



ZONTA
INTERNATIONAL

2022

Governing Documents

Zonta International Bylaws

Rules of Procedure

Glossary

Zonta Foundation for Women Bylaws

Biennial Goals

2022-2024 International Leadership



Zonta International is a leading global organization of professionals empowering women worldwide through service and advocacy.

Official Versions

(Translated versions of any of the documents in this booklet are considered unofficial.)

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Foreword

The Confederation of Zonta Clubs was organized at Buffalo, New York, USA on 8 November 1919, the nine charter clubs being Binghamton, Buffalo, Elmira, Ithaca, Rochester, Syracuse and Utica, New York, USA; Detroit, Michigan, USA; and Erie, Pennsylvania, USA. Articles of Incorporation were filed in New York State on 9 February 1922, an earlier set having been destroyed by fire before filing. The first directors of the new organization were Frances E. Brixius, Binghamton; Marian de Forest, Buffalo; Mary J. Mulheron, Detroit; Helen E. Mallory, Elmira; Helen M. Schluraff, Erie; Esther E. Parker, Ithaca; Grace C. Moody, Lockport (New York, USA); Laura M. Lawrence (Truesdell), Rochester; Mary E. Jenkins, Syracuse; Harriet A. Ackroyd, Utica; and Mary W. Baldwin, Watertown (New York, USA).

Permanent headquarters were established in Chicago, Illinois, USA in January 1928, and Zonta International was incorporated in that state on 4 September 1930. The Zonta Articles of Incorporation were amended and filed after the Cincinnati, Ohio, USA Convention in 1954; the Dallas, Texas, USA Convention in 1990; the Melbourne, Australia Convention in 2006; the San Antonio, Texas, USA Convention in 2010. The last amendment was at the Orlando, Florida, USA Convention in 2014 and subsequently filed.

In 2009, Zonta International moved its headquarters to Oak Brook, Illinois, USA, and remains there today.

Articles of Incorporation under the General Not for Profit Corporation Act State of Illinois

We, the undersigned, Flora Taylor Young, Olive H. Rabe, and Katherine Maddux, citizens of the United States, propose to form a corporation under an Act of the General Assembly of the State of Illinois, entitled, "An Act Concerning Corporations," approved April 18, 1872, and all acts amendatory thereof; and for the purpose of such organization we hereby state as follows, to wit:

1. The name of such corporation is Zonta International.
2. The objects for which it is formed are: (a) To improve the legal, political, economic, educational, health, and professional status of women at the global and local level through service and advocacy; (b) To work for the advancement of understanding, goodwill, and peace through a world fellowship of members; (c) To promote justice and universal respect for human rights and fundamental freedoms; (d) To be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations, and the world. (Amended in 1954, 1993, 2010 and 2014.)
3. The management of the aforesaid Zonta International shall be vested in a board of not less than ten Directors.
4. The following persons are hereby selected as the Directors to control and manage said corporation for the first year of its corporate existence, viz;

Miss Helen Cleveland, 75 Oriole Garden, Toronto, Canada

Mrs. Olivia Johnson, 1429 Grand Avenue, St. Paul, Minnesota

Miss Carolyn Davis, Jordan Home, Everett, Washington

Mrs. Katherine Maddux, 5230 Dorchester Avenue, Chicago, Illinois

Mrs. Grace M. Bean, 2344 Monroe Avenue, Toledo, Ohio

Miss Jessie Oatman, 730 Buffalo Avenue, Niagara Falls, New York

Miss Dora Neun, 941 South Avenue, Rochester, New York

Miss Dorothy Shank, 2034 Carnell Road, No. 46, Cleveland, Ohio

Miss Marr Davenport, 1007 E. Bridgeport, Spokane, Washington

Mrs. Maxine Robertson, 5657 Sunset Boulevard,
Los Angeles, California

Miss Harriet C. Richards, 5620 Kenwood Avenue, Chicago, Illinois

5. The location and post office address of Zonta International shall be in the Village of Oak Brook, in the County of DuPage, in the State of Illinois.

6. In the event of dissolution or financial liquidation of Zonta International, all of its assets remaining after payments of its obligations shall have been made or provided for, shall be distributed to or among such corporations organized and operated exclusively for the improvement of the legal, political, economic, educational, health, and professional status of women, as shall at the time qualify as exempt organizations under Section 501(c) of the United States Internal Revenue Code of 1986 as amended (or corresponding provisions of any future United States Internal Revenue Law), as the international board shall determine. (Added in 1993)

Signed:

Flora Taylor Young,
Olive H. Rabe,
Katherine Maddux

The Articles of Incorporation were first filed on 4 September 1930. They were last amended at the Orlando, Florida, USA Convention in 2014.

The current registered agent and address is: Allison Summers, 1200 Harger Road, Suite 330, Oak Brook, IL 60523.

Bylaws of Zonta International

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Article I Name

The name of this organization shall be Zonta International.

Article II Objects

The Objects of Zonta International shall be:

- (a) To improve the legal, political, economic, educational, health and professional status of women at the global and local level through service and advocacy.
- (b) To work for the advancement of understanding, goodwill and peace through a world fellowship of members.
- (c) To promote justice and universal respect for human rights and fundamental freedoms.
- (d) To be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations and the world.

Article III Policy

SECTION 1. Nonpartisan and Nonsectarian. Zonta International, its districts and its clubs* shall be nonpartisan and nonsectarian.

**All references to Zonta clubs or clubs include e-clubs, unless otherwise indicated.*

SECTION 2. Principles and Public Issues. Zonta International, its districts and its clubs may express themselves about and become involved in principles and public issues having a bearing on the Objects of Zonta International, following the policies established by the Zonta International Board.

Article IV Members

SECTION 1. Categories. The membership of Zonta International shall consist of Zonta clubs in good standing, composed of individuals who have joined the club and agreed to support the Objects of Zonta International, supporting members, international honorary members and past international presidents.

SECTION 2. Clubs.

- (a) **Eligibility.** A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and has elected officers, has the minimum charter membership established by the Zonta International Board, and is based in a

country that has been approved as a Zonta country by the Zonta International Board.

Guidelines for the organization of clubs are in the Zonta International Marian de Forest Membership Manual.

(b) **Bylaws.** Upon being chartered, each Zonta club shall adopt club bylaws that are consistent with the Zonta International Bylaws. The initial adoption of the club bylaws shall be by a two-thirds vote of the club members present and voting at any regular or special meeting called for that purpose, provided that notice of the proposed bylaws shall have been given to each member at least 10 days before the meeting. Each Zonta club shall be bound by the Bylaws of Zonta International except that, if any provision of the bylaws is contrary to the laws of the country, state or province in which a club is organized, that club shall notify the Zonta International Board in writing of the need to conform to such laws.

(c) **Diversity of Membership.** Clubs shall have a membership composition that is inclusive and diverse.

(d) **Termination.** Club membership in Zonta International may be terminated by the Zonta International Board if the club has failed to:

- (1) Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues, or
- (2) Function as a Zonta club.

The governor shall report to the Zonta International Board if a club in the district fails to perform any one of the duties described above. The Zonta International Board shall mail a notice with proof of service to ask the club concerned for clarification within 45 days from the date on which the notice is mailed. After 45 days, a decision of termination shall be made by a two-thirds vote of the entire Zonta International Board.

In the event of termination, all legal debts and service obligations shall be paid by the club. Remaining assets must be disbursed to the Zonta Foundation for Women, except for operating funds, which shall revert to the district for organization and membership. The club's archives shall be deposited in appropriate storage after consultation with the governor and archivist of the district.

(e) **Disbandment.** A club that intends to disband must first notify the area director. If the club, after taking all necessary steps together with the area director to avoid disbandment, decides to do so, it shall inform the governor, who shall inform the international president and the executive director immediately. The disbanding club shall pay all its legal debts and service obligations and its remaining assets, including archives, shall be disbursed as provided in Section 2.(d) above.

SECTION 3. Supporting Members. A supporting member holds direct membership at the international level.

(a) **Eligibility.** New members must:

- (1) Hold experience in a recognized business or profession.
- (2) Express a commitment to upholding the mission, objects and vision of Zonta International.
- (3) Comply with the rules and policies of Zonta International.

