



ZONTA INTERNATIONAL DISTRICT 12 BYLAWS

Article I Name

The name of this organization shall be the Zonta International District 12, 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 is divided into Areas. Area boundaries may be modified by the District board with approval of the majority of the clubs affected.

Article III Members

SECTION 1. **Members.** Each 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 under Article XII below 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 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 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, area directors and vice 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 and Vice Area Directors.** Area directors and vice area directors shall be elected by ballot vote of the delegates from the clubs in that area present and voting at the district conference immediately preceding the convention.

SECTION 4. **Term of Office.** Officers and vice area directors shall take office at the close of convention. The term of office is two years or until a successor takes office. An officer may not be re-elected to the same office again except (1) the treasurer who is eligible to serve two terms in that office and (2) an area director who is eligible to serve again four years after the completion of the area director's first term in that office. 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 meetings 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. The District Board shall perform such duties as are prescribed by these bylaws, the District Policies and 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. Meetings may be in person or by any electronic means in which all board members may hear each other.

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 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 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 shall preside at District board meetings and attend area meetings or appoint a representative to attend such 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 chair 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 to all District members and the Zonta International Liaison 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 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, plan and attend area meetings and, at least once a biennium, visit area clubs in person or by electronic means.

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 person reviewing, compiling or auditing the financial records on behalf of the District board.

- (a) The treasurer shall make reports to the District board and to the conference. 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 conference, 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 a conference, the secretary shall send such adopted proposals to the Zonta International Bylaws and Resolutions Committee within 30 days after conference.

SECTION 6. Vice Area Directors. A vice area director shall assist the area director in the performance of area duties. The vice area director shall meet the same qualifications as the area directors. In the absence or inability of the area director to serve, the vice area director shall perform the duties of the area director.

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; (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 by the vice area director. The District board may then appoint a vice area director to fulfill the duties of the vacant vice area director position.

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

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

Article IX Nominating Committee

SECTION 1. **How constituted.** At the conference 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.

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 and qualifications of each candidate for publication at least sixty (60) days before the District conference.
- (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 is qualified and follows the procedure set forth by the District board.

(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 club members 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

District dues shall be determined by two-thirds (2/3) vote of the voting members present and voting at conference.

Article XI Financial Biennium and Oversight

SECTION 1. Financial Biennium. The financial biennium of the District shall correspond to the biennium of Zonta International.

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.

Article XII District Conference

SECTION 1. Purpose and Authority. The District shall hold at least one District conference per biennium on dates approved by the Zonta International president to promote the Objects and programs of Zonta International and to conduct the business of the District. The conference shall have the power to act upon recommendations for resolutions and amendments to the Zonta International Bylaws or Rules of Procedure and to submit these to the Zonta International Bylaws and Resolutions Committee within the times prescribed In Articles XVII and XIX of the Bylaws of Zonta International.

SECTION 2. Call to Conference. Notice of proposed changes affecting the District or Zonta International shall be sent to the members 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.

SECTION 3. Conference Voting Members. The voting members of the District conference 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 by September 1 of the year of the conference and the membership of any club exceeds 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 a District conference. 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 conferences. 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 the club attending conference shall be entitled to an emergency proxy to be carried by another club. The emergency proxy may be used only in the event delegate is unable to vote.

SECTION 4. Quorum. A majority of voting members registered at conference shall constitute a quorum.

SECTION 5. 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 6. Force Majeure. If a force majeure event occurs, the District board may cancel the District conference, and the District board shall have the power to transact the necessary business of the District and to submit to the conference voting members by electronic vote or vote by mail all items that would have required a vote at the conference. In the alternative, the District board may cancel the in-person conference and hold the District conference using any virtual means by which all conference voting members and other participants can hear one another. A force majeure event shall

include, but is not limited to, any intervening act of God or public enemy, war, invasion, act of terror, natural disaster, disease outbreak, epidemic, pandemic, or other declaration of public health emergency, quarantine restriction, and any action of any governmental body or authority.

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. 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 the 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, provided that:

- (a) **Notice to Members.** The District board shall provide notice of the proposed amendments a minimum of 60 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 10 days prior to the intended vote.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Zonta International District 12 Bylaws were duly adopted by at least two-thirds of the voting members of the District 12 Board of Directors on the 18th day of April, 2021, and now constitute the Zonta International District 12 Bylaws.

DATED: April 18, 2021.



President



Secretary