

## **Zonta International District 13 Bylaws**

(With updates on article 4, from Convention in Nice 2016)

### **Introduction:**

Zonta International is a leading global organization of professionals empowering women worldwide through service and advocacy.

The Confederation of Zonta clubs was organized at Buffalo, New York, USA, on 8 November 1919. The organization changed name to Zonta International in 1930 and was incorporated in Chicago, Illinois, USA 4 September 1930.

Zonta clubs are organized in districts.

(Note: In the District 13 Bylaws you find the term *District Conference*, which comprises lectures, workshops, social events and the District Meeting. The term *District Meeting* covers business sessions where delegates debate and decide the affairs of the district.)

### **§1**

#### **Members**

District 13 comprises the Zonta clubs in Denmark, Iceland, Lithuania and Norway. The district has four (4) areas

- Area 1 the clubs in Denmark
- Area 2 the clubs in Lithuania
- Area 3 the clubs in Iceland
- Area 4 the clubs in Norway

The district may also comprise E-clubs if Zonta International Board so decides

### **§2**

#### **Purpose**

The purposes of the district are

- To function as an administrative division of Zonta International in the attainment of the Objects of Zonta International as stated in ZI Bylaws Article II
- To promote the programs of Zonta International within the district
- To inspire and assist clubs to implement the goals and programs of Zonta International

To serve as a link between the clubs in the district and Zonta International Board and Committees

### **§3**

#### **Language**

The official language of District 13 is English and “Scandinavian”

## §4

### **District Board**

The officers of the district shall be a governor, a lieutenant governor, a treasurer, the area directors (ADs) and a secretary. There shall be an alternate to each of the following officers: ADs (called vice-ADs) and the treasurer. They constitute the board

Governor, lieutenant governor, treasurer and treasurer- alternate shall be elected by ballot vote at the District Meeting immediately preceding the convention.

ADs and vice-ADs shall be elected by ballot vote at the Area Meetings in odd years.

During the first months of even years, the incoming board shall prepare for their jobs together with the board in office.

Candidates for these positions shall be classified members and shall have served at least two (2) years in an elected club office and/or have been a district committee chair. Governor, lieutenant governor and area directors shall have served at least one (1) year as club president.

An elected officer shall hold no other elective position at district level, area and club level

Governor appoints the district secretary, who is not a voting member of the board.

No elected board member is eligible to serve in the same office again except the treasurer, who is eligible to serve two (2) consecutive terms in that office, and an area director, who is eligible to serve again four (4) years after the completion of the area director's first term in that office.

An elected board member who has served more than half the time is not eligible for the same office.

The term of office shall be two (2) years. The officers shall take office at the close of Zonta International Convention.

In case of vacancy in the office of vice-AD, AD and governor shall choose one of the following options

- The office may remain vacant until filled by election at the next ordinary Area Meeting
- The office shall be filled by election at an extraordinary Area Meeting
- The office shall be filled by mail ballot provided the candidate receives a majority vote of clubs in the area within the given time limit.

## §5

### **Duties of the District Board**

The District Board shall advise clubs according to the bylaws, rules of procedure and guidelines made by ZI Board or its members and shall take action as decided at the District Meeting. The District Board shall take decisions upon those matters requiring action between the District Meetings. In case action is needed between District Meetings, the District Board shall submit to each club for vote by mail any question that may require action by the club. Each club has the number of votes it is entitled to (see § 17). To take action, an affirmative majority of the delegates voting shall be required, provided more than fifty (50) percent of the district clubs respond within the time limit of forty-five (45) days.

The District Board shall report to the District Meeting on district affairs and publish the report at the District 13 website

At the District Meeting in odd years, the District Board shall present the biennial budget for approval.

The material shall be published at the District 13 website.

## §6

### **District Board Meetings**

The District Board shall meet at least three times a year. The meetings shall either be ordinary meetings, telephone or web conferences (Skype). The District Board may also transact business by Email. Action by Email requires a unanimous vote. 3

A majority of the elected members including governor or lieutenant governor shall constitute a quorum.  
 A majority vote of the elected members shall be required for action.  
 In case the votes are equal, governor's vote is decisive.  
 Action by mail requires a unanimous vote of the entire board.

