



Zonta District 2 Rules of Procedure

October 21, 2017

District 2 of Zonta International shall be established and governed in accordance with the Zonta International Bylaws and the Zonta International Rules of Procedure. To the extent consistent with Zonta International bylaws and Rules and Procedures, the district rules will constitute standard operating procedure.

1. District Board:

A. District Officers:

The District Board shall include all elected officers: governor, lieutenant governor, treasurer and four (4) area directors. The appointed secretary is a non-voting member of the board.

B. Duties of District Officers:

1) Governor:

The governor shall represent the district at Zonta International activities and preside over all district board meetings and the district conference, and follow the guidelines as stipulated in the Zonta International Bylaws and District Manual.

2) Lieutenant Governor:

The lieutenant governor shall serve as the Membership Committee Chairman and respond to the directions and guidelines given by the governor. She shall serve in the absence of the governor and follow the guidelines stipulated in the Zonta International Bylaws and District Manual.

3) District Treasurer:

a) The treasurer shall maintain complete financial records. The treasurer shall use money market checking, savings accounts, certificates of deposits, or other appropriate money management techniques to maximize earnings on district funds.

b) The district treasurer shall provide to the district board written quarterly financial reports, a compiled financial statement at the end of the biennium. A copy of the compiled financial statement for the biennium must be sent to the district governor for that biennium.

c) The district treasurer shall be responsible for presenting the proposed budget to the board in the time frame to meet the deadline for the district conference.

d) The biennial district budget shall be presented for approval at the conference immediately preceding the biennium in which the budget is to become effective. The compilation report shall be presented at the appropriate conference/seminar.

4) District Secretary:

The district secretary, in conjunction with the governor, shall send the minutes of the board meetings to all board members and the Zonta International liaison in a time frame agreed upon by the board. She shall follow the guidelines stipulated in the district manual.

5) Area Directors:

The area directors shall be responsible for written reports at each district board meeting with the format agreed upon by the governor. They shall follow the guidelines stipulated in the District Manual.

C. Officers Reports:

The distribution and timeline of the governor's, lieutenant governor's, area directors' and treasurer's reports to the district board meetings shall be decided by the governor. Duties of all district officers and area directors shall also include, but shall not be limited to, the duties stated in the current editions of the District Manual and Zonta International bylaws.

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Comment [1]: Changes to this section reflect practice for the past several biennia

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Comment [2]: The district has provided compilation reports, not audits/reviews, for several biennia

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2. District Board Appointments:

A. The governor shall appoint the secretary who shall be an officer and a member of the district board without a vote. The term of office shall coincide with that of the governor who made the appointment.

B. The governor may appoint a parliamentarian to serve at district conference and as needed during the biennium. The parliamentarian shall have no vote, and the term of service shall coincide with the governor who made the appointment.

3. District Elections

A. Elections for board office will be held within the guidelines established in the Nominating Committee section below, and as stipulated in the District Manual.

B. The area directors shall be elected at the district conference by the clubs in that area.

C. In the event of a tie vote for a position and no officer is elected, there will be two run-off elections with all candidates for that position included on the ballot. If the tie remains unbroken, the decision will be made by a toss of a coin by the parliamentarian. The parliamentarian will assign heads to one candidate and tails to the other.

4. Board Meetings:

A. There shall be 3-5 board meetings each year. There shall be at least one board meeting immediately prior to the district conference. Additional board meetings shall be called at the discretion of the governor and may be conducted via video link and/or teleconference.

B. **Electronic Meetings:** The district board may transact business by mail, through the use of a conference telephone or other communication equipment. Action by mail will require a unanimous vote of the Board. It may be done between board meetings when necessary or in case of an emergency.

A member of the board or of a committee designated by the board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all individuals participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

C. The governor may invite the newly elected and appointed board members to attend the board meeting immediately at the conclusion of the spring workshop prior to their assuming office as observers and to expedite the transition process.

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5. District Dues and Fees:

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

6. District Finances:

A. Expenses

1) Expenses incurred by district officers and committee chairmen which are to be paid from the district general operating funds are defined in the Zonta International District 2 Reimbursement Guidelines. The reimbursement guidelines may be amended by a two-thirds (2/3) vote of the district board. Vouchers for these expenses shall be submitted to the governor for approval before any reimbursement by the district treasurer.