(b) **Rights.** A supporting member may:

- (1) Participate, without voting rights, in Zonta International Convention, events and programs.
- (2) Serve on international level committees of Zonta International.

(c) **Termination.** Supporting membership in Zonta International may be terminated by the Zonta International Board if the individual:

- (1) Fails to pay international dues.
- (2) Has acted in a way to injure the good name of Zonta or to hamper its work.
- (3) Promotes interests in Zonta International's name that do not align with the mission and values of Zonta.
- (4) Fails to abide by these bylaws or Zonta's rules and policies.

SECTION 4. International Honorary Members. In recognition of international achievements that advance the status of women, election to international honorary membership shall be by a two-thirds vote of the Zonta International Board. Membership shall carry with it none of the rights and obligations of membership except that the honorary member shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings.

SECTION 5. Past International Presidents. The title of past international president shall be conferred upon each outgoing president of Zonta International. The title shall carry with it the rights but none of the obligations of membership. Past International Presidents shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings, and at convention be entitled to make motions and to vote. This shall in no way affect the eligibility of a past international president for membership in a Zonta club.

Article V Dues and Fees

SECTION 1. Fiscal Year. The fiscal year of Zonta International shall be from 1 June through 31 May, inclusive.

SECTION 2. Zonta International Dues and Fees.

(a) Zonta International dues and fees (in U.S. dollars) shall be determined by two-thirds vote of the voting members present and voting at convention and shall be payable in accordance with the Rules of Procedure of Zonta International.

(b) For members under the age of 30 years, dues are reduced by 50%.*

*See page 59, Resolution regarding the age of young professionals.

SECTION 3. New Member/Charter Member/Reinstated Member Fee.

Each club shall pay to Zonta International a fee for each new member, charter member or reinstated member. This does not apply to a current member transferring to another club.

SECTION 4. Extension or Adjustment of Payment. Only the Zonta International Board may temporarily waive dues and fees.

SECTION 5. Nonpayment of Dues and Fees. Procedures relating to nonpayment of dues and fees are specified in the Rules of Procedure of Zonta International.

SECTION 6. Emergency Assessment. In case of emergency, the Zonta International Board or the convention may request a per-capita per-year assessment in U.S. dollars, which must not exceed 10% of current dues.

(a) **Assessment Approval.** An assessment may be approved by:

(1) Vote at convention.

(2) Mail ballot provided that a majority of the clubs return the mail ballot within 60 days of the mailing date. Each club shall be entitled to one vote. If, as of the last payment of annual dues, the membership of any club exceeds 30 members, the club shall be entitled to a second vote. If the membership exceeds 60 members, the club shall be entitled to a third vote.

(3) In either case, a majority vote of the voting members and proxies of the convention or of the mail ballots returned, shall be required to approve the assessment.

Article VI

Business Meetings and Voting

SECTION 1. Business Meetings and Voting.

(a) Zonta International 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.

(b) The written notice of the place, day and hour of official business meetings and the purpose or purposes shall be issued to voting members not less than five nor more than 60 days before the business meeting.

(c) The Zonta International Board shall in each case determine the means of meeting and voting based on the best interests of Zonta International as a whole.

SECTION 2. Quorum. A majority of the voting members registered at convention, or participating in a business meeting, shall constitute a quorum. If a vote is taken by mail or electronic ballot, a majority of members eligible to vote shall constitute a quorum.

SECTION 3. Voting Members. Voting members at the international level shall be members of the Zonta International Board, past international presidents, governors and delegates from each club in good standing.

(a) **Clubs.**

(1) Each club of Zonta International shall be entitled to one delegate and alternate.

(2) If the membership of any club, based upon the dues payment through 1 March, exceeds 30 members, the club shall be entitled to a second delegate and alternate.

(3) If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate.

(4) A delegate may carry the total votes to which the club is entitled.

(5) A member of the Zonta International Board shall not be a club delegate or alternate.

(b) **Proxies.** Any club may be represented by proxy.

(1) A club choosing to be represented by proxy shall be entitled to its total votes by proxy.

(2) A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.

(3) A club with a delegate, who must leave an in-person voting event due to an emergency, may give a proxy to a delegate of another club.

Article VII Officers and Directors

SECTION 1. Officers. The officers of Zonta International shall be a president, a president-elect, a vice president and a treasurer/secretary.

(a) **Prerequisites.** Each Zonta International officer shall be a member of a club of Zonta International and shall have served as a Zonta International director or at least one year as a governor, lieutenant governor, district treasurer or area director. An officer shall hold no other elective office at any level of Zonta International.

(b) **Election.**

(1) Election of officers shall take place no later than the day before the last day of convention or by 15 July of even numbered years.

(2) Election shall be by ballot vote.

(3) A majority of the votes cast shall be necessary for election of officers. In the event that no candidate receives a majority of the votes cast, the balloting for the office shall continue. Only the two candidates receiving the largest number of votes shall remain on the second ballot.

(c) **Term of Office.**

(1) Zonta International officers shall take office at the close of the convention or, if no convention is held, 15 days after the announcement of the election result.

(2) The term of office shall be two years or until a successor takes office.

(3) No member who has served previously as an officer is eligible to serve in the same office again, except the treasurer/secretary who is eligible to serve two consecutive terms in that office.

(4) An officer who has served more than half a term shall be deemed to have served a term in that office.

(d) **Vacancies.**

(1) In case of a vacancy in the office of president, the vice president shall automatically become president for the unexpired term.

(2) In case of a vacancy in the office of president-elect, the office shall remain vacant and the office of president shall be filled by election at the next convention.

(3) A vacancy in the office of vice president or treasurer/secretary shall be filled by the Zonta International Board.

(e) **Duties.**

(1) **President.** The president shall be the chief executive officer and shall exercise a general supervision over the interests and welfare of Zonta International, its districts and its members. The president shall:

(i) Preside at meetings of Zonta International, the Zonta International Board and the Executive Committee.

(ii) Appoint committees authorized by the bylaws or the Zonta International Board.

(iii) Be a member of the Zonta International Bylaws and Resolutions Committee and the Zonta International Finance Committee and be an ex-officio member of all other committees except the International Nominating Committee. When the Zonta International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president shall not participate.

(2) **Vice President.** In the absence or inability of the president to perform official duties, the vice president shall perform the duties of president.

(3) **President-Elect.** The president-elect shall serve for a term of two years and at the close of the convention held two years after the election, shall automatically become president. The president-elect shall perform such duties as assigned by the president, and shall have authority to make plans for the next biennium, including appointing and meeting with appropriate incoming standing committee chairs to develop the Zonta International program goals to be presented to the convention for approval, and selecting a professional parliamentarian to serve during the next biennium. The president-elect shall be a member of the Zonta International Bylaws and Resolutions Committee and the Zonta International Finance Committee and be an ex-officio member of all other committees except the Zonta International Nominating Committee. When the Zonta International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president-elect shall not participate.

(4) **Treasurer/Secretary.** The treasurer/secretary shall be the chief financial officer of Zonta International and be a member of the Zonta International Finance Committee. The treasurer/secretary shall have the authority to certify resolutions and other documents of the organization and shall report and perform other duties as required by the Zonta International Board.

SECTION 2. Directors. There shall be seven international directors.

(a) **Prerequisites.** Each Zonta International director shall be a member of a Zonta club, and shall have served at least one year as a governor, lieutenant governor, district treasurer or area director. A director shall hold no other elective office at any level of Zonta International.

(b) **Election.**

(1) Seven directors of Zonta International shall be elected by ballot vote.

(2) Election of directors shall take place no later than the day before the last day of convention or, by 15 July of even numbered years.

(3) Election shall be by ballot vote.

(4) Directors shall be elected by plurality vote.

(c) **Term of Office.**

(1) Each director shall take office at the close of the convention or, if no convention is held, 15 days after the announcement of the election results.

(2) The term of office shall be two years or until a successor takes office.

(3) No member who has served a term previously as a director is eligible to serve in the same office again.

(4) A director who has served more than half a term shall be deemed to have served a term in that office.

(d) **Vacancies.** A vacancy in the office of Zonta International director shall be filled from the nominees not elected for the term in question at the immediately preceding election in descending order of votes received.

