



ZONTA INTERNATIONAL DISTRICT 15 BYLAWS

Article I Name

The name of this organization shall be the Zonta International District 15, 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 approval of the majority of the clubs affected.

Article III Members

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

SECTION 2. **Voting Rights of Clubs.** The voting members of the district conference or an assigned business meeting under Article XII may:

- (a) Approve district dues, rules of procedure and resolutions;
- (b) Elect district officers;
- (c) Elect the area director for the area in which the club is assigned; and
- (d) Validate area boundaries for the area in which the club is assigned as proposed by the district board.

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 elected officers of the district shall be a governor, a lieutenant governor, the area directors, and a treasurer. The governor shall appoint a secretary, who shall be an officer and a member of the board without a vote.

SECTION 2. Prerequisites. Each elected district officer 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 district level.

SECTION 3. Elections.

- (a) **Governor, Lieutenant Governor and Treasurer.** The governor, lieutenant governor and treasurer shall be elected at the assigned district business meeting in the odd years 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 assigned district business meeting in the odd year.

SECTION 4. **Term of Office.** Officers shall take office at the close of convention or, in case that no convention is held, 15 days after the announcement of the international election results. The term of office shall be two years or until a successor takes office. No member who has served previously as an elected office is eligible to serve in the same office again except that the treasurer and area directors are eligible to be selected 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. 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.

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.

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.

1. SECTION 6. **Mail/Telecommunication Voting.** District business including voting may be conducted and action may be taken
2. At a meeting in-person,
3. Through the use of mail or electronic ballot, or

4. 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.
5. 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 in the Bylaws of Zonta International.

(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 a policy.~~ The complaint shall include specific charges and available evidence and shall be mailed to the officer concerned upon receipt by the committee. The committee shall give the officer at least 20 days to respond in writing and may hold a hearing with the officer, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.

(c) Thereafter, the committee shall make a recommendation to the district board for a decision. The officer shall be entitled to be present for the consideration of action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds (2/3) ballot vote of the entire elected district board excluding the member concerned. Notice of the elected district board's decision shall be given with proof of service to the complainant and the officer concerned forthwith.

(d) If dissatisfied with the district board's decision, the complainant or the officer concerned may appeal to the Zonta International Board within 45 days of the date on which the decision is mailed to the parties. Removal shall be by a two-thirds (2/3) ballot vote of the entire Zonta International Board. Notice of the decision shall be immediately mailed with proof of service to the complainant and to the officer concerned. The decision of the Zonta International Board shall be final.

(e) If the district board fails to act on a written complaint, the Zonta International Board has full authority to initiate and impose discipline on its own.

(f) 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 presides at district board meetings and shall 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, conference committee and host club in planning the district conference program, issue the Call to Conference at least 60 days before the conference and preside at the district meeting.
- (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 chair 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, 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 for approval.
- (b) No later than 45 days after the term of office ends, the treasurer shall transfer all records to the successor.

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

- (a) Within 60 days after each district voting decision, the secretary shall send a

conference 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 30 days after conference.

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 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 area director shall be filled from the same area by appointment of the district board.

SECTION 4. **Treasurer.** A vacancy in the office of 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 business meeting at which district officers are elected, a district Nominating Committee of three members shall be elected by plurality vote. The member receiving the highest number of votes shall be the chair of the committee. No member of the committee shall be eligible for nomination at the district level of Zonta International while serving on the committee.

SECTION 2. **Prerequisites.** Each member of the Nominating Committee shall be a 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.

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 of candidates for publication at least sixty (60) days before the 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 five candidates for the district Nominating Committee.
- (4) Report the nominations at the conference. Additional nominations may be made from the floor provided the nominee meets the prerequisites and has consented 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 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 SECTION 7.

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 the District Conference.

Article XI Financial Biennium and Oversight

SECTION 1. **Fiscal Year.** The fiscal year of the district shall correspond to the fiscal year 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 business meeting.

Article XII
Business Meetings and Voting

SECTION 1. Business Meeting and Voting.

- (a) District business including voting may be conducted and action may be taken
 - (1) at a meeting in-person
 - (2) through the use of mail or electronic ballot
 - (3) at a meeting through conference telephone or inactive 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 interested 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. Voting members at the district level shall be 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 alternative.
 - (1) If, as of the date specified by the district for the payment of district dues, the membership of any club exceeds 30 members, the club shall be entitled to a second delegate and alternative.
 - (2) If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate.
 - (3) A delegate may carry the total votes to which the club is entitled.
 - (4) A member of the district board shall not be a club delegate or alternate.

- (b) **Proxies.** Any club may be represented by proxy.
 - (1) A club choosing to be represented by proxy shall be entitled to its total votes by proxy.
 - (2) A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.
 - (3) A club with a delegate who must leave an in-person voting event due to an emergency may give a proxy to a delegate of another club.
 - (4) No club may be represented by proxy at more than two consecutive voting events, i.e. conferences, mail or electronic ballots.

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 and vice area directors shall be elected by a majority vote of the delegates from the clubs in that area present and voting. In the event that 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.** Each district shall hold at least one district conference per biennium on dates approved by the Zonta International president.

(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 60 days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.

(d) **Mail Ballot.** In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the clubs in the district. Each club shall be entitled to vote in accordance with the procedure in International bylaws Article XIV Section 11 (c). To take action, an affirmative majority of the voting members voting shall be required, provided that more than fifty (50) percent of the district clubs respond within forty-five (45) days.

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 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 conference. Rules of procedure may be adopted or amended by a mail ballot. In that case, to take action, a two-thirds (2/3) vote of the voting members shall be required, provided more than 50% of the district clubs respond within 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. *[option: A district can adopt another recognized parliamentary authority used in the country in which the district resides.]*

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 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 business meeting, provided that: *[This procedure may be modified to comply with local authority.]*

(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 15 Bylaws were duly adopted by at least two-thirds of the voting members of the District 15 Board

of Directors in **October, 2023**, and now constitute the Zonta International District 15 Bylaws.

DATED: _____.

Governor

Secretary