



Zonta International District 9 Bylaws

SECTION 1. Definition and Purpose

District 9 comprises a number of Zonta clubs within the United States from Arizona, California, Hawaii, Nevada, and Utah, including each assigned e-club.

The purposes of this district are:

(a) To function as an administrative division of Zonta International in the attainment of the Objects of Zonta International as stated in these 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.

SECTION 2. How Established

District 9 has been established according to the bylaws of Zonta International.

SECTION 3. Members

Each Zonta club within the boundaries of District 9, established by Zonta International, and each assigned e-club, shall be a member of this district.

SECTION 4. 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.

SECTION 5. Dues

(a) District Dues. The district dues shall be determined by two-thirds vote of the voting members present and voting at conference.

(b) Area Dues. A District 9 conference may authorize areas in the district to collect per-capita area dues by two-thirds vote of the voting members present and voting at conference. Area dues shall be determined by a two-thirds vote of the delegates at an area meeting, in accordance with the procedures in the bylaws of Zonta International and the District 9 Rules of Procedure.

SECTION 6. Officers

The officers of the district shall be a governor, a lieutenant governor, the area directors, a treasurer, a secretary, and parliamentarian.

(a) Prerequisites. Each elected officer shall be a classified member of a club, shall have served at least two years in an elected club office and/or have been a district committee chairman. The governor, lieutenant governor and area directors shall have served at least one year as club president. An elected officer shall hold no other elective position at district level.



(b) Election. Officers, with the exception of the secretary and parliamentarian, shall be elected at the district conference immediately preceding the convention. Election shall be by ballot vote (written or electronic) of voting members present and voting. Area Directors shall be elected by the delegates from the clubs in that area at the district conference.

(c) Term of Office. Officers shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served previously as an officer is eligible to serve in 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.

(d) Appointment, Term of Office. The governor shall appoint the secretary and parliamentarian who shall be officers and members of the district board without vote. The term of office of the secretary and parliamentarian shall coincide with the term of the governor who made the appointment.

SECTION 7. Duties of Officers

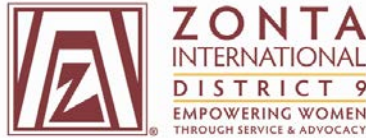
(a) Governor. The governor shall administer the affairs of the district. The Zonta International president, headquarters office and the lieutenant governor shall be kept informed about district matters. The governor shall work with the district board and host club in planning the district conference program, shall issue the Call to Conference at least 60 days before the conference and shall preside at the district meeting. The governor or the governor's designee shall attend area meetings. The governor shall supervise the preparation of the district budget and shall authorize expenses in accordance with the approved budget. The governor shall appoint a Bylaws and Resolutions Committee, a Membership Committee, a Service Committee and an Advocacy Committee, each with a chairman and such other members as the governor deems appropriate. The governor may make other appointments as appropriate to implement the programs of Zonta International.

(b) Lieutenant Governor. The lieutenant governor shall perform such duties as assigned by the governor and 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. The lieutenant governor shall be chairman of the District Membership Committee.

(c) Area Directors. Each area director shall attend district conferences, plan area meetings, visit clubs, and act as liaison between the clubs and the district board.

(d) Treasurer. The treasurer shall be responsible for the funds of the district and shall administer them in accordance with the approved district budget. 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. No later than 45 days after the term of office ends, the treasurer shall transfer all records to the successor. 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.

(e) Secretary. The secretary shall maintain records of the district. 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. 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.

(f) Parliamentarian. The parliamentarian shall be the board expert in interpreting and applying Robert's Rules of Order and act as an advisory and consultative resource to the Governor or presiding officer in the conduct of district meetings. The district parliamentarian may preside as the district conference parliamentarian.

SECTION 8. Vacancies

(a) Governor. In case of a vacancy in the office of governor, the lieutenant governor shall become governor.

(b) Lieutenant Governor. In case of a vacancy in the office of lieutenant governor, the office may remain vacant until filled by election at the next district conference, or the vacancy may be filled by mail ballot provided the candidate receives a majority vote of district voting members, or by appointment of the district board.

(c) Area Director. A vacancy in the office of area director shall be filled from the same area by appointment of the district board.

(d) Treasurer. A vacancy in the office of treasurer shall be filled by appointment of the district board.