Article VIII Zonta International Board

SECTION 1. How Constituted. Officers and seven directors shall constitute the Board of Zonta International. Officers of Zonta International shall be officers of the board.

SECTION 2. Duties and Powers. The Zonta International Board shall:

(a) Exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs.

(b) Direct the affairs of Zonta International and control the funds in accordance with the policies established by convention, and as set

forth in these bylaws and rules of procedure. None of the acts of the Zonta International Board shall conflict with or modify action taken by the convention.

(c) Employ an executive director to manage the affairs of Zonta International within the parameters established by the Zonta International Board.

(d) Be responsible for the strategic and long-range planning of the organization.

(e) Approve the biennial budget and the audit and ensure that a copy of the approved budget is sent to district board members and club presidents.

(f) Ensure that the operation manuals reflect the policies and procedures adopted by the Zonta International Board and the convention assembly.

(g) Ensure that the treasurer/secretary, executive director and other persons entrusted with the handling of funds and property of Zonta International are sufficiently bonded or that other protections are in place.

(h) Perform such other duties as designated in these bylaws and rules of procedure. The Zonta International Manual shall serve as a guideline for international operation.

SECTION 3. Authority. Contracts and/or agreements on behalf of Zonta International shall be made only by those authorized by the Zonta International Board to act on behalf of Zonta International.

SECTION 4. Emergency Powers. In the event that extreme emergency prevents the holding of a convention, the Zonta International Board shall have the power to transact such business of Zonta International as may be necessary, and to submit to voting members for a vote by mail all items that require action in accordance with Article XI Section 1.

SECTION 5. Meetings. The Zonta International Board shall hold no fewer than five and no more than seven regular meetings during the biennium, the first of which shall be held immediately following the convention, the final meeting immediately prior to the convention. Special meetings may be held at the call of the president, or upon request of five members of the board. Conference calls and electronic meetings 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.

SECTION 6. Notice of Meetings. Regular meetings of the board may be held without notice. Special meetings of the board require notice of the time and place be given to each board member by one of the

following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone in a conversation directly with the board member; (iv) by facsimile transmission; or (v) by electronic mail. All such notices shall be given or sent to the board member's address, telephone number, facsimile number or electronic mailing address as shown on the records of Zonta International or as may have been given to Zonta International by the board member for purposes of notice. Notices of special meetings of the board sent by first-class mail shall be deposited in the mail system at least 14 days before the date of the meeting. Notices given by personal delivery, telephone, facsimile transmission or electronic mail transmission shall be delivered, telephoned, telefaxed or electronically transmitted at least 48 hours before the time set for the meeting.

SECTION 7. Waiver of Notice. The attendance of any board member at any meeting shall constitute a waiver of notice of the meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and where the objection is made prior to or at the commencement of the meeting. In addition, whenever any notice is required to be given under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 8. Quorum. A majority of the members of the Zonta International Board shall constitute a quorum.

SECTION 9. Vote. A majority vote of the entire Zonta International Board shall be required for action.

SECTION 10. Mail/Telecommunication Voting. The Zonta International Board may transact business by mail, or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire board.

SECTION 11. Removal. Zonta International officers and directors may be removed for cause by the Zonta International Board. A director can be removed pursuant to applicable law. Cause shall include but not be limited to failure, without excuse, to attend meetings, 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. A complaint in writing against an officer or director for such behavior may be made to the Zonta International Board, which shall refer the complaint to the Zonta International Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in a policy.

Article IX Executive Committee

SECTION 1. **How Constituted.** The officers of Zonta International shall constitute the Executive Committee.

SECTION 2. **Duties and Powers.** The Executive Committee shall act for the Zonta International Board between meetings of the board, except that its acts may not conflict with or modify action taken by the board including the budget. At the next meeting of the Zonta International Board, a report shall be made of the Executive Committee's actions.

SECTION 3. **Meetings.** Special meetings may be called by the president or upon request of two members of the Executive Committee.

SECTION 4. **Quorum.** A majority of the members of the Executive Committee shall constitute a quorum.

SECTION 5. **Vote.** A majority vote of the entire Executive Committee shall be required for action.

SECTION 6. **Mail/Telecommunication Voting.** The Executive Committee may transact business by mail or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire Executive Committee.

Article X Executive Director

The executive director shall be employed by the Zonta International Board to manage the headquarters office, to assist the Zonta International president and the board in conducting the business of Zonta International, and to perform such other duties as may be required by the Zonta International Board. The executive director shall abide by the guidelines and the budgets established by the Zonta International Board.

Article XI Convention

SECTION 1. **Purpose.** Zonta International shall hold a biennial convention to present an informative, motivational and educational program and receive reports. The Zonta International Board shall determine business of the convention, which may include elections, voting on proposed amendments to the bylaws; on dues and fees; on resolutions and goals that establish the international service projects and programs; and for any other business that may properly come before the convention assembly.

SECTION 2. **Time, Place and Program.** The Zonta International Board determines time, place and program of the convention.

SECTION 3. **Call.** The official Call to Convention noting the dates, location and general program shall be communicated to members as soon as practical and as soon as the dates and location are determined.

SECTION 4. **Notice of Business Meeting.** The written notice of the place, day and hour of official business meetings and the purpose or purposes shall be issued to voting members not less than five nor more than 60 days before the convention. This will detail when voting takes place.

Article XII Zonta International Nominating Committee

SECTION 1. **How Constituted.** A Nominating Committee of nine members shall be elected by plurality vote as follows:

- One member from the clubs in North, Central and South America.
- One member from the clubs in Europe.
- One member from the clubs in Africa.
- One member from the clubs in Australia and New Zealand.
- One member from the clubs in Asia.
- Four members at large.

Voting members shall be entitled to vote for all nine members of the committee.

The chair and the vice chair of the committee shall be chosen by majority vote of the members of the Zonta International Nominating Committee.

SECTION 2. **Prerequisites.** A member of the Zonta International Nominating Committee shall be a past international president or a member of a club of Zonta International and shall have served on the Zonta International Board, or as a governor or as a Zonta International committee chair. No member of the committee shall be eligible for nomination at the international level of Zonta International while serving on the committee.

SECTION 3. **Election.**

- (a) Election shall take place no later than the day before the last day of convention or by 15 July of even numbered years.
- (b) Election shall be by ballot vote.
- (c) The members of the Nominating Committee shall be elected by plurality vote.

SECTION 4. **Term.**

- (a) The term for members of the Zonta International Nominating

Committee shall be two years, beginning immediately after the announcement of election results and ending when their successors are elected.

(b) After being declared elected and prior to the close of convention, the newly elected Zonta International Nominating Committee shall meet to elect the chair and vice chair of the committee.

SECTION 5. Vacancies. Should an elected member of the Zonta International Nominating Committee be unable to attend the committee meeting at which candidates are to be selected, that committee position shall be considered vacant. Vacancies on the Zonta International Nominating Committee shall be filled by the nominees not elected from that territory or at large in descending order of votes received.

SECTION 6. Duties. The Zonta International Nominating Committee shall:

(a) Provide the official slate and qualifications for publication at least 60 days before convention, including, when possible, nominations as follows:

(1) For each Zonta International officer position to be filled, two or more candidates.

(2) For Zonta International director positions, at least 14 candidates for election of seven directors.

(3) For the Zonta International Nominating Committee, at least:

- Two candidates from the clubs in North, Central and South America.
- Two candidates from the clubs in Europe.
- Two candidates from the clubs in Africa.
- Two candidates from the clubs in Australia and New Zealand.
- Two candidates from the clubs in Asia.
- Eight candidates at large.

(b) Report at the convention. Additional nominations may be made from the floor, provided the nominee meets the prerequisites and has consented to serve if elected.

SECTION 7. Removal. Members of the Zonta International Nominating Committee may be removed by the Zonta International 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. The procedure shall be as specified in a policy.

Article XIII Committees

SECTION 1. Committees. There shall be standing committees as provided by these bylaws and special committees as authorized by the convention or the Zonta International Board. The board shall coordinate the activities of all committees, except the Nominating Committee. The committees are authorized to transact business through the use of electronic communication.

