

SECTION TWO – District Board

The district board consists of the elected governor, lieutenant governor, treasurer and area directors and a non-voting secretary appointed by the governor.

Responsibilities of the District Board

Subject to the general supervision of the international board, the district board has general supervision over clubs and administration of the district. It makes decisions upon matters requiring action between district conferences, provided that none of its actions may conflict with the actions taken by the conference.

The district board members must be familiar with the Zonta International governing documents, including not only the bylaws and rules of procedure but also the international policies with information that the district board must consider. Additionally, there are several manuals available to assist district boards.

The district board shall:

- Fill any vacancy of the board except the office of secretary, which is filled by the governor.
- Establish the boundaries for areas within the district, provided that a majority of all clubs in the affected areas agree.
- Propose goals and long-range plans for the district.
- Decide on district cooperation with other organizations.
- Work with the governor and the district conference committee and/or host club to plan the conference program.
- Approve the conference budget.
- Designate bank to hold district funds and ensure that the funds are in insurance-protected accounts.
- Review expenditures in accordance with the approved district budget at each district board meeting.
- Ensure that the district financial records are compiled, reviewed or audited by a public/chartered accountant or a qualified individual, independent of the district board. The books must be closed on 31 May each year for audit or review. The audited or reviewed financial statement is to be presented at the district conference together with the audit or review report.
- Recommend the district budget for the following biennium for approval by the voting members of the district conference.
- Ensure that a conflict-of-interest situation is identified and handled in accordance with the *Zonta International Conflict of Interest Policy*.
- Act on complaints against elected district officers.
- Recommend action to the Zonta International Board, on complaints seeking suspension or expulsion of a club.

SECTION TWO – DISTRICT BOARD

- Ensure that district and club leaders are familiar with and follow the *Use of Member Information by Zonta Leaders Policy*.
 - Ensure a smooth transition to the next biennium.
- ▶ *Bylaws of Zonta International*, Article XIV, Sections 6 and 7
 - ▶ *Bylaws of Zonta International* Article XV, Section 14
 - ▶ *Suspension, Expulsion and Removal Policy*
 - ▶ *Affiliation with Other Organizations Policy*

Business Meetings

The district board should meet at least twice yearly, including a meeting immediately before each district conference. Some district boards also meet immediately after the district conference, in which case the governor may wish to invite members of the district board for the next biennium.

District business including voting may be conducted and action may be taken (i) at a meeting in-person, (ii) through the use of mail or electronic ballot, or (iii) at a meeting through conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can simultaneously hear and communicate with each other. Participation in such meeting shall constitute attendance and in-person presence at the meeting of each person so participating.

The district board shall in each case determine the means of meeting and voting based on the best interests of the district.

For electronic meetings, board members will use their own equipment and internet connection without cost to the district.

- ▶ *Bylaws of Zonta International*, Article XIV, Section 11.

Governor

The governor is the link between the district and the Zonta International Board, communicating through the assigned board liaison, and administers the affairs of the district. The governor is elected at the district conference in the year before the international convention at which she or he takes office and holds office for two years or until a successor takes office.

