



ZONTA INTERNATIONAL DISTRICT 05 BYLAWS

Article I Name

The name of this organization shall be the Zonta International District 05, hereinafter known as “the District”. The District is an affiliate of Zonta International and shall be governed in accordance with the Zonta International Bylaws, the Zonta International Rules of Procedure, the policies adopted by the Zonta International Board, these Bylaws and the District’s Rules of Procedure and policies.

Article II Areas

The district board shall establish areas and outline their boundaries. Area boundaries may be modified with the approval of the majority of the clubs affected.

Article III Members

SECTION 1. **Members.** Each club within the established boundaries of the district and each assigned e-club shall be a member of the district.

SECTION 2. **Voting Rights of Clubs.** Voting rights of clubs at the district level. The voting members of the district conference or a business meeting under Article XII may:

Approve district dues, rules of procedure, and resolutions.

Elect district officers.

Elect the area director for the area in which the club is assigned; and

Validate area boundaries for the area in which the club is assigned as proposed by the district board.

Conduct such other business of the District as appropriate.

Article IV Purpose

The purposes of the District are:

- (a) To function as an affiliate of Zonta International in the attainment of the Objects of the organization as stated in the Zonta International Bylaws.
- (b) To promote the programs of Zonta International within the district.
- (c) To inspire and assist clubs to implement the goals and programs of Zonta International.
- (d) To serve as a link between the clubs in the district and the Zonta International Board and committees.

Article V District Officers

SECTION 1. **Officers.** The officers of the district shall be a governor, a lieutenant governor, an area director from each area, a treasurer, and a secretary.

SECTION 2. **Prerequisites.** Each district officer elected shall be a member of a club and shall have served at least two years in an elected club office and/or have been a district committee chair. The governor, lieutenant governor, and area directors shall have served at least one year as club president. An elected officer shall hold no other elective position at the district level.

SECTION 3. **Elections.**

(a) Governor, **Lieutenant Governor, and Treasurer.** The governor, lieutenant governor and treasurer shall be elected at the district conference immediately preceding the Zonta International convention by ballot vote of voting members present and voting.

(b) Area **Directors.** Area directors shall be elected by ballot vote of the delegates from the clubs in that area present and voting at the district conference or other district business meeting immediately preceding the convention.

SECTION 4. **Term of Office.** Officers shall take office at the close of the convention, or in case no convention is held, 15 days after the announcement of the international election results. The term of office is two years or until a successor takes office. No member who has served previously as an elected officer is eligible to serve in the same office again except that the treasurer and area directors are eligible to be elected to a second term which may be either consecutive or not. An officer who has served more than half a term is considered to have served a full term in that office.

SECTION 5. **Appointment of Secretary.** The secretary shall be appointed by the governor. The term of office of the secretary shall coincide with the term of the governor who made the appointment.

Article VI District Board

SECTION 1. **How Constituted.** Voting members of the district board are the governor, lieutenant governor, area directors, and treasurer. The appointed district secretary shall attend as a non-voting member of the board. The governor may appoint a parliamentarian to serve at the conference and during the biennium. The Parliamentarian may attend board meetings as a non-voting member

SECTION 2. **Duties.** Subject to the general supervision of the Zonta International Board and its officers and directors, the district board shall have general supervision over clubs and administration of the district. It shall make decisions upon those matters requiring action between meetings of the district conference, provided that none of its acts shall conflict with action taken by the conference. It shall perform such duties as are prescribed by these bylaws, the District Rules of Procedure, and the Zonta International Bylaws and Rules of Procedure. The Zonta District Manual shall serve as a guideline for district operation.

SECTION 3. **Meetings.** The district board shall meet at least two times a year. The District Conference chair shall provide the District Treasurer with the financial statement for the conference and all fiduciary data relating to the conference within ninety (90) days following the conference. The District Board shall approve the district conference minutes at the first board meeting held after the distribution of the minutes. The Secretary will have the conference minutes completed.

SECTION 4. **Quorum.** A majority of the elected members of the district board shall constitute a quorum.

SECTION 5. **Vote.** A majority vote of the elected board members shall be required for action unless a greater vote is otherwise required.

SECTION 6. **Mail/Telecommunication Voting.** The district board may transact business by mail or through the use of a conference telephone or other communication equipment through which participants can hear each other. Action by mail, including electronic mail, requires a unanimous vote of the entire board.

SECTION 7. **Removal.**

(a) Elected district officers may be removed by the district board for cause upon grounds permitted for removal at the International level (Article VII, Section 11).

(b) A complaint in writing against an officer for such behavior may be made to the district board, which shall refer the complaint to the district Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in the Rules of Procedure.

(c) The district secretary may be removed by the governor whenever in the judgment of the governor the best interests of the district shall be served by such removal.

Article VII Duties of Officers

SECTION 1. **Governor.** The governor shall perform the following duties:

(a) The governor shall preside at district board meetings and attend area meetings.

(b) The governor shall supervise the preparation of the district budget and shall authorize expenses in accordance with the approved budget.