Minutes of the district board meetings shall be published at the district website no later than 30 days after the meeting.

## **§7**

### **Governor's Duties**

Governor shall be the link between clubs in the district and between the clubs and Zonta International.  
 Governor shall cooperate with the other districts.

Governor shall issue Call to District Conference, write a report on the work of the district board, and write the District Conference and District Meeting agendas (§ 18). Governor shall be responsible for the District Conference and District Meeting.

Governor shall make the call to the District Board Meetings, write the agenda and shall preside at the board meetings.

Governor or governor's designee shall attend area meetings

Governor shall authorize district expenses in accordance with the approved budget

Governor shall appoint a

- Bylaws and Resolution Committee
- Membership Committee

Governor may make other appointments as appropriate to administer the affairs of the district for instance

- Advocacy Committee
- Service Committee
- UN Committee
- AE-Committee
- JMK-Committee
- YWPA- Committee

Governor appoints

- The District Secretary
- The District Webmaster
- The District Foundation Ambassador
- The District Historian and Archivist

Governor may appoint centurions for special tasks.

## **§8**

### **Lieutenant Governor's duties**

The lieutenant governor shall perform such duties as assigned by the governor and in the absence or inability of the governor shall perform the official duties of the governor. The lieutenant governor shall be chair of the district membership committee.

## **§9**

### **The Treasurer's duties**

The treasurer shall be responsible for the funds of the district and shall administer them in accordance with the Board's decision and the approved budget. The treasurer shall keep the accounts. The treasurer shall

prepare the biennial district budget under the supervision of the governor and present it to the District Meeting for adoption

The treasurer shall transfer all records to the successor no later than 15 August in even years.

## **§10**

### **The District Secretary's duties**

The district secretary shall write the minutes of the board meetings. Within fourteen (14) days after the district board meeting, the district secretary shall forward the minutes, approved by governor, to the board members for their approval. The minutes shall be published at the district website within a month.

The district secretary and a Zontian elected by the delegates shall write the District Meeting minutes. No later than thirty (30) days after the meeting, the district secretary shall send the minutes to the delegates for their approval. If no objections to the minutes have been received within 60 days of the meeting, the minutes are approved and shall be published at the district website.

If proposals to amend the ZI Bylaws are adopted by the District Meeting, the district secretary shall send such adopted proposals to ZI Bylaws and Resolutions Committee within thirty (30) days after the district meeting.

## **§11**

### **AD's Duties**

AD shall assist governor keeping contact to the clubs. AD shall represent the clubs in the area at the district board.

AD shall plan area meetings in the respective area

AD shall work to establish new clubs in the area and is responsible for the work in the area

## **§12**

### **Vice-AD's Duties**

Vice-AD shall assist AD.

In the absence or inability of the AD to serve, the vice AD shall perform the duties of the AD and shall be entitled to a vote on the district board or at the District Meeting

## **§13**

### **Nominating Committee**

The nominating committee shall have three (3) members elected at the District Meeting.

Their term of office is the same as that of the district board. No member of the committee shall be eligible for nomination at the district/area and club levels while serving on the committee.

The committee shall prepare a slate of candidates for

- Governor
- Lieutenant governor
- Treasurer
- Treasurer- alternate
- Auditor
- Auditor-alternate

The nominating committee shall also prepare a slate of candidates for the next nominating committee.

They shall nominate five (5) persons. The three (3) nominees with the highest number of votes shall be the next Nominating Committee. The others shall be alternates. The nominee with the highest number of votes shall be the nominating committee chair.

No later than 90 days before the District Meeting, the committee shall send the slates to the district board.

The nominating committee shall propose no member without that member's consent to serve if elected.

The nominating committee shall assist the ZI Nomination Committee to find candidates from the district with the required qualifications for Zonta International positions.

The area nominating committee shall prepare the slate of candidates for AD and Vice-AD.

