and shall conduct all correspondence not specifically assigned to a member of the Board or committee and as requested by the President.
- (e) Treasurer. The Treasurer shall receive all funds of the Foundation and shall deposit them in such bank as may be designated by the Foundation. 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 quarterly reports to the Board and the Foundation. Within 45 days after the close of the fiscal year her accounts shall be audited as provided by the Finance Committee. The Treasurer shall be an 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 treasurer.

Section 7. Duties of the Board. The Board shall have general supervision of the affairs of the Foundation between meetings of the members, provided that none of its acts shall conflict with action taken by the members. It may act upon routine questions in carrying out established policies, but shall not determine policy inconsistent with the Articles or these Bylaws, authorize projects and donations in excess of \$500.00 or adopt the budget. It may adopt policies and guidelines from time to time not inconsistent with these Bylaws and the Articles, receive such reports of committees as it may find necessary, and perform such duties as are required by these Bylaws. The Board shall have the responsibility of approving and recommending to the membership all contributions to be made by the Foundation and shall make no recommendation for a contribution or grant to any entity which is not exempt as a 501(c)(3) organization within the meaning of the Internal Revenue Code. The Board shall consider any guidance or recommendations made by the Grants Committee and the Fundraising Committee which are Committees of the Foundation. Other committees of the Sanibel Club such as Communications, Finance, and Membership may serve in dual capacities as determined by the President and Board of Directors.

Section 8. Meetings of the Board. The Board shall hold quarterly meetings unless otherwise ordered by the President. A majority of the members of the Board of Directors present in person or by voice communication whereby all persons participating in the meeting, whether in person or from a remote location, are in oral and aural communication shall constitute a quorum.

Section 9. Removal. A member of the Board of Directors not present in person or by voice communication for more than two (2) consecutive meetings of the Board without excuse deemed adequate in the opinion of the Board may, by a two-thirds vote at a duly constituted meeting at which a quorum is present by ballot of the Board, be asked to resign his/her office.

ARTICLE VIII **Nominating Committee**

Section 1. How Constituted. The nominating committee shall consist of those persons who are on the nominating committee for the Sanibel Club.

Section 2. Duties. It shall be the duty of this committee to nominate one (1) or more members for each office or directorship to be filled at the annual election. Such nomination process shall be completed prior to the meeting of the members in the month preceding the election meeting.

Section 3. Report of the Committee. The Committee shall report the slate of officers,

directors, and members of the Nominating Committee at the meeting in the month preceding the election meeting. Additional nominations may be made from the floor, provided the nominee has consented to serve.

ARTICLE IX
Grants, Contributions, And Disbursements

Section 1. Specific Designation. Grants and contributions may be designated by the contributor for specific purposes provided such purpose is consistent with the purpose of the Foundation as set forth in the Articles and these Bylaws and the proposed recipient is an approved grantee of the Foundation Board as set forth in the applicable strategic plan for the year in question.

Section 2. Disbursements. The Foundation shall make all disbursements of funds it is required to make under the Articles, these Bylaws, the Internal Revenue Code of 1986, as amended from time to time, and the applicable laws of the state of Florida.

ARTICLE X
Fiscal Year

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

ARTICLE XI
Audit

The Board of Directors shall cause the financial records to be audited or reviewed by certified/chartered public accountants, by a qualified member of the Foundation, or by the Finance Committee. The Treasurer shall not participate in the audit or review other than by providing records. For purposes of the audit or review, the books shall be closed at the end of the fiscal year.

ARTICLE XII
Waiver Of Notice

Whenever any notice is required to be given under the provisions of these by-laws, or under the provisions of the Articles of Incorporation of the Foundation or under the laws of the state of Florida, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
Amendment to the Bylaws

Any amendment permitted by the Articles of Incorporation may be adopted or amended by a two thirds vote of the Sanibel Class members present at a regular or special Sanibel Class members' meeting called for that purpose and at which a quorum is present, provided that notice of such proposed amendment shall have been sent to each Sanibel Class member at least ten (10) days before the meeting.

ARTICLE XIV
Dissolution

Section 1. Distribution. In the event of the dissolution of this Foundation, the Board of Directors shall, after paying or making any provision for the payment of all of the liabilities of the corporation to be distributed as follows:

- (a) to any entity, which qualifies as an entity exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, amended, or
- (b) for exempt purposes or to the federal, state, or local government for a public purpose.

Section 2. No Benefit. No part of the assets of this Foundation may inure to the benefit of any private corporation, member, director, or any other private individual or entity.