SECTION 2. Committee Chairs and Members. Chairs and members of Zonta International standing committees shall be appointed for the next biennium by the president-elect with the approval of the Zonta International Board. Each committee shall have at least three members.

SECTION 3. Bylaws and Resolutions Committee.

- (a) It shall consider all amendments proposed in accordance with these bylaws and submit its report to the Zonta International Board and convention.
- (b) It shall review, combine as required, and make recommendations on all resolutions submitted in accordance with these bylaws.
- (c) It may develop and send to the convention resolutions designed to further the Objects of Zonta International.
- (d) It shall investigate disciplinary matters of removal, suspension or expulsion and make recommendations to the Zonta International Board.

SECTION 4. Convention Committee. It shall function in accordance with the fiscal and operation manual guidelines approved by the Zonta International Board.

SECTION 5. Finance Committee. The purpose of the Finance Committee is to assist the Board in the discharge of its fiduciary / stewardship responsibilities. It shall:

- (a) Provide oversight for monthly financial statements, budget, financial policies and internal controls.
- (b) Provide oversight of the annual audit, including selection of the audit firm and reporting on any performance concerns to the Zonta International Board.
- (c) Provide oversight for financial risk management.
- (d) Provide an annual report of financial position and activity to members.

SECTION 6. Membership Committee. It shall promote continuing membership growth and encourage and supervise the organization of new clubs.

SECTION 7. Public Relations and Communications Committee. It shall promote the Objects of Zonta International and develop a comprehensive plan to create external and internal awareness of Zonta International.

SECTION 8. Service Committee. It shall promote international service projects sponsored by Zonta International and funded through the Zonta Foundation for Women, and shall encourage and support local service projects.

SECTION 9. Advocacy Committee. It shall recommend action in accordance with the Objects of Zonta International to improve the status of women and to promote legislative awareness, advocacy and equal rights.

SECTION 10. United Nations Committee. It shall disseminate and receive pertinent information and promote relations between the United Nations, its agencies and Zonta International. The committee shall consist of, but not be limited to, representatives appointed to the various United Nations sites.

SECTION 11. Leadership Development Committee. It shall develop and provide resources for leadership development at all levels of Zonta International.

SECTION 12. Z Club and Golden Z Club Committee. It shall provide resources and information to encourage the formation of Z clubs and Golden Z clubs and provide ongoing support.

SECTION 13. Amelia Earhart Fellowship Committee. It shall select and recommend to the Zonta International Board, candidates for annual Zonta International Amelia Earhart Fellowships.

SECTION 14. Jane M. Klausman Women in Business Scholarship Committee. From submissions put forward by districts, this committee shall select and recommend to the Zonta International Board candidates for the annual Zonta International Jane M. Klausman Women in Business Scholarships.

SECTION 15. Young Women in Public Affairs Award Committee. From submissions put forward by districts, this committee shall select and recommend to the Zonta International Board candidates for the annual Zonta International Young Women in Public Affairs Awards.

Article XIV Districts

SECTION 1. Definition and Purpose. A district is a group of Zonta clubs and e-clubs within a geographical territory or territories, as determined by the Zonta International Board.

The purposes of districts 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. The Zonta International Board shall have authority to create districts and to establish their boundaries. A proposed change in the boundaries of a district shall be subject to:

- (a) 60-day notice to the affected clubs of the proposed change.
- (b) Participation in the voting procedure by a majority of district clubs.
- (c) Approval by a majority of delegates voting from district clubs. Each club shall be entitled to one vote. If, as of the last payment of annual dues, the membership of any club exceeds 30 members, the club shall be entitled to a second vote. If the membership exceeds 60 members, the club shall be entitled to a third vote.

SECTION 3. Members. Each Zonta club and each e-club within the established boundaries of a district shall be a member of that 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 conference may authorize areas in the district to collect per-capita area dues. Area dues shall be determined by a two-thirds vote of the delegates at an area meeting, in accordance with the procedures in Article XIV, Section 11 (a) and (c) of these bylaws.

SECTION 6. Officers. The elected officers of the district shall be a governor, a lieutenant governor, the area directors and a treasurer. The governor shall appoint a secretary, who shall be an officer and a member of the board without a vote.

(a) **Prerequisites.** Each elected officer shall be a member of a club, shall have served at least two years in an elected club office and/or have been a district committee chair. 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, shall be elected at the district conference immediately preceding the convention. Election shall be by ballot vote of voting members present and voting. Area directors and/or vice area directors shall be elected by the delegates from the clubs in that area, either at the district conference, or, at the option of the district, at the area meeting immediately preceding the convention. Elections at area meetings shall be in accordance with the procedures in XIV, Section 11 (a) and (c).

(c) **Term of Office.** Officers shall take office at the close of the convention, or if no convention is held, 15 days after the announcement of the election result. The term of office shall be two years or until a successor takes office. No member who has served previously as an elected officer is eligible to serve in the same office again except that the treasurer and the area directors are eligible to be elected to a second term which may be either consecutive or not. An officer who has served more than half a term is considered to have served a full term in that office. The term of office of the secretary shall coincide with the term of the governor who made the appointment.

SECTION 7. Duties of Officers.

(a) **Governor.** The governor presides at district board meetings and shall attend area meetings; supervise the preparation of the district budget and shall authorize expenses in accordance with the approved budget; appoint committees; supervise the formation of new clubs; plan the district conference program and preside at the district meeting; and keep the Zonta International president, headquarters office, lieutenant governor and clubs informed about district matters.

(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.

(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 and 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. If a district conference adopts proposals to amend the Zonta International Bylaws, the secretary shall send such adopted proposals to the Zonta International Bylaws and Resolutions Committee within 30 days after conference.

SECTION 8. Vice Area Director. At the option of the district, a vice area director may be elected to assist the area director in the performance of area duties. An elected vice area director shall meet the same prerequisites as the area director. In the absence or inability of the area director to serve, the vice area director shall perform the duties of the area director and shall be entitled to a vote on the district board or at a conference. The district shall determine additional rights and responsibilities of the vice area director.

SECTION 9. 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, as defined in Article XIV Section 11 a and c, 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. If the area has an elected vice area director, the vacancy shall be filled by the vice area director.

(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.

SECTION 10. **District Board.**

(a) **How Constituted.** Elected officers of the district and the appointed secretary 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 (Article VIII, Section 11). 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 procedure shall be as specified in a policy.

(2) The district secretary 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 11. **Business Meetings and Voting.**

(a) **Business Meetings and Voting.**

(1) 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.

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

(b) **Quorum.** A majority of the voting members registered at district

conference or participating in a business meeting shall constitute a quorum. If a vote is taken by mail or electronic ballot, a majority of members eligible to vote shall constitute a quorum.

(c) **Voting Members.** Voting members at the district level shall be governor, lieutenant governor, area directors, treasurer and the delegates of each club in good standing.

(1) **Clubs.** Each club shall be entitled to one delegate and alternate.

(i) 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.

(ii) If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate.

(iii) A delegate may carry the total votes to which the club is entitled.

(iv) A member of the district board shall not be a club delegate or alternate.

(2) **Proxies.** Any club may be represented by proxy.

(i) A club choosing to be represented by proxy shall be entitled to its total votes by proxy.

(ii) A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.

(iii) A club with a delegate who must leave an in-person voting event due to an emergency may give a proxy to a delegate of another club.

(iv) No club may be represented by proxy at more than two consecutive voting events, i.e. conferences, mail or electronic ballots.

(d) **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) **Mail Ballot.** In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the clubs in the district. Each club shall be entitled to vote in accordance with the procedure in Article XIV Section 11 (c). To take action, an affirmative majority of the voting members voting shall be required, provided that more than 50% of the district clubs respond within 45 days.

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

SECTION 12. 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 13. Nominating Committee.

(a) **How Constituted.** At the conference at which district officers are elected, a district Nominating Committee of three members shall be elected by plurality vote. The member receiving the highest number of votes shall be the chair of the committee. 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 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.** The district Nominating Committee shall provide the

official slate of candidates for election and shall work with the Zonta International Nominating Committee to recruit qualified club members for Zonta International officers, directors and Nominating Committee. Additional nominations may be made from the floor, provided the nominee meets the prerequisites and has consented to serve if elected.

