

Bylaws, policies – the building blocks of good governance

District 4

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Expected Outcomes



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- To understand the role of bylaws and policies as part of our governance structure
- To familiarize our members with Zonta's bylaws
- To gain an overview of how our Governing Documents are organized
- To understand the difference between bylaws, policies and resolutions
- To support club planning

Role of Bylaws

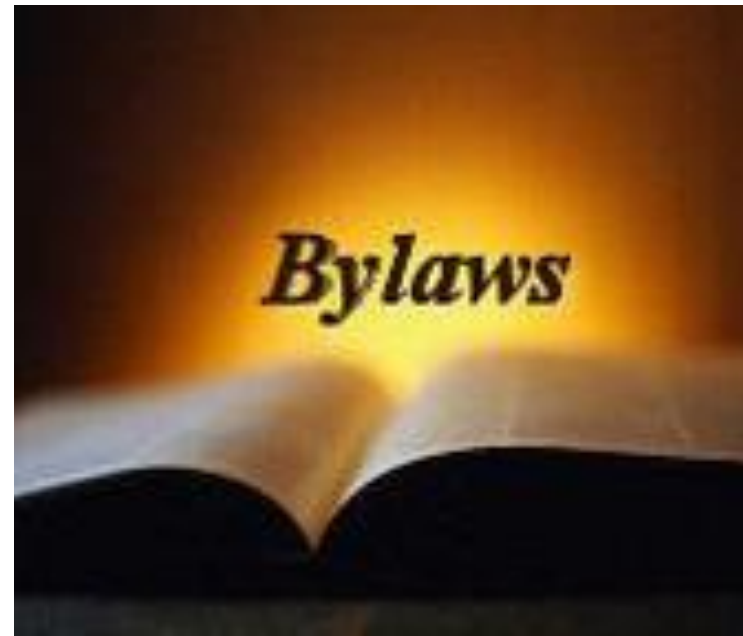


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- Governance is defined as the processes and structures that are used to direct and manage organizational operations and activities.
- Bylaws are the rules and regulations enacted by an association or a corporation to provide a framework for its operation and management to support governance.
- Simply stated: Bylaws are the rules and procedures for how a not-for-profit organization will operate and be governed

Bylaws will tell you

- When to hold meeting
- Notice to members
- Methods of communication
- Location
- Who can vote
 - Proxies
 - How voting is conducted
- Quorum



Zonta International Bylaws

- Zonta International bylaws are voted on at conventions by:
 - Club delegates, PIPs (Past International Presidents), Zonta International/Zonta International Foundation Board members
- Recommendations may come from Districts after conferences or from the Zonta International board as recommended by the Bylaws and Resolutions Committee



Zonta International Resolutions

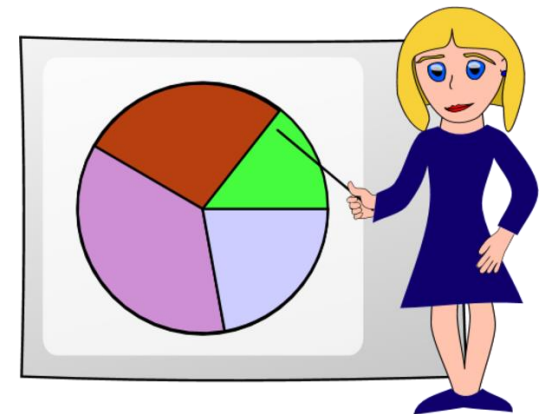
- A resolution is a statement proposing a policy, procedure or action which is adopted (voted on) a convention.
- It remains active only for the biennium proposed
- It may be proposed by the Z.I. Board, International Committee, clubs, members or by a district conference

Summary of process for amendments

Level of membership	Bylaws	Rules of Procedure	Policies	Resolutions
Zonta International	Yes Voted at Convention by members	Yes Voted at Convention by members	Yes Voted by Z.I. Board members	Yes Voted by Z.I. Board members
District	No	Yes Voted at conferences by members	No	No
Clubs	Yes Voted at annual meeting by club members	No	Yes Voted at annual meeting by club members	No

Formal business meeting

- Making important decisions
 - Bylaw changes
 - Changes to legal status
- Informing members of previous and future activities
- Opens the floor to questions from members
- Required by law for all incorporated organizations



Purpose of your AGM



Formal business meeting

- Communication vehicle with stakeholders (Annual Report)
- Legal requirement
- Elections
- Financial reporting
- Roberts Rules of Order (or other parliamentary guidelines) are used
- Minutes must be kept
- Attendance must be tracked
- Chaired by President (usually)

Zonta Club of Brampton-Caledon 2021 AGM, Tuesday, November 9



- Call to order, welcome
- Quorum
- Roberts Rules
- President's remarks
- Minutes from 2020 AGM
- Financial Statements
- Committee Reports
- Bylaw amendments
- Nominating Committee
- AOB

Club Bylaws

- Zonta club bylaws are voted on by club members at their annual meeting
- Club bylaws must support ZI Bylaws
- Recommendations may be made by club board or from Bylaws Committee

Bylaws of Zonta Club of Brampton-Caledon 2021

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ZONTA INTERNATIONAL

BYLAWS of ZONTA CLUB OF BRAMPTON-CALEDON

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Article X Financial Oversight

Article XI Parliamentary Authority

Article XII Discipline

Article XIII Identification

Article XIV Dissolution of the Organization

Article XV Amendment to the Bylaws

Making bylaw amendments



- Notice to members with AGM information
- May be on your website or other communication medium
- Usually recommended by Board of Directors
- Bylaws may need 2/3 vote rather than majority
- Ensure changes are in line with constitution/letters patent and other regulatory requirements
- Within 12 months of the confirmation of the by-law changes by the members, a copy of the amended by-laws must accompany AGM minutes

Current wording	Proposed wording
<p>Section 1. Officers and Directors. The officers of this club shall be a President, President-Elect, Secretary and a Treasurer or dual treasurer/secretary. There may be one or more directors.</p>	<p>Section 1. Officers and Directors. The officers of this club shall be a President, President-Elect, Secretary and a Treasurer or dual treasurer/secretary</p> <p>One individual holding two offices shall be entitled to only one vote.</p> <p>There may be one or more directors as required by Ontario laws.</p>

Policies

- Any governing principle, plan or course of action in relation to a specific issue
- Operational policies are adopted/changed by the Z.I. Board
- Club policies are adopted/changed by the club membership

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Conclusion

- Good bylaws alone do not make an effective organization; they are an outline of its structure
- They protect the organization from whimsical or agenda driven changes
- Bylaws are both a legal document and a roadmap for Zonta's actions
- If you understand the bylaws, you make better, timely decisions.