

**AMENDED RULES OF PROCEDURE  
DISTRICT 17, ZONTA INTERNATIONAL  
A SUPPLEMENT TO THE ZONTA INTERNATIONAL BY-LAWS  
AND RULES OF PROCEDURE FOR DISTRICTS AND CLUBS  
(As revised and ratified at the 20<sup>th</sup> ZI District Conference on 07 October 2019)**

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**PREFACE**

Districts and Areas within districts have been created by the Zonta International Board of Directors to serve as the administrative link between clubs and Zonta International. All share the same purpose: to further the Objects of Zonta International.

Each district is composed of all Zonta clubs within its established boundaries. The territorial limits of the district are set by the Zonta International Board.

District 17 of Zonta International and its clubs shall be established and governed in accordance with the Zonta International By-Laws and operated in accordance with the District Manual, the Club Manual, the Zonta International Rules of Procedure, Zonta International Policies and this Rules of Procedure (ROP).

To the extent consistent with the Zonta International By-laws and Rules of Procedure, the rules contained in this ROP will constitute standard operating procedure. It is not intended for the ROP to be a static document. It must change as the operating environment changes. Hence, it shall be reviewed by the District Board and the By-laws and Resolutions Committee appointed by the District Governor each biennium and shall remain in effect until rescinded or changed by a two-thirds (2/3) vote of the delegates present and voting at a district conference.

This District ROP is not all inclusive and shall be used in conjunction with the Zonta International By-Laws and Rules of Procedure as well as the District Manual, the Club Manual and Zonta policies. It is intended to clarify, interpret, supplement and expound on the Zonta International By-Laws, policies and other existing guidelines, and to define Zonta International rules that are intended for adoption at the option of District 17 and its member clubs. This ROP is important for the effective administration and consistent management of clubs and the office of District 17. In the event of any inconsistency with the Zonta International By-Laws and Rules of Procedure, the provisions of the Zonta International By-Laws and Rules of Procedure shall prevail.

## **PART I**

### **I. THE DISTRICT**

As used in this ROP, the term "District" shall mean District 17 which includes all the Areas and Clubs falling within its exclusive jurisdiction.

### **II. DISTRICT OFFICERS AND BOARD OF DIRECTORS**

a. The district officers duly elected or appointed shall constitute the District Board. The officers of the District shall be the District Governor, Lieutenant Governor, Treasurer, Area Directors and District Secretary/Secretaries. The District Secretary/Secretaries, who shall be a board member without vote, shall be appointed by the District Governor for a period coterminous with the latter. Except for (1) the Area Directors who shall be elected by secret ballot by the voting delegates of clubs in their respective areas during the District Conference and (2) the appointed District Secretary/Secretaries, all other district officers shall be elected by all voting delegates within the District by secret ballot during the regular biennial District Conference.

A Vice Area Director shall be elected to assist the Area Director in the performance of area duties who shall act as the treasurer of the area. The Vice Area Director shall be elected by the voting delegates of the clubs in her area at the same District Conference where the Area Director shall be elected; provided however, that the Vice Area Director shall not be considered a regular member of the District Board, and hence, shall have no voting right. In the absence or inability of the Area Director to perform her duties and functions, the Vice Area Director shall perform the same in her place and shall then be entitled to vote at the District Board Meeting or at a Conference. At the start of their term, the members of the District Board, upon the recommendation of the Area Director, shall determine additional rights and responsibilities of the Vice Area Director; however, additional duties may be assigned during the course of the biennium.

b. The qualifications, powers, and duties of the District Officers are stated in Article XIII, Sections 6, 7, and 8 of the Zonta International By-Laws and in the District Manual. Vacancies in any position in the District Board shall be filled in accordance with the applicable provisions of the Zonta International By-Laws.

c. The members of the District Board shall be installed at the District Meeting held at the Convention. No separate installation ceremonies shall be held to induct the Board, nor may any expense for this purpose be subsidized from the district budget. No closing ceremonies are required to celebrate the conclusion of the term of any member of the Board. However, a simple meeting or get-together may be held by Clubs in the District to honor a member or members of the District Board; provided that no expense shall be charged to the district budget. Neither shall these occasions be used as fund raising events.

The Vice Area Director may be installed at the aforesaid District Meeting at the Zonta International Convention.

#### Term of Office

d. The term of office of the Members of the District Board, as such members and as Officers shall be for a period of two (2) years or until a successor takes office, commencing at the close of the Convention and terminating at the close of the next Convention.

e. No member who has served previously as a district officer shall be eligible to serve in the same office again except (1) the Treasurer who may serve for two (2) consecutive terms in that office, and (2) an Area Director who may serve again four (4) years after the completion of her 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.

#### Meetings

f. The District Board shall meet at least six (6) times but not more than nine (9) times during the biennium. Two (2) of these meetings may be pre- or post-Conference/Convention meetings and the remaining meetings may be off Conference/Convention meetings spread out during the biennium.

A member of the District Board who cannot physically attend or vote at a board meeting can participate and vote through remote communication such as videoconferencing, teleconferencing and other alternative modes of communication. Such conference call and other electronic meeting by which persons participating in the meeting may hear each other simultaneously may constitute a meeting provided that all board members are invited to participate and have the ability to attend by such means.

A majority of the elected members of the District Board shall constitute a quorum. A majority vote of the members present at the meeting shall be required for action, unless a greater vote is required by the Zonta International By-laws, policies and this ROP.

g. Where a face-to-face meeting conducted physically or through remote communication cannot be held and urgent action has to be taken by the Board, the Board may transact business by regular or electronic mail, provided that all members of the District Board shall have received such mail or communication. Action by regular or electronic mail shall require the unanimous vote of the entire District Board. A member of the District Board shall be deemed to have given her affirmative vote if she fails to manifest her agreement or objection within three (3) days from receipt of such mail or communication. Each member of the District Board must ensure that she has access to the form of communication used for this purpose.

h. Members of the District Board elected at the District Conference for the forthcoming biennium shall be invited and encouraged to attend as observers in the post-conference District Board meeting and at the last District Board meeting prior to Convention time to expedite the forthcoming hand-over process.