(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. The procedure shall be as specified in Article XIV, Section 10 (e)(1).

SECTION 14. 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 15. Bylaws and Rules of Procedure. Each district shall adopt bylaws and district rules of procedure that conform to the bylaws and Rules of Procedure of Zonta International and are in accordance with applicable laws and regulations. The initial district bylaws and rules of procedure may be adopted by the district board. District bylaws and rules of procedure shall be amended by a two-thirds vote of the district conference voting members present and voting, 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. Bylaws and rules of procedure may also be adopted or amended by a mail ballot. In that case, to take action, a two-thirds vote of the voting members voting shall be required, provided more than 50% of the district clubs respond within 45 days.

SECTION 16. Parliamentary Authority. Each district shall adopt a recognized parliamentary authority used in the country or countries in which the clubs in that district reside. The rules contained in the parliamentary authority shall govern the district in cases in which they are not inconsistent with these bylaws or the rules of procedure adopted by the district.

Article XV Clubs

SECTION 1. How Established. The Zonta clubs shall exist only as chartered clubs of Zonta International.

SECTION 2. Bylaws. Clubs shall adopt club bylaws in accordance with Article IV Section 2 (b) of the Bylaws of Zonta International.

SECTION 3. Good Standing. A club that has paid international dues and fees as defined in Article V, has provided to Zonta International Headquarters a current and complete club member list, including a club president, has paid district dues and area dues (if applicable), and whose organizational activity is in accordance with these bylaws and the Rules of Procedure of Zonta International, is a club in good standing.

SECTION 4. Members.

(a) Club Member.

(1) Membership shall be drawn from individuals with experience in a recognized business or profession.

(2) A candidate must be willing to actively support and implement the Objects of Zonta International.

(3) All candidates for club membership, whether by application or invitation, meeting the requirements for membership in these bylaws shall be considered. Approval for membership is made by the club board unless the club bylaws provide otherwise.

(4) A club member who has paid all required dues and fees and whose Zonta activities are in accordance with bylaws provisions is a member in good standing.

(5) A club member has all rights and responsibilities of membership, including the right to hold office and represent the club as required, except as otherwise provided in these bylaws.

(b) Past International President. The club may retain as a member or may elect to its membership, without an additional initiation fee, any past international president.

(c) Honorary Membership. Honorary members shall be persons who have distinguished themselves by some unusual service other than their service to Zonta. An honorary member shall be entitled to all membership privileges of the club except those of holding an elective office or directorship, of making motions and voting, or of representing the club as a delegate or alternate. The club board shall determine the specific tenure for honorary membership. An honorary member shall be exempt from the payment of dues. The club shall assume the obligation for payment of Zonta International and district dues for any honorary member the club may elect.

(d) Transfer Privileges. A member who moves to the geographical location of another Zonta club may transfer membership to that club, provided the required dues have been paid as set forth in Article XV, Section 5(b) of these bylaws.

(f) **Duration of Membership.** Membership shall be for life except as otherwise provided in the bylaws and Rules of Procedure of Zonta International.

SECTION 5. Club Dues.

(a) **Fiscal Year.** A club may establish its own fiscal year according to the date of its annual meeting, except that clubs in the United States of America must conform to the fiscal year of 1 June through 31 May, inclusive.

(b) **Annual Dues.** The annual dues of a club member shall be established by the club to include Zonta International, district, area (if applicable) and club requirements, and shall be paid in accordance with club bylaws. Guidelines are in the Zonta Club Manual.

SECTION 6. **Officers and Directors.** The officers of the club shall be at least a president, vice president, secretary and treasurer. There may be one or more directors. With the exception of that of president, two offices may be combined if consistent with club bylaws. One individual holding two offices shall be entitled to only one vote.

(a) **Prerequisites.** To be eligible for the office of president, a member must have been at some time a member of the club board for at least one year, except in the case of a newly chartered club.

(b) **Election.** At the election meeting, officers and directors shall be elected by ballot vote unless there is but one nominee for the office, in which case a voice vote may be taken. A majority vote shall elect. At the option of the club, balloting may be by mail.

(c) **Term of Office.** The officers and directors shall assume office on 1 June. The officers shall hold office for at least one year or until their successors assume office. The officers and directors shall be limited to four consecutive years in the same office. A member who has served more than half a term shall be deemed to have served a full term in that office. At club option, a member who has served previously as an officer or director is eligible to serve in the same office again after an intermission.

(d) **Vacancies.** In case of a vacancy in the office of president, the vice president shall become president. Vacancies in other offices shall be filled by the club board.

(e) **Removal.** Club officers and directors may be removed for cause by the club members. Cause shall include, but not be limited to, failure without excuse to attend meetings, failure to perform duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. A complaint in writing against an officer or director for such behavior shall be referred by the club board to a committee of club members elected by the members for investigation. The procedure shall be as specified in a policy.

SECTION 7. Duties of Officers. The officers of the club shall perform the duties prescribed by the club, by the bylaws and rules of procedure of Zonta International, and by the parliamentary authority adopted by the organization.

(a) **President.** The president shall preside at all meetings of the club and of the board and shall be the chief executive officer of the club. Subject to approval by the board, the president shall appoint chairs of standing committees and all other committees except the Nominating Committee. The president shall be ex-officio a member of all committees except the Nominating Committee.

(b) **Vice President.** The vice president, in the absence or inability of the president, shall perform the duties of the president. The vice president may serve as chair of a committee and may be assigned other duties by the club board.

(c) **Secretary.** The secretary shall keep a record of the proceedings of the meetings of the club and of the board, conduct correspondence not specifically assigned to other officers or committees and perform other duties as assigned by the club board.

(d) **Treasurer.** The treasurer shall be responsible for the funds of the club and shall administer them in accordance with the approved club budget. The treasurer shall make periodic reports to the board and the club. No later than 45 days after the term of office ends, the treasurer shall turn all records over to the successor.

SECTION 8. Club Board.

(a) **How Constituted.** Elected officers and directors of the club shall constitute the club board.

(b) **Duties.** The club board shall have general supervision of the affairs of the club between meetings of the club provided that none of its acts shall conflict with action taken by the club. It may act upon routine questions in carrying out established policies but shall not determine policy, authorize projects and donations or adopt the budget. It shall perform such duties as are required by the bylaws and rules of procedure of Zonta International. The Zonta Club Manual shall serve as a guideline for club operation.

(c) **Meetings.** The club board shall hold regular monthly meetings unless otherwise ordered by the board. A majority of the members of the club board shall constitute a quorum.

The club board may transact its business through the use of electronic communication.

SECTION 9. Meetings. Meetings shall be held as provided in the club's bylaws. Clubs may hold their meetings through the use of electronic communication.

The quorum shall be determined by vote of the club provided that no less than one-fourth of the members shall constitute a quorum at any regular or special meeting of the club.

Guidelines for club meetings are in the Zonta Club Manual.

SECTION 10. **Nominating Committee.**

(a) **How Constituted.** At its election meeting, the club may elect its Nominating Committee for the next term.

If nominees are unopposed, a voice vote may be taken and committee members may select their own chair.

If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club Nominating Committee.

The member receiving the highest number of votes shall be chair of the Nominating Committee.

(b) **Vacancies.** Vacancies in the Nominating Committee shall be filled by the club board.

(c) **Duties.** The Nominating Committee shall provide the slate of officers, directors and members of the Nominating Committee before the election meeting.

Additional nominations may be made from the floor, provided the nominee meets the prerequisites of the office and has consented to serve if elected.

(d) **Removal.** Members of the club Nominating Committee may be removed by the club members 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. The procedure shall be as specified in a policy.

SECTION 11. **Committees.** Committees shall be authorized by the club board. Guidelines for club committees are in the Zonta Club Manual.

SECTION 12. **Z Clubs and Golden Z Clubs.**

(a) Z clubs and Golden Z clubs are service programs formed and sponsored by a Zonta club. Guidelines are in the Zonta International Z Club and Golden Z Club Manual.

(b) The sponsoring Zonta club shall pay a charter fee and an annual renewal fee in U.S. dollars.

The renewal fee shall be used toward the administration of the Z Club program of Zonta International.