#### **§14**

##### **District Dues**

The district dues shall be determined by a two-thirds (2/3) vote of the voting members of the District Meeting.

Prior to the start of the fiscal year 1 June each year, each club within the district shall pay to the treasurer of the district the annual district dues, based on the annual membership report as of 1 June. Members chartered in the period 1 June – 30 November shall pay the full amount. Members chartered between 1 December and 31 May shall pay half the amount.

Note: (Voting members at ZI Convention adopt the ZI dues; voting members at the District Meeting adopt district dues, voting members at the area meeting adopt the area dues. All dues shall be paid prior to June 1 each year)

#### **§15**

##### **The fiscal year**

The district fiscal year is the period from 1 June until 31 May.

No later than 1 July, the treasurer shall forward the accounts/balance sheets to the auditor, who shall forward the audited accounts/balance sheets to the district board no later than 15 August.

The District board shall forward the accounts/balance sheet to the clubs.

#### **§16**

##### **District Conference/District Meeting**

(Note: the word District Conference comprises lectures, workshops, social events and the District Meeting. The District Meeting covers business sessions where delegates debate and decide the affairs of the district.)

In odd years, there shall be a District Conference with a District Meeting. Governor is the presiding officer of the District Conference / District meeting

The district board and one or more clubs shall plan the district conference.

The areas shall take turns planning the district conference in the respective areas

The District Board shall adopt the District Conference Budget. A surplus shall go to the district. The district shall cover a deficit. A registration fee shall finance the district conference; however, the district budget shall hold an amount for the district conference to cover expenses not paid through the registration fee for instance accommodation for ZI representative to the conference.

At the last day of the District Conference, date and venue for the next conference shall be announced and published at the website. If this is not possible, the information shall be at the website no later than 5 months before the conference.

The District Board shall plan the District Meeting in accordance with the bylaws.

Governor shall publish Call to District Meeting no later than 120 days before the meeting at the district website.

Club proposals to be debated and voted on at the District Meeting shall be received by Governor no later than 90 days before the meeting

Governor shall send to each club president the District Meeting agenda with attachments (see §18) no later than 60 days prior to the conference. At the same time, governor shall publish the material at the district website

## **§17**

### **Delegates**

Number of club members as of 1 June in odd years decides the number of the club's delegates.

The number of club members is the number of members for whom the club has paid ZI and district dues for the Zonta year starting 1 June in odd years.

Each club in good standing is entitled to one (1) delegate and one (1) alternate. If the membership exceeds 30 the club is entitled to two (2) delegates and two alternates, if the membership exceeds 60, the club is entitled to three (3) delegates and three (3) alternates

Clubs with more than one delegate may decide to send only one delegate who may carry all the club votes. If a club cannot send a delegate, it may give proxy to another club's delegate. The proxy comprises all club votes.

No club may carry more than two proxies

A district board member shall not be a club delegate, an alternate or carry proxy.

A delegate shall not be the "ordstyrer"

The governor shall register all delegates, alternates and proxies no later than 30 days before the District Meeting.

## **§18**

### **The District Meeting Agenda**

The agenda must hold at least the following points

1. Election of the "ordstyrer"
2. Adoption of the legitimacy of the meeting
3. Adoption of the agenda
4. Election of a meeting secretary, time keepers and tellers
5. Governor's report on the state of the district
6. Treasurer's report on the audited accounts/balance sheets
7. Election of governor, lieutenant governor, treasurer, treasurer alternate, auditor, auditor alternate, nominating committee
8. Adoption of the budget
9. Adoption of the dues amount
10. Proposals from the District Board
11. Proposals from the clubs
12. Any other businesses

Governor shall attach all relevant material to the agenda. This comprises at least governor's report, lieutenant governor's report, reports from committee chairs, the audited accounts/balance sheets (if ready) and the proposed budget. The agenda with relevant material shall be published at the district website 60 days prior the District Meeting.

## **§19**

### **The District Meeting Minutes**

The district secretary shall forward the minutes to the delegates as an e-mail, no later than 30 days after the meeting. If no objections are received within 60 days of the district meeting, the minutes are adopted and shall be published at the district website.