2) The governor shall approve vouchers for board members, committee chairmen and the conference chairman. Vouchers shall be submitted in a timely manner after the expense is incurred, with the exception of incidental expenses of the committee chairmen, but in all cases submitted not later than May 15 of each year to facilitate closing of the books on May 31. Hotel, travel, telephone/communication expenses, and other receipts shall be attached to the voucher. All requests for reimbursement must be accompanied by original receipts or copies/scanned documents of original receipts.

3) Expenses incurred by outgoing governor and Lieutenant governor during the period between the end of the fiscal year (May 31) and the close of International Convention when their term of office ends, shall be charged to the convention fund in the fiscal year paid. For comparison of budgeted and actual figures, these expenses shall be appropriately allocated to give a true picture of each biennium's financial activity. Committee chairmen and members shall present all expenses incurred prior to the close of fiscal year (May 31)

4) Reimbursement of convention expenses for the incoming and outgoing governors will be represented in the biennium budget as a line item, and based on expected income and expected expenses. The District 2 Board may conduct fund-raising efforts for the sole purpose of raising additional funds for attendance by the governor and lieutenant governor at the International Convention.

B. District Income:

At the close of each fiscal year, total earned interest from all other accounts for that year shall be transferred to the district checking account for use in district operations.

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Comment [3]: Recommended by District 2 Treasurer. Allows for electronic transmittal of vouchers.

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Comment [4]: Recommended by D2 Finance Committee

C. Compilation:

Following the closing of the district books on May 31 of each year there shall be a compilation of the books. This compilation shall be arranged by the treasurer or Finance Committee with the governor’s approval and presented to the district conference. One copy shall be attached to the conference minutes, and one copy shall be given to each district board member.

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Comment [5]: District Finance Committee chair and district treasurer advised that the practice for year has been to provide a compilation. Audits and reviews have not been presented.

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7. District Conference and Seminar:

A. Conference: The district conference is held in the fall prior to the Zonta International Convention (odd years) to conduct the business of District 2. The district board encourages participation from each of its clubs, and works with clubs to identify delegates, alternates and proxy holders through club notification. District 2 follows Zonta International Bylaws Article X/Convention, Section 4/Convention Voting Members. A) Clubs and B) Proxies. Clubs carrying a proxy should not be instructed how to vote, but should be trusted to vote in the best interests of the club.

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Comment [6]: ZI District Conference Manual February 2016 states that district Rules of Procedure should include this instruction.

B. Seminar: The district seminar is held each fall following the Zonta International Convention (even years).

C. The governor, in consultation with the district board, shall choose the club to host all District 2 events.

D. Conference Records:

- 1) All previously adopted resolutions automatically expire at the end of each district conference. If a subject is to be continued, it must be reaffirmed or newly adopted at each conference.
- 2) District conference motion cards and election ballots shall be retained by the secretary for at least three (3) months, or until the minutes of the conference have been approved, whichever is longer.

E. Conference/Seminar Budget:

The Zonta club hosting the district conference/seminar shall prepare and submit the proposed budget for the entire conference/seminar to the district board for approval as early as possible in the planning process. For detailed conference/seminar budget guidelines, see the District Conference Manual.

F. Conference/Seminar Expenses:

- 1) A registration fee shall be charged to each individual member who attends the district conference/seminar. The registration fee should be set to recover the cost

of all conference/seminar related expenses. Such items include cost of conference/seminar materials, rentals, PayPal fees, meals, and program needs.

2) The district assumes the at-conference expenses such as registration, hotel and meals of the Zonta International representative.

3) The district assumes the at-conference expenses of the district officers, secretary and parliamentarian attending the conference/seminar.

4) Funds shall be advanced to the conference and the seminar host club when a conference and seminar budgets have been submitted and approved by the district board. The district treasurer shall make the advance when requested.

5) Refunds of conference/seminar registrations will be made only if requested in writing and approved by the district board at the post-conference/seminar board meeting. Requests for refunds for other pre-paid expenses shall be made in writing to the conference/seminar host club prior to any deadline dates established with the conference/seminar facility.

6) Proceeds of the district conference shall be turned over to the District 2 treasurer within ninety (90) days following conference. Proceeds of the district seminar shall be turned over to the district treasurer within sixty (60) days of the seminar.

G. Conference/Seminar Reports:

1) The District Conference Chairman shall provide the district board with the financial statement for the conference/seminar and all fiduciary data relating to the conference/seminar within sixty (60) days following the conference and within thirty(30) days following the seminar. All funds remaining in the hands of the conference/seminar treasurer after payment of bills shall be forwarded with the financial report of the conference/seminar to the district treasurer.