#### Turnover

i. Outgoing district officers and committee chairmen shall deliver to their successors all the properties and files with reference or retentive value, belonging to their respective official positions, within thirty (30) calendar days after their term of office ends. However, the Treasurer shall begin to turn-over to the incoming Treasurer the responsibility of collecting dues for the first year of the incoming biennium by June 1, which is the date when international and district dues must be paid and shall complete the turnover of financial records to her successor not later than forty-five (45) days after the end of her term of office.

Within six (6) months into the current biennium, incumbent district officers and committee chairmen shall turnover to the Archives Committee all properties, files and records received from their predecessors, except those pertaining to pending matters and procedure which require further study, deliberation or action.

### III. DISTRICT FUNDS

a. The District and its clubs shall adhere to a strict policy of financial accountability and responsibility. The District Board shall promulgate written guidelines on financial transactions, financial approvals, expense reimbursement, audit/financial review and other related financial matters, which guidelines shall be adhered to and adopted by the District and its clubs.

b. The funds of the District ("District Funds") shall be primarily sourced from the district dues which shall be assessed on a per capita basis, which funds shall be used for the administration and supervision of the District. The District Funds may also come from excess funds collected from area projects or activities approved by the District Board as provided for in Part I (III) (j) of this ROP. In addition, a per capita conference fee shall be assessed on all members to partially cover the cost of the District Conference. Such conference fees shall be turned over to the Organizing Committee Chairman of the District Conference upon the instructions of the District Governor after the establishment of the District Conference organization. The amount of district dues shall be determined by a two-thirds (2/3) vote of all voting delegates present and voting at a District Conference. District dues shall be payable by the Clubs to the District Treasurer on or before June 1 of each year based on club membership as of the same date. Copies of the proof of remittance of payment and list of club members as of June 1 of the year shall immediately be submitted to the Area Director, the District Treasurer and the Chairman of the District Membership Committee.

Area Directors shall ensure the payment of appropriate dues to Zonta International and to the District and shall assist the District Treasurer in the collection of such dues within their respective areas.

c. All District Funds shall be collected and held primarily by the District Treasurer who is expected to exercise utmost prudence and transparency in the management of the funds. The said funds shall be deposited in a bank in the name of Zonta International District 17 preferably in the country of the incumbent Treasurer. The District Board shall decide on the country and the bank(s) where the District Funds shall be deposited and maintained.

d. Areas may not open bank accounts in the name of the Area or of Zonta International for any purpose. All funds or monies for area projects or activities during a biennium shall be collected and held by the Vice Area Director, as treasurer of the Area, under the supervision of the Area Director. Area funds may be deposited in a bank account opened and maintained for the duration of the biennium in the joint names of (1) the Area Director, (2) the Vice Area Director, and (3) a President elected from among the Presidents of the clubs comprising the area, in trust for the clubs in the area. All withdrawals and disbursements from such bank account shall require the joint signature of two signatories. The bank account shall be closed at the end of the biennium. Should there be any unused or excess area funds at the end of the biennium, the use and disposition of such unused or excess funds shall be decided upon by the presidents of the clubs of the area. All area funds shall be properly liquidated and accounted for by the Vice Area Director at the end of the biennium. The Vice Area Director shall, at the end of each year of the biennium, submit a financial report to the presidents of the clubs and the District Board, as may be requested. An internal auditor for the area shall be elected by the presidents from among themselves at the start of the biennium. The Area Director shall include the status of such funds in her regular report to the District Governor/Board.

e. All disbursements shall be in accordance with the approved final biennial budget and the Reimbursement Guidelines set forth in Part III of this ROP, which guidelines may be amended by the two-thirds (2/3) vote of the District Board and ratified by two-thirds vote of delegates at a district conference. Disbursements not in accordance with the budget and said guidelines may be allowed in emergency and justifiable cases; provided, that any such disbursements must not exceed the actual District Funds on hand and must be approved and ratified by two-thirds (2/3) vote of the entire District Board and further ratified by two-thirds (2/3) vote of the delegates at the next district conference.

f. The District Treasurer shall use generally accepted accounting and auditing principles as well as prudent management techniques to keep and maintain the District Funds and other monies and funds that are in her custody as Treasurer. She may likewise invest and deal with the money of the District Funds in such manner as may from time to time be considered wise or expedient for the advancement of the District's interests, such

as but not limited to checking, savings and other depository accounts, certificates of deposit, or other placements and investment instruments, to maximize earnings on the District Funds; provided, however, that such investments and placements must be approved by the District Board and must be in accordance with the established investment policy of the District Board; and provided, further, that the choice of financial instrument shall be ratified by at least two-thirds (2/3) vote of the members of the District Board.

g. The District Treasurer shall, at least two (2) months before June 1 of each year, which is the due date of all dues and fees to be paid by the clubs, issue a billing statement to such clubs based on the latest membership report showing the number of club members. In determining the actual amount of club dues payable to the District and to Zonta International, the club is solely responsible for ascertaining the true number of its members so that the correct dues are paid to the District and Zonta International. The District Treasurer shall submit a list of all delinquent accounts to the District Governor, as well as to the Area Directors concerned, in October and February of each year so as to facilitate the collection of all dues.