**§20****District Conference Rules, District Meeting Rules, Voting and Election Rules**

1. The District Conference and the District Meeting shall begin according to the time schedule in the program.
2. Delegates and voting members shall be seated in their designated seats in the front of the room five (5) minutes before each session starts.
3. The voting members of the District Meeting are Governor, Lieutenant Governor, Treasurer, Four ADs and the Club delegates
4. If a delegate cannot attend all or part of the District Meeting, her alternate shall take her place. This shall be reported immediately to the District Secretary.
5. All District 13 members have a right to attend and speak at the Conference/Meeting, only delegates may present motions
6. Governor shall have received all motions no later than 90 days prior the District Meeting and published them at the district website no later than 60 days prior to the District Meeting. Motions shall be in English **and** Scandinavian (Danish or Norwegian). Amendments (in English and Scandinavian) to the motions may be debated and voted on at the meeting. Amendments to motions will be debated and voted on first. If the amendment is not approved, the original motion shall be discussed and voted upon.
7. If nothing else is decided at the meeting, the maximum speaking time is three (3) minutes. A participant may speak twice to the same subject; first time speakers have priority. Ten minutes are set aside for each motion/proposal. Ordstyreren or a majority of voting members may extend the debate.
8. Ordstyreren may limit the time, stop the debate and put the motion/proposal to vote. No amendments to the motion can then be presented.
9. Voting and election can be with the use of voting cards (green for yes, red for no, white for abstention) or by electronic devices
10. Decisions are by majority vote with the exception of amendments to these statutes or changes of the dues amount, which shall be by a two thirds (2/3) vote. If the votes are even, governor's vote is decisive.
11. The Nomination Committee's slate of candidates shall be presented at the meeting.
12. Candidates can run from the floor. To be eligible the candidate must have accepted the position and the Nominating Committee shall check the candidate's qualifications according to Zonta International Bylaws. The candidate does not need to be present at the District Conference.
13. The candidates may make a presentation of themselves (max 3 minutes)
14. If a candidate is not present at the district meeting, she can only be presented by name and club.
15. If there are more than one (1) candidate for a position, voting shall be by ballot or electronic device. If voting cards are used they shall be placed in a suitable box. Elected tellers assisted by the district secretary shall count the votes.
16. Voting members can only vote for one candidate for each of the following positions, Governor, Lieutenant Governor, Treasurer, Vice Treasurer, Auditor and Vice Auditor. The candidate with the highest amount of votes is elected. In case two candidates have the same number of votes, lots shall be drawn.
17. Regarding the Nominating Committee, it is allowed to vote for the maximum of three (3) candidates. The three (3) candidates receiving the highest number of votes are the elected ones. If two (2) candidates receive the same number of votes, a reelection will take place, if it makes a difference to who actually will be elected.

**§21****Area meetings**

Each area shall have an area meeting or an area leadership meeting at least once a year to promote the knowledge of the organization and the Objects of Zonta International

AD and governor shall plan the meeting

AD shall forward the call to the meeting according to area rules.

**§22****Financial support to participants in the district conference.**

Support to participants in Zonta International Convention, District Conference and other meetings shall be according to special district guidelines and area rules.

**§23****Time for taking effect and changes**

These bylaws take effect at the adoption at the district meeting September 2015

The bylaws are in agreement with ZI Bylaws

Changes in the ZI Bylaws shall automatically change these bylaws, which must always be in agreement with ZI Bylaws. The District Board is responsible for the update (changes).

Other amendments shall be adopted at the District Meeting with a two thirds (2/3) majority, if the proposal has been forwarded to the clubs no later than 60 days before the meeting.

Adopted at the District Meeting in Billund 18 September 2015

Signed by:

Eva Nielsen, ZC Esbjerg, District 13 Governor 2014-2016

Ruta Jasioniene, ZC Alytus, District Secretary 2014-2016

Kisten Theisen, ZC Copenhagen III, Ordstyrer at the District Meeting 2015