2) Any loss/gain from the conference has to be covered by/transferred to the district fund.

3) The district secretary, with the approval of the district governor, shall prepare a summary of proceedings of the district conference, which shall be sent to each club president and to the district board members within sixty (60) days following the conference.

4) Minutes of the proceedings will be prepared by the district secretary and approved by the district board. After approval, a copy shall be available, on a loan basis, for use by clubs or other interest parties.

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Comment [7]: Reflects practice for at least past three biennia

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Comment [8]: Recommended by Bylaws Committee. Rationale is that records are less likely to be lost and board will be informed in a more timely way. Change also aligns with section G (3), which calls for report from secretary in 60 days.

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H. Paypal Account: A district PayPal account exists to allow PayPal, credit, and debit card payments of fees for district events. Event planners must figure in the fees associated with using PayPal, including the refund fee, when determining the cost of registration fees. It is recommended host clubs consider establishing their own PayPal account for hosting seminar/conference/workshops in order for the host club to have direct control and access to the registration funds for their hosted events.

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Comment [9]: Recommended by Finance Committee as a way to resolve problems in past events with using district account for events hosted by clubs.

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8. Workshops:

A. There shall be 1-2 district workshops each year. These workshops shall be planned and directed by the district board with the guidance of the governor. Workshops shall be conducted on a break-even basis with costs to participants minimized to encourage attendance. The budget for the workshop shall be presented at least ninety (90) days before the date of the workshop to the district board by the district workshop committee chairman.

B. The financial report for each workshop must be received by the district treasurer within thirty (30) days of the workshop or by May 15, whichever comes first. If no financial report has been received within the stated time period, any loss incurred by the host club shall be borne by the club rather than the district. The district will bear losses provided that every effort was made to keep within the budget and the reason for the additional cost was found to be warranted by the board.

C. Proceeds from a workshop by the host club shall be forwarded to the district treasurer and deposited in the district account.

9. District Records:

A. Outgoing district officers and committee chairmen shall deliver to their successors all properties associated with their respective official positions within thirty (30) days of the installation of their successors. The district treasurer shall begin transferring responsibilities to the incoming treasurer by June 1 of the first year of the incoming treasurer's term and must complete the transfer within thirty (30) days after the end of the treasurer's term.

B. Clubs shall submit the names of their officers (with addresses, phone numbers, fax numbers, and e-mail addresses, to the governor, lieutenant governor, district treasurer, appropriate area director, district secretary and Zonta International headquarters by May 1. Clubs shall submit the names of their committee chairmen (with addresses and emails) to the governor by September 1st.

10. Nominating Committee:

A. The chairman of the District Nominating Committee shall request prior to each district conference, suggestions from each club for nominees for each position to be filled by election at the succeeding district conference. Personal data forms, including consent to serve, if elected, shall be submitted for each name that is suggested. The nominating committee will establish appropriate deadlines for information to coincide with guidelines established by the district board for providing conference information to all District clubs.

B. The committee shall screen the suggested nominees based on the recorded qualifications, and on the committee's own knowledge and judgment. The Nominating Committee shall prepare a slate of one or more candidates for each district office that is to be filled at that election, and of five nominees for the district Nominating Committee. No name shall be listed without the member's consent to serve, if elected.

C. No member of the Nominating Committee shall be eligible for nomination at any level of Zonta International while serving on the committee.

D) At least sixty (60) days before the conference at which the election is to be held, the Nominating Committee shall send its report to each district officer and to each club in the district. At the conference, additional nominations may be made from the floor immediately after the report of the Nominating Committee, providing the consent of the nominee has been obtained.

11. Campaigning Policy:

No campaigning of any sort, other than the wearing of an official candidate's ribbon at conference, shall be allowed.

12. Committees:

A. There shall be at least the following standing committees: Bylaws and Resolutions Committee, Advocacy Committee and Membership Committee, each with a chairman and other such members as the governor deems appropriate. There may be other standing and special committees as the district board shall authorize to achieve the biennial goals-

1) The Membership Committee shall promote continuing membership growth: recruitment and retention in existing clubs, organization of new clubs, and programs developed by the International Membership Committee.