(c)The governor shall appoint committees, each with a chairman and such other members as the governor deems appropriate. The governor may make other appointments as appropriate to implement the programs of Zonta International.

(d)The governor shall supervise the formation of new clubs.

(e) The governor shall work with the district board and district conference committee in planning the district conference or fall governor's meeting program, issue the Call to Conference at least sixty (60) days before the conference or fall governor's meeting and preside at these district meetings.

(f) The governor shall keep the Zonta International President, headquarters office, lieutenant governor, and clubs informed about district matters

SECTION 2. Lieutenant Governor. The lieutenant governor shall perform such duties as assigned by the governor.

(a) In the absence or inability of the governor to perform the official duties within the district, the lieutenant governor shall perform such duties of the governor.

(b) The lieutenant governor shall be chairman of the district Membership Committee and actively encourage formation of new clubs and recruitment and retention of members in existing clubs.

SECTION 3. Area Directors. Each area director shall act as liaison between the clubs and the district board, attend district conferences or business meetings, plan and attend area meetings and visit clubs.

SECTION 4. Treasurer. The treasurer shall be responsible for the funds of the district and shall administer them in accordance with the approved district budget. At all times, the treasurer's books shall be open to inspection by the district board and by any auditors named by the district board.

(a) The treasurer shall make reports to the district board and to the district voting body. The treasurer shall prepare a biennial district budget, under the supervision of the governor, to be reviewed by the district board and presented at the conference or business meeting for approval.

(b) The District Conference chair shall provide the District Treasurer with the financial statement for the conference and all fiduciary data relating to the conference within ninety (90) days following the conference.

(b) The Treasurer shall begin transferring responsibilities to the incoming Treasurer by June 1 of the first year of the incoming Treasurer's term. No later than 45 days after the term of office ends, the treasurer shall transfer all records to the successor. and must complete the transfer within forty-five (45) days after the end of the Treasurer's term.

SECTION 5. Secretary. The secretary shall maintain records of the district.

(a) Within sixty (60) days after each district voting session, the secretary shall send a report to district clubs and to Zonta International headquarters signed by the governor and the secretary.

(b) If proposals to amend the Zonta International Bylaws are adopted by the district voting body, the secretary shall send such adopted proposals to the Zonta International Bylaws and Resolutions Committee within thirty (30) days after their adoption.

Article VIII Vacancies

SECTION 1. **Governor.** In case of vacancy in the office of governor, the lieutenant governor shall become governor.

SECTION 2. **Lieutenant Governor.** In case of vacancy in the office of lieutenant governor, (i) the office may remain vacant until filled by election at the next district conference or business meeting; (ii) the vacancy may be filled by mail ballot, provided the candidate receives a majority vote of district voting members, or (iii) by appointment of the district board

SECTION 3. **Area Director.** A vacancy in the office of the area director shall be filled from the same area by appointment of the district board.

SECTION 4. **Treasurer.** A vacancy in the office of the treasurer shall be filled by appointment of the district board.

SECTION 5. **Secretary.** A vacancy in the office of secretary shall be filled by appointment of the governor.

Article IX Nominating Committee

SECTION 1. **How constituted.** At the conference or other business meeting at which district officers are elected, a district Nominating Committee of three members shall be elected by plurality vote. No member of the committee shall be eligible for nomination at the district level of Zonta International while serving on the committee. The member receiving the most votes shall serve as chair.

SECTION 2. **Prerequisites.** Each member of the Nominating Committee shall be a classified member of a club as defined by the Bylaws of Zonta International, shall have served at least two years in an elected club office, and have served in an elected or appointed capacity at the district level.

SECTION 3. **Term.** The term of the members of the district Nominating Committee shall be two years, beginning at the close of the convention or, in case no convention is held, 15 days after the announcement of the international election results.

SECTION 4. **Vacancies.** In case of a vacancy on the district Nominating Committee or the inability of a member to serve, nominees not elected shall be selected to fill the vacancy in the descending order of the number of votes received for election.

SECTION 5. **Duties.**

(a) Duties to the District.

- (1) Provide the official slate and qualifications of each candidate for publication at least sixty (60) days before the district conference or other district Election business meeting.
- (2) Nominate one or more qualified candidates for each office to be filled at the next election of the district officers.
- (3) Nominate at least three (3) but not more than five candidates for the district Nominating Committee.
- (4) Report the nominations at the conference or other district business meeting. Additional Nominations may be made from the floor provided the nominee meets the prerequisites And has consented to serve if elected.
- (5) No member shall be proposed without that member's consent to serve if elected.

(b) **Duties to Zonta International.** The district Nominating Committee shall work with the Zonta International Nominating Committee to recruit qualified Zontians for Zonta International officers, directors, and the Nominating Committee.

SECTION 6. **Removal.** Members of the district Nominating Committee may be removed by the district board for failure to perform the duties of the position or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in Article VI.

Article X

Dues

SECTION 1. **District Dues.** District dues shall be determined by two-thirds (2/3) vote of the voting members present and voting at conference or other business meeting.

Article XI

Financial Biennium and Oversight

SECTION 1. **Financial Biennium.** The financial biennium of the district shall correspond to the biennium of Zonta International and shall be from 1 June through 31 May, inclusive.