A complete and detailed report regarding paid and unpaid dues shall be included in the records that shall be turned-over by the outgoing Treasurer to the incoming Treasurer as well as to the District Governor.

h. The tentative budget for the incoming biennium, duly approved by the incumbent District Board, shall be presented by the District Treasurer on behalf of the Board at the District Conference for approval of the delegates. Changes and adjustments to the tentative budget shall be determined by the incoming District Board. The proposed final biennial district budget shall be presented at the District Meeting held at the Convention following the District Conference, for approval in accordance with Part I (VII) (f) of this ROP.

i. Biennial convention expenses incurred by the District Board after the books of the biennium are closed on May 31 shall be accrued.

j. Fund-raising activities for the purpose of funding the administration and operation of the District shall not be undertaken by the district officers. However, excess funds from district activities held by the District and Areas, orientation workshops, other district-sponsored events, the District Conference to the extent allowed under Part I (VI) (i) of this ROP, as well as from the sale of manuals, plus voluntary contributions from clubs or members in the District, may be used for the operation and administration of the District.

k. In case of emergency or when deemed necessary on special occasions, the District Board may, upon 2/3 favorable vote of the entire Board, levy a special per capita assessment on members in an amount not exceeding the amount of US\$5.00 per

assessment; provided, that the total special per capita assessments that may be levied by the Board in any year shall not exceed the amount of US\$5.00.

l. Subject to the applicable Zonta International guidelines, all monies collected for donation to the Zonta International Foundation and actual remittances of such donations to the said Foundation shall be properly accounted for and, if necessary, deposited with a bank and subject to audit by an external auditor. The Club Foundation Ambassador shall collect donations from its club members and shall be the custodian of such funds. She should transfer or remit the funds directly to the Zonta International Foundation or through the District Foundation Ambassador. The Club Foundation Ambassador shall furnish the Area Foundation Ambassador and District Foundation Ambassador proof of remittance of donations to the Zonta International Program Fund and the Rose Fund. Proof of remittance of donations to the Zonta International Endowment Fund shall be transmitted to the Regional Representative for the Endowment Fund of each area.

m. No fund-raising activity for the District shall be undertaken by a member of the District Board or district committee except upon the prior endorsement of the District Governor and approved by the Board. All funds raised must be properly accounted for by the project proponent and deposited in the bank account(s) of the District. All requisite financial statements and supporting documents shall be submitted to the District Treasurer for her review and approval, and the funds, if necessary, may be subject to audit by an external auditor.

n. The District Treasurer shall maintain complete financial records and provide to the District Board at every District Board Meeting written reports especially on the status of the collection of membership dues by clubs and the balances of cash on hand and in bank accounts maintained by the District. She/he shall further provide to the District Board year-end audited financial statements within three and a half (3½) months at the end of each year of the biennium, as well as a consolidated two (2)-year audited financial statements as of the end of the biennium within three and a half (3½) months after the close of the biennium. Copies of the audited financial statements at the end of the biennium shall be sent to the District Governor of that biennium and the incumbent District Governor. A quarterly report shall be sent to the District Governor in between meetings.

o. The external auditor shall be recommended by the District Treasurer, at a board meeting, held early in the biennium, for approval by the District Board. Audits shall take place not later than six (6) months from the end of each year of the biennium.

#### IV. COMMITTEES AND OTHER APPOINTMENTS

a. The District Governor shall, upon assumption of her office, organize and establish the following committees described in Article XII of the Zonta International By-

Laws and in Section 3 of the District Manual: By-Laws and Resolutions Committee, Membership Committee, Service Committee, Advocacy Committee, Finance Committee, Public Relations and Communications Committee, United Nations Committee, Amelia Earhart Fellowship Committee, Jane M. Klausman Women in Business Scholarship Committee, Young Women in Public Affairs Award Committee, and Z Club and Golden Z Club Committee. The District Governor shall also appoint a Leadership Development Committee.

The term of all committees shall start after the close of the Convention and shall end at the close of the next Convention.

b. There shall be established a permanent Committee of Past District Governors ("PDG Committee") composed of all past District Governors of the District who remain active members of their respective clubs. The immediate past District Governor shall serve as Chairman of the PDG Committee during the term of the incumbent District Governor. The PDG Committee shall primarily advise the incumbent District Governor and District Board on the allocation and utilization of excess funds accumulated from surplus earnings of district conferences and savings from operations, which shall be known as the Past District Conference Surplus Fund ("PDCS Fund"), and which fund shall be used as provided for in Part I (IV) (c) of this ROP. The PDG Committee may also advise the District Board on other matters and purposes as the Board may request.

Subject to availability of funds, the PDCS Fund shall be used by the District Board exclusively for the following purposes: (1) for disaster assistance to cities, provinces, municipalities/towns or communities that have been hit by natural disaster in the countries that comprise the District, (2) for organization and formation of new clubs; and (3) for district level leadership development projects. The Board may authorize the use of the PDCS Fund as advance payment for hotel reservation and other purposes necessary to commence the preparations for the District Conference; provided, that the amount advanced shall be returned to the PDCS Fund at the end of the District Conference. Disbursements from the PDCS Fund shall be subject to the mechanics and guidelines recommended by the PDG Committee and approved by two thirds (2/3) vote of the entire District Board.

The PDCS Fund may be used for purposes other than as provided above subject to the approval of at least a majority of the members of the PDG Committee and at least two thirds (2/3) vote of the entire District Board.

c. The District Governor shall organize and establish an Archives Committee. The Archives Committee shall be responsible for the preservation of the District's historical records and for the formulation of guidelines to ensure the future preservation of relevant historical materials at all levels of the organization. The Committee shall define the type of records and official files which shall be kept within the District to ensure complete and efficient record keeping. To this end, the Archives Committee shall

implement systems and procedures in accordance with rules established by Zonta International, including but not limited to the implementation of a records retention and disposal program so that only records with reference and retention value are retained. These systems and procedures shall be reviewed each biennium for its application and relevance and for the purpose of improving its efficient implementation. The Committee shall keep on file complete books of accounts, minutes of the meetings of District Board of Directors and Committees, and District Conference minutes among others. All books and records may be inspected by any member for any valid purpose at any reasonable time.

d. The District Governor may, at her discretion, combine committees or establish other standing and special committees or create other positions as she deems necessary to achieve the goals of the biennium. The District Governor shall clearly define the duties and responsibilities of such committees or positions.