(e) Secretary. A vacancy in the office of secretary shall be filled by appointment of the governor.

(f) Parliamentarian. A vacancy in the office of parliamentarian shall be filled by appointment of the governor.

SECTION 9. District Board

(a) How Constituted. Elected officers of the district, the appointed secretary, and appointed parliamentarian shall constitute the district board.

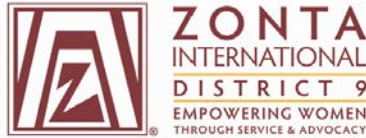
(b) Duties. Subject to the general supervision of the Zonta International Board and its officers and directors, the district board shall have general supervision over clubs and administration of the district. It shall make decisions upon those matters requiring action between meetings of the district conference, provided that none of its acts shall conflict with action taken by the conference. It shall perform such duties as are prescribed by the bylaws. The Zonta District Manual shall serve as a guideline for district operation.

(c) Quorum. A majority of the elected members of the district board shall constitute a quorum.

(d) Vote. A majority vote shall be required for action, unless a greater vote is otherwise required.

(e) Removal.

(1) Elected district officers may be removed by the district board for cause upon grounds permitted for removal at the international level. 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. Thereafter, the committee shall make a recommendation to the district board for a decision. The officer concerned 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 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. 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 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 International Board shall be final. 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.

(2)The district secretary and parliamentarian 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.

SECTION 10. Meetings

(a) District Conference. Each district shall hold at least one district conference per biennium on dates approved by the Zonta International president.

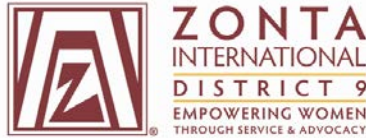
(1) Purpose. The district conference shall be for the purpose of promoting the objects and programs of Zonta International and to conduct the business of the district.

(2) Authority. The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.

(3) Call to Conference. Notice of proposed changes affecting the district or Zonta International shall be sent to the president of each club within the district at least 60 days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.

(4) 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, 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. 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.

(5) Quorum. A majority of voting members registered at conference shall constitute a quorum.

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

(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.

SECTION 11. Financial Oversight

At the close of the biennium and at any other time determined to be in the best interest of the district, the district board shall cause the district financial records to be examined (audited, reviewed or compiled) by certified/chartered public accountants or by a qualified individual independent of the district board. The examined financial statement and report shall be presented at the district conference.

SECTION 12. Nominating Committee

(a) How Constituted. At the conference at which district officers are elected, the 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.

(b) Prerequisites. Each member of the Nominating Committee shall be a classified member of a club, 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.

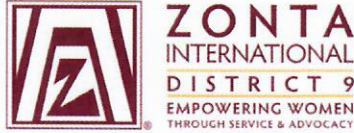
(c) Term. The term of the members of the district Nominating Committee shall be two years, beginning at the close of the convention.

(d) 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.

(e) Duties. It shall be the duty of the Nominating Committee to:

District

(1) Provide the official slate and qualifications of each candidate for publication at least 60 days before the district conference.



(2) Nominate one or more qualified candidates for each office to be filled at the next election of district officers.

(3) Nominate at least five candidates for the district Nominating Committee.

(4) Report at the conference. Additional nominations may be made from the floor provided the nominee is qualified. No member shall be proposed without that member's consent to serve if elected.

Zonta International

(5) Work with the Zonta International Nominating Committee to recruit qualified Zontians for Zonta International officers, directors and Nominating Committee.

(f) 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.

SECTION 13. Election

Election shall be by ballot vote, and a majority vote of the conference voting members shall elect district officers. 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 14. Rules of Procedure

District rules of procedure shall be adopted or amended by a two-thirds vote of the district conference present and voting members, provided that notice of such proposed rules of procedure or amendments shall be sent to the president of each club within the district at least 60 days before the conference.

SECTION 15. Parliamentary Authority

District 9 will utilize the latest available edition of Robert's Rules of Order as the parliamentary authority. Robert's Rules of Order shall govern the district in cases in which they are not inconsistent with these bylaws or the rules of procedure adopted by the district.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Zonta International District 9 Bylaws were duly adopted by at least two-thirds of the voting members of District 9 on October 3, 2021, and now constitute the Zonta International District 9 Bylaws.

DATED: October 3, 2021



Governor



Secretary