2) The district Bylaws and Resolutions Committee shall review and suggest revisions to the District Rules of Procedure each biennium to ensure they do not conflict with the Zonta International bylaws and shall investigate complaints made against officers of the district board or against a club. The committee shall follow the procedures as outlined in the ZI bylaws.

3) The district Public Relations and Communications Committee shall promote the objects of Zonta International and its projects and programs, awareness of Zonta clubs and their projects and programs throughout the district, awareness of Zonta International and district websites and the resources available thereon, the need for club websites, activities developed by the International Public Relations and Communications Committee, and healthy communications while adhering to the correct Zonta communication lines.

4) The district Service committee shall coordinate, at the district level, activities to implement service programs authorized by the international convention. The committee shall also promote awareness of Zonta International service programs, including ZISVAW (Zonta International Strategies to Prevent Violence Against Women), the Amelia Earhart Fellowships, the Jane M. Klausman Women in Business Scholarships, Z Clubs and Golden Z Clubs, the Zonta International Service Projects and all programs and projects funded by the Zonta International Foundation. The committee shall also promote awareness of local service projects undertaken by clubs in the district and elsewhere; and of policies developed by the Zonta International Service Committee. The committee shall also promote legislative awareness, advocacy, and equal rights, following guidelines established by the Zonta International board.

5) The district United Nations Committee shall promote awareness of the United Nations, its agencies and programs, and understanding of the relationship between the United Nations and Zonta International' recognition of the United Nations Day (October 24), International Women's Day (and Zonta International Rose Day – 8 March) and other international days to commemorate, including themes, years and world decades; activities developed by the International United Nations Committee, including UN-related resolutions adopted at conventions (e.g. promotion of ratification of the Convention on the Elimination of all Forms of Discrimination Against Women and of the Optional Protocol).

6) The Advocacy Committee shall recommend action in accordance with the objects of Zonta International to improve the status of women and to promote legislative awareness, advocacy and equal rights

B. Provided funds are available, the district budget may allocate funds for the use of committees. Committee chairmen shall apply to the governor for funds to carry out the work of their committees, and shall submit expense vouchers for reimbursement and/or requests for advance to the governor for approval.

13. General:

A. District Awards: The board shall determine the nature and number of awards, which will be given at each district conference and/or seminar. Awards are given at the

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Comment [10]: Update to current ZI language: District Manual now calls this the Service Committee.

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recommendation of the governor and discretion of the district board. They shall include, but shall not be limited to, the following:

1) The Governor's Silver Bowl

It shall be awarded each year to the club with the greatest number of members fully registered at the conference/seminar. The number of miles (AAA listing or CAA listing, [Mapquest or other online source](#)) traveled one way to the conference/seminar multiplied by the total number of club members attending, multiplied by the following factor (fewer than 50 members: **6**, 50-100 members: **4**, 101-150 members: **2.5**, shall determine the recipient:

- (1) For clubs with over 150 members
- (2) For clubs with 100 to 149 members
- (3) For clubs with 50 to 99 members
- (4) For clubs with fewer than 49 members

The computation of the winning club of the Governor's Silver Bowl is the responsibility of the immediate past governor, lieutenant governor and the treasurer. This bowl shall be suitably engraved by the winning club and kept for one year. It shall then be passed on to the next winner at the next Fall conference/seminar. The hostess club shall not be eligible to participate.

2) The Evelyn Dewitt Membership Tray

It was presented to the district in the name of Evelyn Dewitt, Zonta International President (1978-1980), and shall be awarded to the club in District 2, which has the largest percentage of increase in new members during the preceding fiscal year (June 1 to May 31). The percentage of increase is computed by dividing the number of members acquired during the year by the number of members in the club as of May 31 of the previous year, according to the membership figures of the district treasurer. Computation for this award is the responsibility of the lieutenant governor.

3) The Immediate Past Governor's Tray

A gift from past governor Marge Van Slyke, 1996-1998), it shall be presented at the Seminar to an individual, club or committee that has demonstrated unfailing support of the immediate past biennium. It is to be retained by that party for two (2) years and passed on at the next seminar.

4) Club of the Year Award

This award (Zonta District 2 Governor's Plaque) is presented each year of the biennium at the seminar and the conference to a club that has exemplified qualities in an area appropriately chosen by the governor/immediate past governor.

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Comment [11]: Reflects current practice.

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5) The International Focus Award

This award shall be presented every two (2) years at the district conference to a club which best demonstrates the international spirit of Zonta. It shall encourage clubs to be open to the global world of Zonta as well as their local commitments.