SECTION 13. Financial Oversight. The club board shall cause the club financial records to be examined by a person independent of the board. For purposes of the examination, the books shall be closed at the end of the fiscal year.

SECTION 14. Suspension or Expulsion.

(a) **Club.** Any club of Zonta International that has acted in a way to injure the good name of Zonta or to hamper its work may be suspended or expelled by the Zonta International Board. A complaint in writing against a club for such behavior may be made to the district board which shall refer the matter to the district Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in a policy.

(b) **Member.** Any member of a club who has acted in a way to injure the good name of Zonta or to hamper its work may be expelled by the club members. A complaint in writing against a member for such behavior may be made to the club board. The board shall refer the complaint to a committee appointed by the board for investigation. Neither the member concerned nor the complainant shall be appointed to the committee. The procedure shall be as specified in a policy.

SECTION 15. Parliamentary Authority. Each club shall adopt a recognized parliamentary authority used in the country in which the club is organized. The rules contained in the parliamentary authority shall govern the club in cases in which they are not inconsistent with Zonta International Bylaws and Rules of Procedure, the rules of procedure of the district in which the club resides, the club bylaws or with the rules of procedure adopted by the club.

SECTION 16. Bylaws Amendments. Club bylaws may be amended by a two-thirds vote of the club members present and voting at any regular or special meeting called for that purpose, provided that notice of such proposed amendment shall have been given to each member at least 10 days before the meeting.

Article XVI International Identification

SECTION 1. Seal. The corporate seal of Zonta International shall be circular in form with the words "Zonta International, Inc."

SECTION 2. Colors. The official colors of Zonta International shall be mahogany and gold.

SECTION 3. Emblem. The emblem of Zonta International shall be a square as shown.



SECTION 4. Name and Marks. The name and symbol of Zonta may be used by any district, club or member of Zonta International only in accordance with regulations issued from time to time by the Zonta International Board. Use of the name and symbol of Zonta by non-members other than in news reporting or commentary is permitted only with prior approval of the Zonta International president.

SECTION 5. *The Zontian*. The Zonta International Board shall publish under its supervision and control, *The Zontian* magazine, which shall be the official registered publication of Zonta International.

Article XVII Indemnification

The Zonta International Board may from time to time establish and implement policies for indemnification of officers, directors and employees of Zonta International.

Article XVIII Resolutions

SECTION 1. Definition and Duration. A resolution is a statement proposing a policy, procedure or action. A resolution adopted by an international convention shall remain in effect only for the biennium proposed, unless it is renewed at the next convention.

SECTION 2. How Proposed. To be considered by the convention, the resolution must have been:

- (a) Proposed by the Zonta International Board, or by any of its members, by a district conference, by a club, or by a committee of Zonta International.
- (b) Mailed to the Zonta International Bylaws and Resolutions Committee at least 180 days before the convention except as prescribed in this article.

SECTION 3. Powers of Bylaws and Resolutions Committee. The committee shall have power to:

- (a) Initiate resolutions.
- (b) Combine two or more resolutions into one resolution which best reflects the intent of the proposer and serves the interest of Zonta International as a whole.
- (c) Reword a resolution to reflect the intent of the proposer and serve the interest of Zonta International as a whole.
- (d) Make recommendations upon all resolutions submitted to it. It may decide not to report a proposed resolution that it concludes should have further study or that is in conflict with the Objects of

Zonta International. In the event of such a decision, the committee shall notify the proposer of the resolution.

SECTION 4. Exemptions from Requirements. If, due to unavoidable circumstances, a resolution proposed by the Zonta International Board, by a committee of Zonta International, or by a district conference cannot be mailed to the Zonta International Bylaws and Resolutions Committee 180 days before the convention, the resolution may be exempt from the requirement of referring the resolution to the Bylaws and Resolutions Committee. Guidelines on process are in the Zonta International Manual.

SECTION 5. 60-Day Notice Requirement. A copy of all resolutions, by whichever way presented, shall be sent to members of the Zonta International Board, district boards, and to each club at least 60 days before convention.

SECTION 6. Convention Report. The chair of the Zonta International Bylaws and Resolutions Committee, in reporting to the convention, shall state the Zonta International Board designation of "recommended," "not recommended," or "no recommendation" with a reference to each resolution presented.

SECTION 7. Resolution Without Advance Notice. In cases where the need for a recommendation or for a resolution could not have been foreseen in time to give the advance notice as required in this article, and where delayed action would render the resolution or the recommendation valueless, the convention may by a two-thirds vote decide to consider a recommendation or a resolution.

Article XIX Parliamentary Authority

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

Article XX Amendment to Bylaws

SECTION 1. Amendment. These bylaws may be amended by a two-thirds vote of the convention voting members present and voting at any convention of Zonta International, provided that:

- (a) The amendment has been proposed by the Zonta International Board, by a district conference, by the Zonta International Bylaws and Resolutions Committee, or by a revision committee authorized by a convention or by the Zonta International Board.

(b) The proposed amendment from a district conference has been sent to the Zonta International Bylaws and Resolutions Committee within 30 days after conference.

(c) The proposed amendment from the Zonta International Board has been sent to the Zonta International Bylaws and Resolutions Committee at least 30 days prior to the committee's pre-convention meeting.

(d) A report of the Bylaws and Resolutions Committee, indicating the Zonta International Board's designation on each proposed amendment of "recommended for adoption," "not recommended for adoption," or "no recommendation" has been sent by headquarters to the Zonta International Board, governors, lieutenant governors and to the president of every club at least 60 days before convention.

An amendment to these bylaws shall become effective on adjournment of the convention at which it is adopted.

SECTION 2. Process for Club/District Amendment Proposals. A member of a Zonta club may recommend to the club for approval proposed changes in Zonta International Bylaws or rules of procedure. After club approval, the club may submit the proposal to the district board. If the district board determines that the proposal does not require further study, it shall publish the proposal to all other clubs in that district at least 60 days before district conference and shall submit the proposal to delegates at the conference. The district board may also submit a proposal to the district conference in the same manner. If a majority of voting members at district conference adopts the proposal, the district secretary shall submit the proposal to the Zonta International Bylaws and Resolutions Committee within 30 days after the conference.

SECTION 3. Amendment Duplication. Should more than one proposed amendment to the Zonta International Bylaws be submitted with the same intent covering the same subject matter, it shall be the duty of the Zonta International Bylaws and Resolutions Committee to review such proposed amendments and to present to the Zonta International Board an amendment which best incorporates the intent and serves the interest of Zonta International as a whole. In the event that any proposed amendment will not be reported to the convention, the committee shall notify the proposer of the amendment.

SECTION 4. Automatic Conformation. If any amendment of these bylaws causes the bylaws of Zonta clubs to be in conflict with the Bylaws of Zonta International, the bylaws for Zonta clubs shall be considered to have been amended automatically to conform to the Bylaws of Zonta International.

SECTION 5. Articles of Incorporation. The Articles of Incorporation of Zonta International may be amended by a two-thirds vote at any convention of Zonta International to include the changes to the articles brought about by amendments to the Zonta International Bylaws or in accordance with the procedure for amending bylaws.

Article XXI **Rules of Procedure**

Rules of procedure prescribe standard operating procedures of Zonta International and remain in effect until rescinded or changed by majority vote of the voting members at a future convention. In the interim between conventions, the Zonta International Board may adopt rules of procedure and shall inform the clubs of these rules and their rationale. These new rules may remain in effect until convention by which time they shall be rescinded by the Zonta International Board or presented to the convention for ratification. If the Zonta International Board chooses to rescind a rule of procedure, that rule may not be adopted by the immediately succeeding board. Any rule of procedure submitted to and ratified by a convention shall remain in force until rescinded or otherwise disposed of by a convention. Proposed amendments to the rules of procedure may be submitted by the Zonta International Bylaws and Resolutions Committee to the convention for action.

Article XXII **Glossary**

Specialized terms in the bylaws and Rules of Procedure of Zonta International are contained in the Glossary. The Glossary may only be amended by the Zonta International Board or by the international convention.

Zonta International Bylaws were amended and approved in June 2022.