e. The District Governor shall, immediately after the determination of the various committees to be organized, appoint the chairman for each committee and submit the names of all such chairmen to the headquarters of Zonta International and to all clubs in the District.

f. Unless otherwise specifically provided for by the District Governor or by this ROP, all committee chairmen shall do their utmost to ensure that all biennium goals set by the District and by the Zonta International are met by the District. To this end, all committee chairmen shall be obliged to submit a written report of all on-going projects and completed projects and/or accomplishments of their Committee, to the Governor which shall be used as the basis of the Governor's written report to the Zonta International Board at its meetings. Projects/activities organized by committee chairmen should be submitted to the District Governor for prior approval before being undertaken.

g. The District Governor shall appoint a Parliamentarian to serve at selected or all District Board Meetings, at the District Conference and at such other events where the services of a parliamentarian may be needed.

h. The District Governor shall appoint a District Foundation Ambassador who shall perform the duties and functions set forth in the Zonta International By-Laws and District Manual. The District Governor may appoint an Area Foundation Ambassador for each Area in the District and a Club Foundation Ambassador for each club as required. The District Governor shall liaise with the International Committee in charge of raising funds for the Endowment Fund and shall appoint key persons to support fundraising efforts of such Committee in the district.

## V. THE DISTRICT NOMINATING COMMITTEE

a. It shall be the duty of the District Nominating Committee to seek, recruit, select and nominate members who are qualified to serve as officers and/or directors of the District and to assist the International Nominating Committee to seek and recruit qualified Zontians to serve as officers and directors of the Zonta International Board and members of the International Nominating Committee. The Committee shall be an objective collegial body independent from the District Board. Its deliberations are confidential and exclusive to its committee members only. It shall be the responsibility of the Committee to provide an update report to the District Board at its Board meetings and shall submit the nomination form and time schedule of nomination for Board review and approval.

b. The Chairman of the District Nominating Committee shall, at least one hundred twenty (120) days prior to the start of the first business session of the District Conference on each odd-numbered year, call for nominations from the District Board and from each Club, suggestions on possible nominees for each position to be filled by election at the succeeding District Conference. Nomination forms, including consent to serve, if elected, shall be submitted for each name that is suggested. Should the Committee receive an insufficient number of qualified nominations, it shall be the duty of the Nominating Committee to seek other possible candidates for the positions to be filled up by election. The Committee shall screen the suggested nominees based on the recorded qualifications, and on the Committee's own knowledge, judgment and evaluation criteria. The Nominating Committee shall prepare a slate of two (2) or more candidates for each district office, and at least five (5) nominees for the three (3) posts to be elected to the District Nominating Committee. No name shall be listed without the candidate's consent.

c. At least sixty (60) days prior to the start of the first business session of the District Conference when the election shall be held, the Nominating Committee shall send its report and the official slate of candidates and their qualifications to each district officer and to each club in the District. At such Conference, additional nominations may be made from the floor after the Nominating Committee shall have made its report; provided, that, the consent of the nominee shall have been previously obtained and that nominations from the floor shall be limited to a statement of the name of the nominee and her club affiliation.

Candidates to be nominated from the floor shall submit to the Chairman of the District Nominating Committee, at least one (1) week prior to the start of the first business session of the District Conference, a completed nomination form, including a photograph and the candidate's written consent to serve in the office, if elected. A nominee who was vetted by the Nominating Committee but not included in its official slate of candidates may not be nominated from the floor unless additional or new material relevant to the nominee's qualification for the position are submitted to support the nominee's original nomination. If it is determined that the nomination form is in order and the candidate is

qualified, the Chairman of the District Nominating Committee shall inform the District Governor of the expected nomination from the floor.

d. The District Nominating Committee shall ensure compliance with the guidelines and procedures on campaigning and electioneering of Zonta International.

The guidelines and procedures concerning campaigning and electioneering shall be included in the nomination forms and provided by the Nominating Committee to members considering election to any elective position in the District at least sixty (60) days prior to its release of the slate of candidates. Such guidelines and procedures shall govern the process of nomination and election of officers and directors of the District or Clubs. Complaints of alleged election violations shall be dealt with in accordance with the said procedures and guidelines.

e. The Nominating Committee shall keep detailed records for six (6) months after the election, after which such records shall be shredded for proper disposal. Only the summary of the results of the nomination and recommendations to the District Board shall be retained in a confidential file by the Archives Committee.

## VI. THE DISTRICT CONFERENCE

### Frequency of District Conference

a. The District shall hold one (1) District Conference per biennium on a date approved by the Zonta International President for that biennium.

### Call to Conference and Other Materials

b. The Governor's Call to Conference, conference registration form and all materials and documents to be voted upon on the Conference floor, including but not limited to financial reports, minutes of the previous conference and amendments to the rules of procedure and resolutions, shall be released upon instruction of the District Governor, at least sixty (60) days before the start of the first business session of the Conference to the Presidents of all clubs in the district. The registration form shall contain a clause specifying that a portion of the registration fee shall be forfeited in case of failure to cancel at least fifteen (15) days before the day of the first business session of the Conference. Substitution of registrants may be allowed with prior approval of the District Governor.

### Eligibility to Vote

c. The voting members at the District Conference shall be the District Governor, the Lieutenant Governor, the Treasurer, the Area Directors, and the delegates of each club in good standing.

d. For purposes of establishing the eligibility of each Club to vote at the elections to be held during the Conference, the District Treasurer shall, at least sixty (60)

days prior to the start of the first business session of the Conference, issue to the Credentials Committee, a list of all Clubs in good standing showing the number of members of each club, as of June 1 of a conference year. This list shall be used as the basis for determining the number of votes each Club is entitled to.

