



D13 BYLAWS REVISED AT THE 2025 DISTRICT 13 CONFERENCE

INTRODUCTION

Zonta International is a leading global organization of professionals building a better world for women and girls by 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 the 4th of September 1930.

Zonta clubs are organized in Areas and Districts.

Zonta District XIII was established in 1962 and comprised the Nordic countries: Denmark, Finland, Iceland, Norway and Sweden.

In 1986, District XIII was divided in three:

- District 13: Denmark, Iceland and Norway.
- District 20: Finland
- District 21: Sweden.

In 1994 Lithuania was added to District 13.

ZONTA INTERNATIONAL DISTRICT 13 BYLAWS

Article I

Name, affiliation and language

The name of this organization shall be the Zonta International District 13, 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.

The official language of District 13 is English.

Article II

Areas

With the approval of the majority of the clubs affected, the District board shall establish Areas and outline their boundaries to implement the administrative functions within the District.

District 13 comprises the clubs in 4 Areas in the following countries:

Area 01: Denmark, Area 02: Lithuania, Area 03: Iceland, Area 04: Norway

Article III Members

SECTION 1. Members.

Each Zonta club in good standing 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 a business meeting under Article XII may:

- (a) Approve District dues, rules of procedure and resolutions.
- (b) Elect District officers according to Article V and the District nominating committee according to Article VII
- (c) Elect the Area director for the Area in which the club is assigned; and
- (d) Act on Area boundaries for the Area in which the club is assigned as proposed by the District board.
- (e) 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 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, 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 District level.

SECTION 3. Elections.

- (a) Governor, Lieutenant Governor, Treasurer and Treasurer alternate. The governor, lieutenant governor, Treasurer and Treasurer shall be elected at the District conference or other District business meeting in the odd year 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 Area meeting in the odd year.

SECTION 4. Term of Office.

Officers and vice Area directors shall take office at the close of convention or, in case no convention is held, 15 (fifteen) 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 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. 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 during the biennium as a non-voting member of the board and at the District conference.

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.

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. 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 45 (forty-five) days. The District Board shall report to the District Conference on District affairs and publish the report at the online archive system selected by District 13

At the District Meeting in odd years, the District Board shall present the biennial budget for approval. The material shall be published at the online archive system selected by District 13

SECTION 3. Meetings.

The District board shall meet at least three times a year. The meetings can be held in person or online as decided by the District Board. Minutes of the District board meetings shall be published at the online archive system selected by District 13 no later than 1 (one) week after the meeting.

SECTION 4. Quorum.

A majority of the elected members of the District board shall constitute a quorum. Decisions by e-mail require unanimous vote of the entire board. In case of equality of votes, the vote of the Governor is decisive.

SECTION 5. Vote.

A majority vote of the elected board members shall be required for decision, 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 procedure shall be as specified in a policy.
- (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 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 the District Secretary, the Parliamentarian, the responsible for the website and the online archive system, the Foundation Ambassador and the Foundation Ambassadors of each Area, the historian and archivist.
- (d) 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.
- (e) The governor shall supervise the formation of new clubs.
- (f) The governor shall work with the District board, conference committee and host club in planning the District conference or business meeting program, issue the Call to Conference at least 60 (sixty) days before the conference or business meeting and preside at the District meeting.
- (g) 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. The Lieutenant Governor shall be the chair of the District membership committee.

- (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.

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.

The Area Directors shall represent the clubs in the Area at the District board, shall plan Area meetings in the respective Area and shall work to establish new clubs in the Area.

SECTION 4. 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 prerequisites 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 and shall be entitled to a vote on the District board or at a business meeting.

SECTION 5. 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) 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.
- (c) No later than the 15th of August, the Treasurer transfers all records to the successor.

SECTION 6. Secretary.

The Secretary shall maintain records of the District.

- (a) The District secretary shall write the minutes of the board meetings. Within 1 (one) week 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 online archive system selected by District 13 within one month.
- (b) Within 14 (fourteen) days after each District voting decision, the Secretary shall send a report to District clubs and to Zonta International headquarters signed by the governor and the Secretary.
- (c) If proposals to amend the Zonta International Bylaws or Rules of Procedure or Resolutions are adopted by the District voting body, the Secretary shall send such proposals to the Zonta International Bylaws and Resolutions Committee within 30 (thirty) 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, the office may (i) remain vacant until filled by election at the next District conference or business meeting; (ii) 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.

SECTION 4. Treasurer.

A vacancy in the office of Treasurer shall be filled by the Treasure Alternate. In case of vacancy in the Treasurer alternate position, the Treasure position 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 or other business meeting at which District officers are elected, a District Nominating Committee of 3 (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 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 (fifteen) 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 of candidates for publication at least 60 (sixty) 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 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.

(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 or other business 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 dues.

The District shall follow the dues' structure adopted at the Zonta International Conventions regarding the different age groups. Decisions from the Zonta International Convention are effective immediately after the end of the Convention.

SECTION 2. Area Dues.

A District conference or other business meeting may authorize Areas in the District to collect per capita Area dues. Area dues shall be determined by a two-thirds (2/3) vote of the voting members at an Area meeting. The Area shall follow the dues' structure adopted at the Zonta International Conventions regarding the different age groups. Decisions from the Zonta International Convention are effective immediately after the end of the Convention.

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. Authorization to sign for District 13.