General Responsibilities of the Governor

- Provide leadership training for the district board members.
 - Attend and participate in area meetings and workshops or designate a representative to attend.
 - Attend and vote at conventions.
 - Preside at district board meetings.
 - Plan the district conference program and preside at the district conference.
 - Supervise the preparation of the district budget and authorize expenses in accordance with the approved budget.
 - Keep board members informed about information received from the district's international board liaison, Zonta International Headquarters, and others as appropriate.
 - Submit contact information for all district officers, the committee chairs, club creator(s) and the foundation ambassador(s) to Zonta International Headquarters.
 - Issue a district newsletter regularly.
 - Ensure that district board members, elected and appointed district committee members and the Zonta Foundation for Women ambassador(s) read the *Conflict of Interest Policy* and sign the *Conflict of Interest Forms*.
 - Ensure that district board members, elected and appointed district committee members and the Zonta Foundation for Women ambassador(s) sign the *Use of Member Information by Zonta Leaders Declaration Form*.
 - Ensure that Zonta Foundation for Women ambassador(s) signs the *Use of Contribution Report and Donor Information Form* which can be found on the international website under Forms.
 - Keep general oversight of the district's website.
 - Appoint district secretary and district parliamentarian.
 - Appoint committees or taskforces to implement the programs of Zonta International, and the Zonta Foundation for Women.
 - Appoint Zonta Foundation for Women ambassador(s).
 - Deliver to the successor all property belonging to the official position within 30 days after successor begins the term of office.
- ▶ *Bylaws of Zonta International*, Article XIV, Section 6 and 7(a)
 - ▶ *District Leaders Form*
 - ▶ *Conflict of Interest Policy (ZI)* and *Conflict of Interest Policy (Foundation)*
 - ▶ *Conflict of Interest Declaration Form (ZI)* and *Conflict of Interest Declaration Form (Foundation)*
 - ▶ *Use of Member Information by Zonta Leaders Policy*

Special Responsibilities

District conference. The district holds a district conference in the odd year of the biennium. The district conference schedule, including dates and location, must be submitted to the Zonta International president via Zonta International headquarters for approval at least one year in advance, or to the Zonta International president-elect for conferences to be held in the next biennium.

► SECTION FIVE of this manual

Zonta International convention. An International Convention is held each biennium, even numbered years. The governor attends and votes at the biennial convention. A proxy is not available for the governor. Zonta International does not pay any of the governor's expenses for attending the convention. Therefore, some or all the expenses incurred by the governor representing the district at the convention should be included in the district budget.

The governor also approves club proxy representation for the international convention. Proxy forms must be completed in advance and forwarded to Zonta International headquarters by the due date and require the signatures of the president of the club carrying the proxy and the president of the club assigning the proxy. Any change in the club carrying a proxy made at the convention requires the additional approval of the governor. Credential and proxy forms are included in mailings from headquarters and are available on the Zonta International website for online submission. A club with a delegate who is the sole member of the club attending convention is entitled to an emergency proxy to be carried by another club.

New clubs. The governor supervises the formation of new clubs. When forming a new club, the governor signs the *Authorization Request for Organizing a New Zonta Club Form* and submits the form to headquarters.

The governor reviews the minutes of the new club's board and club meetings with the area director and the club creator for the first year of the new club's operation.

An authorization for formation of new clubs in existing Zonta countries is in effect for two years. If no club is successfully formed in this period, reapplication is required.

A form on the website specifies how to introduce Zonta into a new country. The Zonta International president must grant approval prior to the start of organizing clubs in new countries.

- *Authorization Request for Organizing a New Zonta Club Form*
- *Authorization for a New Zonta Country Form*

Clubs of special interest. The governor must stay informed about clubs with low membership, internal conflicts or other problems and work with the clubs' area directors to assist clubs in resolving problems.

If a club disbands, is expelled from membership in Zonta International, or forfeits membership for nonpayment of dues, the governor verifies that the club has paid all its legal debts and service obligations. Remaining assets must be disbursed to the Zonta Foundation for Women, except for operating funds, which revert to the district for organization and membership activities. If a club intends to disband, it must notify the area director. If the club decides to disband, it must notify the governor, who in turn immediately notifies the international president and the executive director.

► *Bylaws of Zonta International Article IV, Section 2 (d) and (e).*

Reports

Reports to Zonta International board. Using the report form provided by headquarters, the governor should make a brief report for each international board meeting. The report should be presented through the international liaison by the scheduled due dates, approximately three weeks before each board meeting.

Other reports. The following should be reported to the international president, the international board liaison, headquarters, and the members of the district board (as appropriate):

- Club disbandment.
- Club name changes.
- Comments on the nomination of an International honorary member proposed by a Zonta club member of the district.
- Serious grievances.
- Removal of district officers.
- Removal of members of the district nominating committee.
- Suspension or expulsion of members by a club.
- Recommendations for the expulsion of a club.