Proxies.

e. A Club may be represented by proxy at a District Conference regardless of club size. A Club represented by proxy shall be entitled to its total vote by proxy. No Club may be represented by proxy at more than two (2) consecutive conferences. For this purpose, the District Secretary must keep a record of all proxies for the Conference and submit a list thereof to the District Board and Archives Committee. A Club may carry the proxy votes from no more than two (2) other Clubs, except that the total votes carried by one club shall not exceed five (5). Proxies shall be trusted to vote in the best interest of the Clubs whose proxies they carry.

Registration Fees

f. A registration fee shall be collected from each individual member who attends the Conference to cover her expenses for meals, entertainment, conference materials, and other necessary miscellaneous expenses at the Conference. The amount of the registration fee shall not be more than the estimated total amount of actual expenses to be incurred by the member attending the Conference subject to allowance for contingency.

Conference Bank Accounts and Financials

g. The District Conference Organizing Committee, through its Finance Committee, may open a bank account for the limited purpose of accepting funds, such as conference assessment fee, registration fee, and donations, and of disbursing funds in connection with the organization and conduct of the Conference, which account shall be closed as soon as the purpose for which it was opened has been completed.

h. The Conference Organizing Committee shall submit a monthly statement of receipts and disbursements to the District Governor and shall render a full accounting of the use and disbursement of funds received for the conduct and operation of the District Conference. Said Committee shall submit to the District Board an unaudited profit and loss statement and relevant supporting schedules for the Conference and all financial data relating to the Conference within ninety (90) calendar days following the Conference so that it may be incorporated in the over-all terminal report on the District Conference. The audited financial statements shall be submitted by the Committee to the District Board within six (6) months from the end of the Conference.

The District Governor may appoint the District Treasurer to sit in the Finance Committee or to review the conference receipts and disbursements prior to its presentation to the District Board.

i. Any profit realized or loss incurred from the District Conference, if any, shall be shared equally by the District and the host Club(s) of the Conference or, as the circumstances may warrant, in such other proportion as may be agreed upon by them. At least fifty percent (50%) of the District's share of the profits shall go to the PDCS Fund and the balance thereof may be disbursed by the District Board as it may deem fit to meet the goals of the District, upon recommendation of the District Governor.

#### Minutes of the Conference and Financial Report

j. The minutes of the District Conference proceedings shall be prepared by the District Conference Secretary and noted by the District Governor before its release to the Clubs. Furthermore, the District Conference Secretary, with the prior approval of the District Governor, shall obtain from the District Conference Secretariat or Documentation Committee, copies of reports and papers read at the Conference to serve as supporting materials that may be attached to the minutes of the proceedings. Copies of such minutes together with the necessary attachments and financial statements as provided in Part I (VI) (h) shall be sent to each Club President and to the District Board members within ninety (90) days immediately following the Conference.

k. The District Conference Organizing Committee Chairman shall provide the District Board with audited financial statements of the Conference and all financial data relating to the Conference within six (6) months following the end of the Conference.

#### Election Ballots and Motion Cards

l. The District Conference election ballots shall be kept for safekeeping by the District Conference Secretary for at least six (6) months from the date of such elections after which such ballots shall be shredded for proper disposal. A summary of the voting and election results shall be submitted to the District Board and the District Archives Committee. District Conference motion cards shall be retained by the District Conference Secretary for at least three (3) months or until the minutes of the Conference have been approved, whichever comes later.

### VII. MISCELLANEOUS PROVISIONS

#### a. Newsletters

The Governor shall release newsletters, whether in printed, electronic or other tangible form, at least twice every year during her biennium making sure that important district, area and international news are featured. All officers, directors, committee chairmen, past district governors, as well as club presidents in the District, shall receive a copy of the newsletter. It is the responsibility of club presidents to share the contents of the newsletter with officers, directors and members of her Club.

#### b. Directories

The District Board, through the Lieutenant Governor, who is the Membership and Classification Committee Chairman, shall, within the first six (6) months of the first year

of the biennium, release to each club in the District, a directory of district officers and committee chairmen as well as officers and directors of each club in the District. At the option of the District Board, a membership directory may be produced.

c. Letterheads

The District Board shall formulate a district letterhead for the biennium to be used by the members of the Board of Directors during their term of office. Such letterhead may not be used beyond the term of office of the District Board members whose names appear therein.

d. Logos

Zonta logos may only be used in strict conformity with ZI standards, rules and policies and shall not be used in any manner likely to prejudice the integrity of Zonta. The District, Areas and Clubs shall only use official ZI-approved logos, and shall not alter or modify in any manner, combine with other elements or rearrange said official logos.

e. Business Opportunities

The District and Clubs shall not promote, nor participate in any business venture whose object is not in accordance with that of Zonta International, or the proceeds of which are not entirely allocated to Zonta, or to the District or its Clubs.

The use of the Zonta logo on articles for sale must have the prior approval of Zonta International through the District Governor.

f. District Meeting at Convention

Delegates to International Conventions shall attend the District Meeting held at the Convention in order to receive the final reports of the District Governor and members of the District Board and to approve the proposed final district budget of the incoming Board. A simple majority is required to approve the proposed final budget of the incoming Board. Credentials and proxies to be used at the International Convention shall be accepted for this purpose. To obtain a quorum at the District Meeting at Convention, a majority of the voting members and proxies registered at Convention is required. Minutes of the District Meeting at Convention shall be circulated to Presidents of all clubs and members of the District Board not later than sixty (60) days after the close of the Meeting. In the absence of a quorum at the District Meeting held at Convention, the incoming District Board at their first District Board meeting shall approve by majority vote of all members of the Board the budget for their biennium; provided that such district budget does not vary by more than five percent (5%) of the conference-approved budget. A Board-approved district budget must be ratified by voting delegates of the next district conference.

g. District, Area and Club Division

When the number of members in a club reaches one hundred (100), it is recommended that the club be divided into two (2). Before the number of clubs in the

District reaches seventy-five (75), it is recommended that the District be divided into two (2). In the same manner, when the number of clubs in an area reaches twenty (20), it is recommended that the area be divided into two (2).

h. Removal

Removal from office of district, area and club officers, and suspension or expulsion of clubs and club members shall be governed by Article XII, Sections 10(e) and 13(f), Article XIV, Sections 8(f) and 12(a), and Article XIV, Sections 4(e), 8(f), 12(a) and 12(b) of the Zonta International By-laws.

i. Vacancies

Vacancies in the Board of the District and clubs shall be filled according Article XIII, Section 9(a) to (e), and Article XIV, Section 4(d) of the Zonta International By-laws. Vacancies in the Nominating Committees of the District and clubs shall be filled in accordance with Article XIII, Section 13(d) and Article XIV, Section 8(c) of the Zonta International By-laws.