SECTION 2. **Examination of Records.** The district's financial records shall be examined (audited, reviewed or compiled) by certified/chartered public accountants or by a qualified individual independent of the district board. For purposes of the examination, the books shall be closed at the end of the biennium

SECTION 3. **Conference.** The examined financial statements and report shall be presented at the district conference or other business meeting.

Article XII Business Meetings and Voting

SECTION 1. Business Meetings and Voting.

(a) District business including voting may be conducted and action may be taken (i) at a meeting in-person, (ii) through the use of mail or electronic ballot, or (iii) at a meeting through conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can simultaneously hear and communicate with each other. Participation in such meeting shall constitute attendance and in-person presence at the meeting of each person so participating.

(b) The district board shall in each case determine the means of meeting and voting based on the best interest of the district.

SECTION 2. **Quorum.** A majority of the voting members registered at district conference or participating in a business meeting shall constitute a quorum. If a vote is taken by mail or electronic ballot, a majority of members eligible to vote shall constitute a quorum.

SECTION 3. **Voting Members.** The voting members at the district level shall be the governor, lieutenant governor, area directors, treasurer, and the delegates of each club in good standing.

(a) Clubs. Each club shall be entitled to one delegate and one alternate. If district dues have been paid in full, and the membership of any club exceeds thirty (30) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate. Delegates and alternates shall be elected by the club they represent. A delegate may carry more than one of the total votes to which the club is entitled. A member of the district board shall not be a club delegate or alternate.

(b) Proxies. A club may be represented by proxy at district conference voting events, conferences, mail, or electronic ballots. A club represented by proxy shall be entitled to its total votes by proxy. No club may be represented by proxy at more than two consecutive voting events, i.e., conferences, business meetings, mail, or electronic ballots. A club may carry the proxy votes from no more than two other clubs, except that the total votes carried by one club may not exceed five.

(c) Emergency Proxies. A club with a delegate, who is the sole member of a club attending the conference, shall be entitled to an emergency proxy to be carried out by another club.

SECTION 4. **Election.** Election shall be by ballot vote. A majority vote of the conference voting members shall elect the district governor, lieutenant governor, and treasurer. Area directors shall be elected by a majority vote of the delegates from the clubs in that area present and voting.

If no candidate receives a majority of the votes cast for any office, only the two candidates receiving the

largest number of votes shall remain on the second ballot. The district Nominating Committee shall be elected by plurality vote.

SECTION 5. **District Conference.** The district shall hold at least one district conference per biennium on dates approved by the Zonta International President-Elect.

(a) **Purpose.** The district conference shall be for the purpose of promoting the objects and programs of Zonta International and to conduct the business of the district.

(b) **Authority.** The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.

(c) **Call to Conference.** Notice of proposed changes affecting the district or Zonta International shall be sent to the president of each club within the district at least sixty (60) days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.

Article XIII

Area Meetings

Each area shall hold at least one meeting or workshop annually to promote the objects and programs of Zonta International.

Article XIV

Rules of Procedure

District Rules of Procedure shall conform to the Bylaws and Rules of Procedure of Zonta International. Rules of procedure shall be adopted or amended by a two-thirds (2/3) vote of the district conference voting members present and voting provided that notice of such proposed rules of procedure or amendments thereto shall be sent to the president of each club within the district at least 60 days before the conference or other business meeting at which the proposals will be considered. Rules of procedure may be adopted or amended by a mail ballot. In that case, to act, a two-thirds (2/3) vote of the voting members shall be required, provided more than 50% of the district clubs respond within forty-five (45) days.

Article XV

Parliamentary Authority

The rules contained in *Robert's Rules of Order Newly Revised* shall govern this district in all cases in which they are not inconsistent with the district bylaws or rules of procedure or Zonta International Bylaws, Rules of Procedure, or policies.

Article XVI

Amendment to the Bylaws

SECTION 1. **Conformance to Zonta International Bylaws.** These bylaws shall conform to the Zonta International Bylaws in all essential matters affecting districts. Any amendment to the Zonta

International Bylaws affecting districts shall be reflected in these bylaws immediately after the convention at which it is adopted.

SECTION 2. **Amendment.** These bylaws may be amended by a two-thirds (2/3) vote of the conference voting members present and voting at any conference or other business meeting, provided that:

(a) Notice **to Members.** The district board shall provide notice of the proposed amendments a minimum of forty-five days prior to the intended vote.

(b) Opportunity **for Response.** The club may submit written responses on the proposed amendments to the district secretary a minimum of ten days prior to the intended vote.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Zonta International District 05 Bylaws were duly adopted by at least two-thirds of the voting members of the District 05 Board of Directors

(insert date of adoption) _____ and now constitute the Zonta International District 05 Bylaws.

DATED: _____

Governor

Secretary

The undersigned hereby certifies that the above Zonta International District 05 Bylaws were Duly approved by at least two-thirds of the voting members of District 05 present and voting

(insert date of adoption) _____.

DATED: _____

Governor

Secretary