Rules of Procedure of Zonta International

The Rules of Procedure for the operation of Zonta International represent actions taken by convention and by the Zonta International Board. These rules become a part of the standard operating procedures of Zonta International and remain in effect until rescinded or changed by future conventions. Each Zonta club shall be bound by the Rules of Procedure of Zonta International except that, if any provision of these rules is contrary to the laws of the country, state or province in which a club is organized, that club shall notify the Zonta International Board in writing of the need to conform to such laws. The Rules of Procedure shall be reviewed by the Zonta International Bylaws and Resolutions Committee each biennium.

1. **Operation Policies.** Operation policies, as approved by the Zonta International Board, shall be followed at all levels of Zonta International.
2. **Operation Manuals.** The operation manuals of Zonta International, as approved by the Zonta International Board, shall provide general guidelines. These operation manuals include, but are not limited to, the Zonta Club Manual, the Zonta District Manual, the Zonta International Manual, the Zonta International Marian de Forest Membership Manual and the Convention Manual.
3. **Dues and Fees.**

- (a) **Clubs.**

- (1) **International Per-Capita Dues.** On 1 June of each year, each club shall pay to Zonta International per capita dues in U.S. dollars as established at convention based upon club membership as of 1 June. The report of membership as of 1 June shall accompany the annual remittance of dues.

For new members admitted from 1 June through 30 November, clubs shall pay full year per capita dues to Zonta International; for new members admitted from 1 December through 31 March, clubs shall pay one-half the per capita dues to Zonta International; and, for new members admitted from 1 April through 31 May, clubs shall pay full year per capita dues to Zonta International as if the individual had joined on the following 1 June.

- (2) **Nonpayment of international dues and fees.** After the established due date, and unless payment is temporarily waived by the Zonta International Board, the appropriate governor, president and treasurer of all clubs in arrears for dues and fees shall be notified that unless their financial obligations are

met within 45 days after the due date, the club shall forfeit its membership. After the 45-day time period, the appropriate governor, president and treasurer of each club still in arrears shall be notified that the club has forfeited its membership through nonpayment of dues and/or fees. By a two-thirds vote of the Zonta International Board, such a club may be granted a special exception to extend the payment deadline by an additional 60 days. Reinstatement to membership may be permitted upon payment of the amounts owed at the time club membership ceased, together with the applicable dues and fees of the current year including a reinstatement fee.

(b) Supporting Members.

(1) International Per Capita Dues. On 1 June of each year, each supporting member shall pay to Zonta International dues in U.S. dollars as established at convention.

A new supporting member admitted from 1 June through 30 November shall pay full year dues to Zonta International. A new supporting member admitted from 1 December through 31 March shall pay one-half the dues to Zonta International. A new supporting member admitted from 1 April through 31 May shall pay full year per capita dues as if the individual had joined on the following 1 June.

(2) Nonpayment of international dues and fees. After the established due date of 1 June, and unless payment is temporarily waived by the Zonta International Board, the individual will no longer have access to membership until dues and fees are submitted in full.

4. Club Liability Insurance (U.S./Canada). With the payment of dues to Zonta International, each U.S./Canada Zonta club shall pay per member in U.S. dollars a premium for group liability insurance in an amount assessed by the Zonta International Board after obtaining, prior to each annual renewal date, competitive renewal bids for the subject coverage. The Zonta International Board shall be empowered to execute the renewal application for this insurance period. The premium shall be commensurate with premiums of other like organizations carrying the same limits and experiencing a like loss ratio. Such payments of premium are to be made also for each charter member, new member or reinstated member. Group liability insurance is voluntary but recommended for all clubs outside Canada and the United States.

5. Circularization. (1) Membership lists (i.e. club rosters, Zonta International directories, district directories, or other lists including members' addresses and/or telecommunications numbers) are not to be made available to non-Zontians, or used by Zontians for the

purposes of selling goods and services or for personal, financial or political gain. (2) Zontians shall not use membership contact details or act in any other way to contact other Zontians for the purposes of lobbying for or against candidates who are running for office at any level of Zonta. (3) Except as is mentioned above, Zontians are encouraged to network with each other for business purposes.

6. **Grievances other than those concerning removal, suspension or expulsion.** Disagreements arising within a Zonta club or a district or at the international level shall be handled by the club in question, the district in question or the Zonta International Board respectively. Complaints against a decision of a club may be handled by the proper district board. Complaints against a decision of a district may be handled by the Zonta International Board. The parliamentary authority as provided in the Bylaws of Zonta International for clubs, districts and Zonta International shall be used as the authority in the respective case.

Rules of Procedure last revised June 2022.

Glossary of Zonta International

Specialized terms in the bylaws and rules of procedure with definitions as used by Zonta International.

Advocacy (see also Lobbying)

The expression of support for or opposition to a cause, argument or proposal. Advocacy may include influencing laws, legislation or attitudes. Zonta advocacy is action taken to protect and support women and girls and their human rights.

Alternate

Person elected by the club to formally represent the club if the primary representative, the delegate, is unable to do so.

Amendment

Modification to the wording of a document.

Applicable Law

The law that applies to a given situation.

Area

Part of a district. Clubs are organized into areas to implement the administrative functions within the district.

Audit (see also Compilation and Review)

A professional opinion expressed on the fairness of financial statements providing assurance that the underlying data has been tested to the extent necessary. Audited financial statements provide the highest degree of assurance on the reliability of the financial statements.

Ballot Vote

System of casting a vote in writing, which enables members to vote without revealing position on the issue or candidate.

Bylaws

Fundamental internal rules of an organization, decided by its voting members.

Chair

A chair presides over a meeting, committee or board.

Compilation (see also Audit and Review)

The presentation of information in the form of financial statements, without expressing an opinion or assurance regarding their conformity with generally accepted accounting principles.

Delegate

Member of a club elected to formally represent the club in voting at convention, district or area meetings.

Diversity

Inclusion of people of various ethnicity, gender, age, race, religion, disability and sexual orientation.

Eligible

Meeting the requirements for consideration for membership or standing for office.

Examine

Performing a limited check of financial statements, providing significantly less assurance than either an audit or review.

Executive

Person or group in a position of management and authority.

Ex-Officio

A position held because of one's office. An ex-officio member has all the rights of any other member of the organization, including the right to vote, but is not counted in the quorum.

Expulsion

Involuntary termination of an individual's position in an organization.

Guidelines

A recommended course of action.

Hold Experience

Having gained knowledge and skills from active participation in events or employment resulting in competency and/or accomplishment, inclusive of individuals actively employed, previously employed, retired, on leave, pursuing education/educated in a discipline, seeking employment, and others similarly situated.

Lobbying (see also Advocacy)

Lobbying is a personal way to influence policymakers including direct contact with an elected official or policymaker, with the express purpose of advocating for or against a particular issue.

Mail

Postal mail.

Majority Vote

More than half of the valid votes cast by eligible voters.

May (verb, see also Shall)

Express permission, possibility or opportunity to act.

Networking

Seeking or acting with other persons to find common interests and/or share knowledge and experience to further common goals.

Nonpartisan

Not influenced by, affiliated with, or supporting the interests or policies of a political person (or politician) or political party.

Nonsectarian

Not limited to, or affiliated with, any one religion or sect.

Plurality Vote

Largest number of votes obtained where more than two choices are possible.

Policy

Any governing principle, plan or course of action in relation to a special issue or object. General policies are stated in Zonta International Bylaws Article III and may be adopted/changed by convention. Operation policies are part of Zonta International governing documents and are compulsory. Can be adopted and changed by the Zonta International Board.

Principles

Statements of values, goals or other basic tenets that underlie an organization's actions.

Professional

Person engaged in work which requires special training, skills or knowledge.

Programs

Refers to the major service programs as authorized by the convention (see listing under Biennial Goals section). International Service is a program of Zonta International and a fund in Zonta Foundation for Women. Specific Zonta International Service Program projects are selected for support and funding, usually on a biennial basis.

Projects

Activities seeking specific results and often within a stated timeframe, at the club, district or international level. At the Zonta International level, projects are administered under the broad umbrella of a program (for example, a specific biennial project is selected for support under the International Service Program).

Proof of Service

Evidence in writing that something has been sent or received.

Proxy

The authority to represent another club at a district conference or international convention.