## PART II

### I. AREA DIRECTORS AND THE CLUBS

a. The administration and supervision of the areas and the clubs under the District shall be governed by the provisions of the Zonta International By-Laws, the District and Club Manuals and this ROP.

b. Area Directors and Clubs shall conform to the Zonta International By-Laws in the exercise of their functions and shall be guided by this ROP, the District Manual and the Club Manual. Area Directors and Clubs shall conduct meetings and events in accordance with the Zonta International By-Laws and Zonta established guidelines and protocol. All area projects and activities shall require the prior approval of the District Governor before being undertaken.

c. Area Directors shall hold Area Meetings, which are essentially planning meetings and training seminars, at least once a year. A meeting of club presidents of an area shall be called by the Area Director at least six (6) times during the biennium. Area meetings may be conducted and business transacted through electronic medium or telecommunications as provided in Part I (II) (e) and (f) of this ROP.

Upon approval by the District Governor, Area Directors may appoint an Area Secretary whose term shall be co-terminus with the Area Director. The Area Director shall submit written reports to the District Governor on matters pertaining to her area as may be required by the latter.

d. The election of members of the club board shall be held not later than April 1 of the second year of the biennium to permit time for new board members to prepare for the position and for proper turnover of responsibilities. Elected Board members shall hold office for a period of two years from June 1 of the first year of the biennium to May 31 of the second year of the biennium and shall pay their dues not later than June 1 of each year to be able to officially dispense the functions of their position.

e. A new club board shall take over the administration of the club starting June 1 of an even year regardless of whether the new board has been officially installed at an installation ceremony. The new board may be installed at the club's last general membership meeting for the biennium or at a ceremony held mainly for that purpose, preferably before the first general membership meeting of the club for the new biennium. Joint installation of officers and directors of clubs in an area shall be encouraged. In instances where a joint installation is not feasible or desired, the responsibility for the conduct and program of the installation ceremony shall belong to the outgoing President working jointly with the incoming President. Clubs shall install its officers and directors and induct new members in accordance with Zonta tradition and suggested ceremony.

f. An officer of a club shall be a member of the Board of Directors of the club. An officer or director shall be limited to two (2) consecutive years in the same office with the exception of the treasurer who shall be limited to four (4) consecutive years in the same office. An officer may serve in the same position after an intermission of at least two (2) years. To be elected club president, a member must have served as an officer or member of the board of the club for at least one (1) year, except in the case of a newly chartered club. Club board and membership meetings may be conducted and business transacted through electronic medium or telecommunications as provided in Part I (II) (e) and (f) of this ROP.

g. A Club shall not elect more than fifty percent (50%) of its members to the Board of Directors unless the total club membership is insufficient for the Club to comply with this requirement. For this purpose, members on leave shall be included in the member count provided that the club board shall exert all effort to limit the number of members on leave within ten percent (10%) of the club membership. The total number of directors shall be an odd number not exceeding thirteen (13) for clubs whose membership is below sixty (60), and not exceeding fifteen (15) for clubs with sixty (60) members or more.

h. Upon being chartered, each club shall adopt club by-laws in accordance with the Zonta International By-Laws. Each club's by-laws shall provide for the following: fiscal year, quorum in board and general membership meetings, board structure, number of members of the board, frequency of board and general membership meetings, vote requirement at meetings, when elections are to be held, method of voting, filling of vacancies in the board, mandatory and special committees, whether a member of the Nominating Committee can be nominated and elected to another position, role of immediate past president, guidelines on honorary club membership, dues policy for members in the young members category, club attendance requirement and leave of absence of members. The by-laws may include other provisions as may be deemed necessary and appropriate by the club.

i. Clubs shall pay their international and district dues on or before June 1 of each year, based on their membership list as of June 1 of said year, which must accompany such payment. The copy of the remittance of payment of district and international dues together with the membership list shall be submitted to the Area Director and the District Treasurer immediately upon payment.

To retain membership in Zonta, members must pay their club, district and international dues in full annually. Non-payment of annual dues or a portion thereof will render the member out-of-status. A member who has been out-of-status shall pay a reinstatement fee to regain membership in Zonta. A member shall be considered out-of-status if payment is not received by the District Treasurer on payment deadline set by the District Board.

j. The incumbent President of each club shall submit the names of the officers elected for the next biennium (with addresses, phone numbers and email addresses) to the District Governor, Lieutenant Governor, District Treasurer, concerned Area Director and Zonta International Headquarters within thirty (30) days after the election of the new club officers or not later than May 1 for clubs with officers taking office on June 1. Clubs shall submit the names of their committee chairmen (with addresses, phone numbers and email addresses) to each of the District Committee Chairmen promptly after the new club officers are elected.

k. Clubs may vote to support part or all of the conference and/or convention attendance expenses of their delegate(s).

l. Funds raised from a club's fundraising activities shall be for the sole purpose of supporting club projects and shall not be used for the club's general administrative and operating expenses. They shall be properly accounted for by the club's organizers at the conclusion of the activity, and reported to the club membership at its General Membership meeting called for this purpose. Terminal financial reports for large fundraising events involving gross receipts of US\$20,000 or more shall be submitted to the District Board.