- *Rules of Procedure of Zonta International Section 7*
- *Bylaws of Zonta International, Article XIV,*
- *Suspension, Expulsion and Removal Policy*
- *Code of Conduct*
- *Naming Clubs Policy*
- *Club Manual*
- *International Honorary Membership Nomination Form*

Voting member

The governor is a voting member of the district board, district conference(s) and International Convention

Lieutenant Governor

Many lieutenant governors become governors, so it is important that they are familiar with the duties of the governor. The lieutenant governor is elected at the district conference in the odd-numbered year of the biennium before the international convention at which she or he takes office and holds office for two years or until a successor takes office.

Responsibilities of the Lieutenant Governor

- Report to and assist the governor.
- Perform any duties as directed by the governor.
- Be a member of the district board.

Voting Member

The lieutenant governor is a voting member of the district board and at district conference(s).

► *Bylaws of Zonta International* Article XIV, Section 6 and 7 (b).

Area Director

The area director is the liaison between the club and the district board. The area director is elected by the clubs of the area either at the district conference or at the area meeting held prior to the convention. The area director holds office for two years or until a successor takes office. An area director is eligible to be elected to a second term which may be either consecutive or not.

General Responsibilities of the Area Director

- Report to the governor.
- Attend district conferences.
- Act as the liaison between the clubs in the area and the district board.
- Ensure that club board members and elected and appointed club committee members sign the *Conflict of Interest Declaration Form (ZI)* and *Conflict of Interest Declaration Form (Foundation)*.
- Ensure that club board members and elected and appointed club committee members sign the *Use of Member Information by Zonta Leaders Declaration Form*.
- Conduct area meetings or workshops at least annually.
- Maintain contact with club presidents and support clubs as needed.
- Keep the governor informed about clubs in the area.
- Visit established clubs in the area at least once in a biennium.
- May issue area director newsletters.
- Ensure that clubs have adopted bylaws and that clubs periodically review the bylaws and update them as needed.
- Represent the area clubs' interests to the district board and advise clubs of items of specific interest to the clubs from the district board meetings.
- Work with the club creator in efforts to create new clubs.
- Perform other duties as decided by the district board or assigned by the governor.
- Be a member of the district board.

► *Conflict of Interest Policy (ZI) and (Foundation)*

► *Use of Member Information by Zonta Leaders Policy* for both ZI and Foundation.

Specific Responsibilities

New clubs. The area director should:

- Visit new clubs in the area at least once, but preferably twice per year, with the first visit occurring within 90 days of the club's charter.
- Review the minutes of club and board meetings for each new club during the first year of its existence with the governor and the club creator.

Clubs of special interest. The area director follows up clubs with low membership, internal conflicts or other problems and works with the governor to assist clubs in resolving problems.

Voting member

The area director is a voting member of the district board and district conference.

- ▶ *Bylaws of Zonta International*, Article XIV, Sections 6, 7(c) and 8

Vice Area Director

The position of the vice area director is optional. If a district establishes the position, it must be included in the district bylaws and rules of procedure. Vice area director is an elective position.

Responsibilities of the vice area director

- Assist the area director to perform the duties in the area.
- Assume the responsibilities of the area director in the area director's absence or inability to serve.
- Perform other duties as assigned by the district.

When performing the duties of the area director at a district board meeting or conference, the vice area director is a voting member.

► *Bylaws of Zonta International*, Article XIV, Sections 6 and 8.

District Treasurer

The district treasurer reports to the governor and acts as financial officer for the district. The treasurer is elected at the district conference in the odd-numbered year of the biennium before the international convention at which she or he takes office. The term of office is for two years or until a successor takes office. The district treasurer may be elected to a second term, which may be either consecutive or not.