Criteria for the award include:

- a) *Service* projects linked with a Zonta International project
- b) Focus on the club's international identity
- c) Close ties with a sister Zonta Club in another country
- d) Pledges one-third (1/3) of its service dollars to Zonta International

The winning selection shall be presented with a silver-plated bowl donated by Dolly Dastoor, past district governor (2002-2004). The bowl shall be presented at the district conference and returned to the governor at the end of each biennium.

6) Zonta International District 2 Honour Award

This award was initiated and developed by past governor Margaret Mitchell, 2008-2010, to be presented to a club for an event that displays a sense of teamwork in working together to promote Zonta's Mission. Sample projects could be an Amelia Earhart event, a fundraiser, initiation of a Z club, a service project, opening a new club or hosting a seminar, workshop or conference. Emphasis will be placed on creativity, originality and cohesiveness in building the club's spirit. It will be presented at the seminar following that biennium by the immediate past governor in consultation with her Zonta District 2 Board.

7) The Candace Edwards "Stepping Up" Legacy Leadership Award

This award shall be given to a club, committee or individual in recognition of an extraordinary contribution to leadership succession planning at the club or district level. It shall be given every two (2) years at the district conference. Selection of the recipient is the decision of the governor. If the governor determines that there is no qualified recipient, the award shall be withheld for that year.

B. International Awards

1) Zonta International Amelia Earhart Fellow

The Amelia Earhart Fellow winner attending a university in District 2 receives a monetary award from Zonta International, and shall be presented with her wings, medal and certificate at the district conference/seminar.

2) District 2 Jean M. Coon Humanitarian Award

The award shall be presented every year at the conference/seminar with the recipient receiving an amount as voted into the District 2 budget.

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Comment [12]: This award was approved by the D2 board in August 2015 but was too late for the Call to Conference. The award was first given at the October 2015 District Conference. Language is drawn from proposal by Governor Edwards and approved by D2 board.

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3) The Young Women in Public Affairs Award

This award shall be presented each year at the conference/seminar, with a certificate and a check from Zonta International. The awardee will be invited to attend a district 2 event.

4) Jane M. Klausman Women in Business Scholarship

The recipient of this scholarship shall receive a check from Zonta International at the district level. She shall be invited to the presentation of awards at the district conference/seminar.

5) The Presidents of Z Clubs and Golden Z Clubs may be invited to attend district conferences/seminars. The district shall present a gavel at the charter dinner of each new Z Club or Golden Z Club.

C. District Property:

1) The governor's pin is the property of District 2. At the installation ceremony at the end of her term, the outgoing governor shall be given a governor's pin. The lieutenant governor and treasurer bars are the property of the district and are passed to the incoming lieutenant governor and treasurer at their installation.

2) The District 2 banner, memorial vase, mahogany wall plaque, set of all nations flags with stand, wooden ballot box, bronze gong, sound system, banner with Zonta's mission, District 2 flag pole and two large flag stands shall be in the custody of the hostess club for the next conference/seminar at the close of the previous conference/seminar.

14. Parliamentary Authority:

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Zonta International District 2 in cases in which they are not inconsistent with the bylaws of Zonta International or with these Rules of Procedure.

15. Amendments/Adoption/Revision Procedure:

A. These Rules of Procedure may be adopted and/or amended as follows:

1) By a two-thirds (2/3) vote of the district conference voting members provided that notice of such proposed rules of procedure or amendments has been sent or transmitted electronically to the president of each club within the district at least sixty (60) days in advance of the district conference: or

2) By mail ballot requiring two thirds (2/3) vote of the delegates voting, provided more than fifty (50%) of the district clubs respond within forty-five (45) days.

B. Proposals for amendments to these Rules of Procedure may be made by the district board or by a club within the district provided the proposal is submitted to the district board for consideration at least one hundred and twenty (120) days prior to the district conference. The district board shall consider all proposals and make recommendations as to whether they should be adopted.

C. These Rules of Procedure shall be subject to a complete review by the district Bylaws and Resolutions Committee every other biennium beginning in 2016-2018. Proposals may be submitted by the clubs in the district and the district board as noted in Section B above. Adoption and approval shall be in accordance with the provisions noted in Section A, numbers 1) and 2) above.

Changes were reviewed and approved by the District 2 Board July 23, 2017. They were presented at Fall Conference, discussed and approved October 21, 2017.