## II. ORGANIZATION OF NEW CLUBS

a. The formation of new clubs under the organization and extension program established by the District shall be in accordance with the guidelines set by Zonta International as contained in the Zonta International By-Laws and the Marian de Forest Membership Manual and shall follow the step-by-step guide provided by Zonta International for chartering of new clubs.

b. Clubs should be able to fulfill the functions of sponsoring, organizing and mentoring (SOM) of new clubs. All requests for the organization of a new club shall be coursed through the Lieutenant Governor and shall be approved by the District Governor within one (1) month from receipt thereof, unless extraordinary and justifiable circumstances prevent the approval within this period. A SOM club shall review the eligibility of the charter members of the proposed new club and submit the names of the proposed charter members to the Lieutenant Governor for the latter's evaluation. All persons should be favorably endorsed by the SOM club and the Lieutenant Governor to qualify for eligibility as a charter member of a new club. Final approval of the formation of such new clubs shall be given by Zonta International.

A SOM club must undertake the organization of the new club within four (4) years from approval of its request to organize and as soon as it has gathered at least fifteen (15) potential members. It must submit the member report form, club officers' information form and monetary requirements to Zonta International headquarters to receive its

charter. After its authority to organize expires, it can request for re-approval by the Zonta International Board or Executive Committee.

No new club shall be allowed to sponsor the formation of a new club without the joint effort and favorable approval of an older club. For purposes of this rule, a club that has been in existence for less than four (4) years shall be deemed to be a new club.

c. A SOM club wishing to organize a new club in a locality where a Zonta club already exists shall exercise courtesy and complimentary protocol with the existing club by first informing the existing club of their plan prior to submitting the request to sponsor the proposed club; provided, however, that both clubs may elect to collaborate in the organization of the new club; provided, further, that should the proposed name of a new club be confusingly similar with that of the existing club's name, the same courtesy shall be accorded by the SOM club to the existing club so that no conflict may ensue.

d. Clubs shall be assigned to areas according to its geographic location except in the case of new clubs which shall be allowed to operate within the SOM club's area during the first (2) years of its existence. Thereafter, the new club shall be assigned to its appropriate area at exactly (2) years from the date of its charter.

e. No club bearing the name of Zonta shall hold its charter presentation and induction of members, officers and directors without first obtaining the written approval of Zonta International and receiving the club's charter from the Zonta International.

It shall comply with the requirements established by Zonta International for the organization of new clubs.

### III. TRANSFER TO CLUBS

a. If an incumbent or resigned member of a club wishes to transfer to another club, the receiving club shall advise her present or old club of such intention. Any incumbent or resigned member of a club who is or has been a member in good standing shall be favorably endorsed by her present club for admittance to the receiving club. A club may withhold such favorable endorsement only for legitimate reasons or causes duly established and/or proven by facts and supporting evidence. A member is deemed in good standing if she is up-to-date on payment of her dues to her club, the District and Zonta International, is not in violation of any provision of the Zonta International By-Laws and policies, and has not injured the good name of Zonta.

b. All club transfers of Zontians in good standing, except those caused by geographic relocation as provided for in Article XIV, Section 2(e) of the Zonta International By-laws on Transfer Privileges, shall be subject to the normal and standard process of

membership eligibility and qualification evaluation of the receiving club and Zonta International. Acceptance for membership shall not be unreasonably withheld.

#### IV. MEMBERSHIP

In addition to invitation, clubs shall use the application process to recruit new members from women and men with experience in a recognized business or profession in accordance with Article XIV, Section 2(b) of the Zonta International By-Laws.

## PART III

### REIMBURSEMENT GUIDELINES

District dues are collected to finance costs in the administration of the District. This shall cover costs of District Officers for visits to areas and clubs; area meetings/training; attendance at District Conference, District Board meetings and International Convention; communications cost and publication of the district newsletter, directory and other similar items; committee expenses; and other necessary operating costs.

A per capita conference assessment fee shall also be collected to help defray the cost of the organization, preparation and operation of the District Conference.

#### I. GENERAL GUIDELINES:

a. All disbursements shall be in the form of reimbursements for approved expense. Reimbursements shall at all times be based on the approved biennial budget and shall be supported by proper official receipts, vouchers and other documents as may be required by the Treasurer. All requests for reimbursements shall be approved by the District Governor. Reimbursements to the Governor shall be verified and accepted for payment by the Treasurer on the basis of the approved biennial budget and supported with proper official receipts, vouchers and other documents as the Treasurer may require.

b. Reimbursable expenses are expenses incurred by the members of the District Board in the performance of their respective official functions and therefore not of a personal nature. In particular, these shall cover travel and lodging expenses and communication. Miscellaneous charges such as laundry, personal telephone calls and off conference/meeting meals added to hotel bills are considered personal and shall not be reimbursed. Gratuities for services paid are not reimbursable. Reimbursable travel expenses shall be transportation costs (air, sea or land) on economy class fare (the most advantageous fare shall be obtained). Officers traveling other than economy class shall bear the difference in transportation cost. Reimbursable lodging expenses shall be hotel accommodation costs on twin sharing basis, except for the District Governor who is entitled to single room accommodation. However, if the officer is required to travel and perform the official function alone, then single occupancy shall be fully reimbursable. Use of mileage tickets is not reimbursable.

Reimbursable communication expenses shall include telecommunication charges, postage, printing, supplies, copying, and typing services when incurred for the district. E-mail, free video, free voice calls, instant messaging, fax transmission, and local telephone calls shall be used as the primary means of communication. However, long distance telephone calls or the use of courier service may be allowed under special circumstances.

c. Reimbursement claims and vouchers, with proper supports, shall be submitted to the District Treasurer as soon the expense is incurred, in all cases not later than May 15 of each year to facilitate the yearly closing of the books on May 31. Within each year, reimbursement claims shall be submitted to the District Treasurer on a quarterly basis (every three [3] months) for vouchers received on or before the quarterly cut-off dates namely: August 15, November 15, February 15 and May 15 of each year. The District Treasurer shall release cash and check payments for reimbursement within one (1) month from the set deadline to submit the reimbursement claim, on the basis of exchange rates recommended by the District Treasurer and approved by the District Governor. All vouchers and official expense receipts for reimbursement of accrued expenses for the second year of the biennium shall be submitted to the District Treasurer not later than July 15 of the first year of the succeeding biennium; otherwise, the expense shall not be reimbursed. Voucher supports shall be in the form of actual official receipts or other forms of evidence of payment as may be acceptable to the Treasurer, unless otherwise approved for payment by the District Board.