General Responsibilities of the District Treasurer

- Prepare a biennial district budget under the supervision of the governor, to be reviewed and approved by the district board prior to presentation at the district conference.
- Mail invoices for district dues and process dues payments.
- Be a member of the district finance committee if one is appointed.
- Prepare financial statements for the district board at least quarterly.
- Keep an accurate record of the collection and disbursement of all district funds.
- Transfer any donation on behalf of the district to the foundation account.
- Produce bank statements when requested.
- Take care of tax matters and preparing tax returns, if applicable.
- Close the books at the end of each fiscal year.
- Be a member of the district board.

Annual Audit

The treasurer assists the auditor with all necessary documentation and information to enable the annual or bi-annual audit, review or compilation of the financial records as directed by the district board.

The audit of the district financial records must be made by a certified or chartered public accountant or by a qualified individual independent of the district board. The examined financial statement and report must be presented and voted upon at the district conference.

The audit, review or compilation must be a process as defined by generally accepted accounting principles, applicable law, and the glossary in the Zonta International governing documents. A review consists of inquiries of the treasurer and analytical procedures that enable the reviewer to state with reasonable assurance that no material modifications to the statements appear to be needed for them to follow generally accepted accounting principles.

An audit further includes examining and testing underlying documents supporting the statements, with the objective of expressing an unqualified opinion, i.e., with no reservations or conditions, that the financial statements are fairly presented.

For Districts with Clubs in the United States. All districts with US clubs must be part of the Group Form 990 submitted by Zonta International. The annual financial statements must be submitted for audit, review or compilation by a certified/chartered public accountant or by a qualified individual independent of the district board. Such audited or reviewed statements are

SECTION TWO – DISTRICT BOARD

District Treasurer

submitted to Zonta International Headquarters by 30 August each year for use in preparing Zonta International's federal group tax return.

Information about these requirements is sent to governors in advance, and additional information is available from the Zonta International Accounting Department. Each district with US clubs must use the district *Federal Employers Identification Number (FEIN Form)*, and this information must be passed on to the next district treasurer.

► *990 Filing and Group Subordination PowerPoint presentation in Club Tools*

Special Responsibilities

District conference. The main responsibilities for the treasurer at the district conference are to present the biennial budget for approval and present the audited or independently examined financial report to the district conference, unless the examiner is present. The treasurer verifies that all voting clubs are in good standing, i.e.

- Clubs have paid international dues and fees.
- Clubs have provided to headquarters a current and complete official club member list with the information requested by headquarters.
- Clubs have paid district dues and area dues, if applicable.
- Clubs' activity is in accordance with Zonta International bylaws provisions.

► SECTION FIVE of this manual

► Bylaws of Zonta International Article XV, Section 3.

Voting member.

The treasurer is a voting member of the district board and district conference(s)

► *Bylaws of Zonta International*, Article XIV, Sections 6, 7(d) and 12.

District Secretary

The district secretary is appointed by and reports to the governor, is a district officer and a member of the district board without a vote.

General Responsibilities of the District Secretary

- Record the minutes of district board meetings and, after approval by the governor, distribute them to the board.
 - Produce and distribute the district directory, if requested by the governor.
 - Prepare official list of voting members of the district conference and alternate delegates.
 - Maintain the records of the district securely and pass them on to the successor when leaving office.
- *Bylaws of Zonta International*, Article XIV, Section 7(e)

Responsibilities at the District Conference

Prepare and present to the district conference for approval by voting:

- Biennial budget for the next biennium.
- Audited financial report for the previous biennium.
- Independently prepared audit, review, or compilation report if preparer is not present.

The district secretary is often also the district conference secretary. Within 30 days of the end of the conference, the district secretary shall, in such case, submit to the Zonta International Bylaws and Resolutions committee:

- Proposed resolutions pertaining to Zonta International adopted by the district conference.
- Proposed amendments to the *Bylaws of Zonta International* and the *Rules of Procedure of Zonta International*, adopted by the district conference.

► SECTION FIVE of this manual