Authorization to sign for District 13 in financial and legal matters are the Governor together with the Treasurer.

SECTION 4. 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.

- (1) 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.
- (2) 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.

Voting members at the District level shall be the governor, lieutenant governor, Area directors, Treasurer and the delegates of each club in good standing.

(1) Clubs. Each club shall be entitled to one delegate and one alternate.

- i. 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 alternate.
- ii. If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate.
- iii. A delegate may carry the total votes to which the club is entitled.
- iv. A member of the District board shall not be a club delegate or alternate.

Proxies. Any club may be represented by proxy.

- i. A club choosing to be represented by proxy shall be entitled to its total votes by proxy.
- ii. A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.
- iii. 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.
- iv. No club may be represented by proxy at more than two consecutive voting events, i.e. conferences, business meetings, 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 at the Area meeting. 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.

Article XIII District Conference

SECTION 1. District Conference.

The District shall hold at least one District conference per biennium on dates approved by the Zonta International president-elect.

- (1) 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.
- (2) Authority. The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.
- (3) Call to Conference. The Governor shall publish Call to District Conference no later than 120 (one hundred and twenty) days before the Conference at the online archive system selected by District 13.

- (4) Documents for the Business sessions of the Conference. Club proposals to be debated and voted on at the District Conference shall be received by Governor no later than 90 (ninety) days before the Conference. The Governor shall send to each club president the agenda for the Business sessions of the Conference with attachments no later than 60 (sixty) days prior to the conference. At the same time, governor shall publish the material at the online archive system selected by District 13.

The clubs shall send to the Governor the names of all delegates, alternates and proxies no later than 30 (thirty) days before the Conference.

- (5) Planning of the Conference: 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. At the last day of the District Conference, date and venue for the next conference shall be announced and published at the online archive system selected by District 13.
- (6) District Conference Budget: The District Board shall adopt the District Conference Budget, which shall include all expenses related to the District Conference including the transportation from and to the airport to the Conference location, accommodation and registration of the ZI representative. A surplus shall go to the Zonta International Fund selected at the District Conference business session in the name of the organizing club(s). The district shall cover a deficit.
- (7) Agenda for the Business sessions of the Conference: The agenda must hold at least the following
1. Election of the moderator
 2. Adoption of the legitimacy of the meeting
 3. Adoption of the agenda
 4. Election of two meeting secretaries, timekeepers 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 and 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. Selection of which Zonta International Fund which will receive the surplus of the Conference if any
 13. Any other businesses

The 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 online archive system selected by District 13 60 (sixty) days prior the District Meeting

- (8) Minutes of the business sessions of the Conference: Two members elected by the delegates shall write the minutes of the Business sessions of the Conference and shall send them to the Governor and the District Secretary no later than 25 (twenty five) days after the Conference. The District Secretary shall forward the minutes to the delegates as an e-mail no later than 30 (thirty) days after the Conference. Objections to the minutes shall be sent to the Governor and the District Secretary no later than thirty (30) days after they have received the minutes. The District Board together with the minute-takers will consider the received amendments. If no objections to the minutes have been received within those 30 (thirty) days, the minutes are approved and shall be published at the online archive system selected by District 13-
- (9) No act of the conference may conflict with these bylaws or with action taken by Zonta International.

Article XIV Area Meetings

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

Article XV Rules of Procedure and Parliamentary Authority

1. The District Conference and the Business sessions 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 are Governor, Lieutenant Governor, Treasurer, Four Area Directors 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. The Governor shall have received all motions no later than 90 (ninety) days prior the District Conference and published them at the online archive system selected by the district no later than 60 (sixty) days prior to the District Conference. Motions shall be in English Amendments (in English 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. The Moderator-or a majority of voting members may extend the debate.

8. The Moderator or 2/3 of the voting members may limit the time, stop the debate and put the motion/proposal to vote. No further 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 bylaws or changes of the dues amount, which shall be by a two thirds (2/3) vote. If the votes are even, The vote of the Governor is decisive.
11. The Slate of Candidates prepared by the Nomination Committee shall be presented.
12. Candidates can be nominated from the floor. To be eligible the candidate must have accepted the position, and the Nominating Committee shall confirm that the candidate possesses the required 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, a video (max 3 minutes) prepared by the candidate may be shown.
15. If there are more than one (1) candidate for a position, voting shall be by ballot or electronic device. The ballots 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 number 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.

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 voting members present and voting at any conference or other business meeting.

- (a) Notice to Members. The District board shall provide notice of the proposed amendments a minimum of 45 (forty-five days) prior to the intended vote.
- (b) Opportunity for Response. A club may submit written responses on the proposed amendments to the District Secretary a minimum of 14 (fourteen) days prior to the intended vote.



CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Zonta International District 13 Bylaws were duly adopted by at least two-thirds of the voting members of the members of District 13 present and voting at the District 13 Conference held in Vilnius on the 4th - 6th of September 2025, and now constitute the Zonta International District 13 Bylaws.

DATED: 6th of September 2025

A handwritten signature in black ink, appearing to read 'R. Jasionienė', with a long horizontal flourish extending to the right.

Governor: Ruta Jasionienė

A handwritten signature in blue ink, appearing to read 'PIP Maria Jose Landeira Oestergaard', with a large, stylized initial 'M'.

Secretary: PIP Maria Jose Landeira Oestergaard

Adopted by Zonta International District 13 Conference 4th – 7th of September 2025