## II. CLUB VISITS/AREA MEETING/TRAINING DAYS

Area Meetings/training days shall be self-supporting and shall cover registration fees, meals and actual accommodation costs of the Area Director and District Governor or her designate. Their transportation costs shall be reimbursed from the District Funds. Area directors may not collect for accommodation costs when the Area Meeting is held in her city of domicile.

### a. Area Directors Visits

i. Area Directors shall make at least one official visit to each established club in her Area per year, twice per year to each new club. Such visits shall be for club business and project visitation. Where possible, clubs are requested to provide home hospitality and meals; otherwise such expenses shall be reimbursed from the District Funds. Area Directors are encouraged to make club visits coincide with Area Meetings / training days and to visit more than one club in the vicinity per trip. She shall choose the most efficient route to reduce travel cost, which shall also be reimbursed from the District Funds. Where expenses for accommodation and travel are not covered by area or club funds, such expenses shall be reimbursed on the basis of the approved biennial budget and supporting receipts, vouchers and other documents.

ii. Visits to attend a club's social or extra-curricular event or installation of officers shall be at the expense of the individual officer or the inviting club. Additional official club visits requiring long distance travel by air shall be reimbursed with prior approval by the Governor.

b. Governor's Visit

i. The District Governor or her designate shall visit the area to attend Area Meetings. Clubs are requested to provide home hospitality and meals. Should this not be possible, her registration, hotel and meeting meals shall be paid from registration fee and other receipts from the Area Meeting. Her transportation shall be charged to the District Funds. All other visits of the Governor shall be reimbursed as with the club visits by Area Directors. The District Governor shall visit each country or area in the District at least once during her term to observe the status and workings of Clubs in that country / area. The host Club shall see to it that clubs in the Area hold joint affairs rather than have the District Governor visit each club one at a time. Where possible, these visits shall be made to coincide with the Area Meeting or training days in the Area.

ii. District Governor's visits to act as installing officer at a Club's installation dinner requiring long distance travel shall not be reimbursed from the District Funds unless it coincides with her visit to the country or area.

III. DISTRICT CONFERENCE ATTENDANCE

The registration fee, transportation on economy class, and twin sharing hotel accommodation for the members of the District Board (except for the District Governor) and District Parliamentarian shall be paid from the District Funds subject to availability of funds and on the basis of the approved biennial budget. The Conference organizer, shall provide complimentary conference registration and single room accommodations and all other attendant expenses (other than personal expenses), for the District Governor and International Representative which shall not be paid from the District Funds. If air transportation is required for the District Governor to travel to the location of the Conference, then transportation on economy class shall be paid out of District Funds. The registration fee and single room accommodation and other attendant expenses of the District Conference Chair, other than personal expenses, shall be paid from the conference funds.

IV. CONVENTION ATTENDANCE

a. The International Convention expenses for registration including the opening & closing ceremonies, transportation and hotel accommodation for the outgoing District Governor shall be paid from the District Funds.

b. The International Convention expenses for registration and attendance at opening and closing ceremonies for the incoming District Governor shall be paid from the District Funds. Registration expenses of other outgoing and incoming members of the District Board attending the Convention shall be paid from District Funds.

## V. BOARD MEETING ATTENDANCE

a. The general guidelines for reimbursement shall apply for attendance at District Board meetings of all District Officers and Area Directors to cover transportation (the most advantageous economy class fare to be obtained) and accommodations (twin sharing). Such expenses shall be paid from the District Funds.

b. Where it becomes necessary to use public transport, officers shall be reimbursed for taxis used to go to and from meeting places.

c. Attendance of the Parliamentarian at pre and post conference/convention Board Meetings as well as at other board meetings as requested by the Governor shall be reimbursed from the District Funds.

## VI. COMMITTEE CHAIRMEN

Committee Chairmen shall receive a communication budget to allow them to communicate with their Committee members and to interact with the Clubs according to the functions of their committees. They are, however, expected to remain within the adopted budget amounts for their committees. E-mail, free video, free voice calls, instant messaging, fax transmission, and local telephone calls shall be used as the primary means of communication when face-to-face communication is not possible. Chairmen shall submit to the Governor for approval an expense voucher supported by receipts so that such expenses may be reimbursed.

## VII. CONFERENCE ASSESSMENT

a. The District Conference shall be funded by the conference assessment, registration from delegates and other fundraising activities such as the souvenir program, Zonta store and others.

b. The per capita conference assessment collected from Club members shall be used to cover the cost of the organization, preparation and operation of the District Conference.

c. Conference assessment shall as much as possible cover the following:

- District Governor's visits of not more than four (4) to meet with organizing committee on conference details if the visit requires air travel or long distance land travel.
- Printing and communication expenses incurred in the organization of District Conference to include the printing and postage of the Call to Conference;

- Organization costs to include venue rentals if any, equipments required and physical arrangements costs;
- Speakers' honoraria, to include transportation and accommodation expenses for Speakers where needed;
- Awards, gifts, prizes and other incidentals of the kind;
- Materials reproduction, audiovisual presentations and others

d. The conference registration fee shall cover the actual costs of participation of delegates to cover meals, kits and other expenses incurred in the participation of the delegate plus the net cost of organizing, preparing and operating the district conference not covered by the conference assessment and other fund raising events.