Quorum

The minimum number of voting members required to be present to legally transact business.

Recognized Business or Profession

All businesses or professions legal in the country of residency, including the pursuit of education, unpaid care and domestic work, and similar disciplines.

Region

A geographic territory containing Zonta clubs but not qualifying as a district.

Review (see also Audit and Compilation)

Reviews of financial statements that involve a significantly lower degree of scrutiny than audits.

Rules of Procedure

The Rules of Procedure of Zonta International represent actions taken by convention and the International Board and are part of the standard operating procedures of Zonta.

Shall (verb, see also May)

Denotes that the specific action listed is required to be taken.

Supporting Member

A supporting member is a Zonta member that holds direct membership at the international level but is not a member of a Zonta club or a district.

Termination

Cancellation of membership.

Two-Thirds Vote

At least two-thirds of the valid votes cast by eligible voters.

Vacancy

Permanent or temporary absence from the duties of a position.

Vote

Formal expression of opinion or preference.

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2022-2024 Zonta International Dues and Fees (in U.S. dollars)

Per Capita Dues	\$88.00
Per Capita Dues Under the Age of 35*	\$44.00
New Member Fee	\$15.00
Reinstated Member Fee	\$15.00
Z Club/Golden Z Club Charter Fee	\$25.00
Z Club/Golden Z Club Annual Renewal Fee per Sponsored Z/Golden Z Club	\$20.00

NOTES:

a. Per capita dues are to be paid annually for all members by 1 June. Club members residing in Canada, Puerto Rico and the United States, including its territories and possessions, pay an additional \$3.00 per member for liability insurance.)

b. Charter members, new members or reinstated members pay an additional \$15.00 for a total of \$103.00.

c. New members under the age of 35 pay an additional \$15.00 for a total of \$59.00.

d. For all members admitted 1 December or later, clubs may pay half of the per capita dues (but add \$15.00 for charter, new or reinstated members).

e. The new Z Club/Golden Z Club Annual Renewal Fee will take effect in the 2023-2024 renewal cycle.

*See page 59, Resolution regarding the age of age of young professionals.

Resolutions, adopted in June 2022

Resolution regarding a policy on women's reproductive health.

Zonta International is an organization pledged to improve the health status of women.

Zonta International calls on governments to ensure, on a basis of equality of men and women:

- The elimination of all child marriages and similar unions.
- Equal rights to decide freely and responsibly on the number and spacing of children and to have access to the information, education and means to exercise these rights.
- Access to health care services, including those services related to family planning.
- The prevention of unwanted pregnancies.
- Access to safe, legal abortions.

Note: See, also, *Zonta International Statement on Women's Sexual and Reproductive Health* at www.zonta.org/statements.

Resolution on conducting an overall review of Zonta International.

The Zonta International Board proposes that the overall review of Zonta International which commenced in the 2020-2022 Biennium based on the resolution adopted by the voting members in 2020 be continued in the 2022-2024 Biennium where it left off at the end of biennium 2020-2022.

During the 2020-2022 Biennium the Zonta International Board has been undertaking a study of Zonta International to ensure the organization is fit-for-the future and able to meet the challenges of change. The study focused on strategy, governance, membership, and advocacy. The current state has been assessed, input has been sought from members, and external practices have been researched. A report on the results of the work completed is presented at the 2022 Convention. The report also identifies areas where further work is required and areas such as programs, fundraising and operations not yet thoroughly worked to complete the study also for these areas of Zonta's business and to ensure Zonta International is sustainable in the long term and set up for success.

Continuing evaluation is needed. In addition to developing a strategic plan to meet the needs of members and stakeholders while opening new pathways as described in the proposed Biennial Goals 2022-2024, special attention should be put in the 2022-2024 continued review on the possibilities to simplify the frameworks for membership, governance and operations. The evaluation and work done for the overall review during 2020-2022 together with the continued review

during 2022-2024 would serve as a basis for drafting the business plan as proposed in the Biennial Goals 2022-2024.

Resolution regarding the “Zonta Says NO to Violence Against Women” Campaign.

The campaign “Zonta Says NO to Violence Against Women” shall be continued in the 2022-2024 Biennium.

Resolution to extend the Women in Technology Scholarship for another biennium with a slight modification.

The Women in Technology Scholarship should be continued as a third pilot cycle on club, district, and international level for women in all STEM fields. A final comparison and evaluation shall be presented at the 2024 Convention.

Resolution regarding the age of age of young professionals.

That Zonta International raise the age of Young Professional status from 30 to 35.

Note: Full text of the resolutions can be found at www.zonta.org/myzonta under Governance, Governing Documents & Bylaws.

Zonta Foundation for Women

Articles of Incorporation under the

General Not for Profit Corporation Act

State of Illinois, USA

We, the Incorporators being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not for Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: Zonta International Foundation.
2. The name and address of the registered agent and registered office are: Valerie Fassler Levitan, 35 East Wacker Drive, Chicago, IL 60601.
3. The duration of the corporation is perpetual.
4. The first board of directors shall be four (4) in number, their names and addresses being as follows:

Cornelia S. Hodges, 2650 Cooper Avenue #313,
Springfield, IL 62704

Carol Borecky, 16 Belhaven Drive, Springfield, IL 62704

Frances Braker Crann, 1341 "G" Greenwillow Road,
Glenview, IL 60025

Teresa Conway, 532 Sterling Road, Kenilworth, IL 60043

5. The corporation is organized exclusively for charitable purposes, to carry out the charitable objectives of Zonta International including providing service at the global and local level and to support charitable organizations that advance the charitable objectives of Zonta International Foundation. (Amended 1998)

6.1 The place in this state where the principal office of the Corporation is to be located is the Village of Oak Brook, DuPage County.

6.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not

permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

6.3 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

6.4 The corporation may from time to time establish and implement policies for indemnification of officers, directors and employees of the corporation.

We the incorporators declare that we have examined the foregoing Articles of Incorporation and that the statements contained there are, to the best of our knowledge and belief, true, correct and complete. Executed this 15th day of January, 1985.

(Signed):

Cornelia S. Hodges

Carol Borecky

Frances Braker Crann

Teresa Conway

The Articles of Incorporation were last amended and approved by the Zonta International Foundation Board in June 2021 to change the organization name.

On 15 July 2021, the State of Illinois approved the legal name change to the Zonta Foundation for Women.

The current registered agent and address is: Allison Summers, 1200 Harger Road, Suite 330, Oak Brook, IL 60523.

Bylaws of the Zonta Foundation for Women

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Article I Purpose

The purpose of Zonta Foundation for Women is to carry out the charitable service purposes of Zonta International. Zonta Foundation for Women is organized exclusively for charitable purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons.

Article II Offices

Zonta Foundation for Women, an Illinois not-for-profit corporation, sometimes referred to in these bylaws as the "Foundation," shall maintain in the State of Illinois a registered office and may have other offices within or without the state.

Article III Members

SECTION 1. Qualifications. The Foundation shall have one member, which shall be known as the "Corporate Member." The Corporate Member shall be Zonta International, an Illinois not-for-profit corporation, as governed by its international board, or any successor thereto resulting by merger, consolidation or exchange of name.

SECTION 2. Matters Requiring Approval by the Corporate Member. The Corporate Member must approve the following actions by the board: amendment or restatement of the articles of incorporation or bylaws; merger, consolidation, dissolution or sale, lease, exchange, mortgage or pledge of the assets of the Foundation; and any other action for which membership action is required under the Illinois Not-for-Profit Corporation Act.

Article IV Board

SECTION 1. How Constituted. The officers and directors of the Foundation shall be those individuals serving from time to time as officers and directors of Zonta International. The officers and directors shall constitute the Zonta Foundation for Women Board.

SECTION 2. General Powers. The affairs of the Foundation shall be managed by its board. The board shall have the power and authority to receive gifts and legacies on behalf of the Foundation and to make gifts and donations of capital as well as of income in pursuance of the objectives and purposes of the Foundation.

SECTION 3. Reporting. The board may report to the Corporate Member at every board meeting of the Corporate Member and shall

report at least annually to the Corporate Member on all Foundation-sponsored programs, board meeting minutes and Foundation finances.

SECTION 4. Resignation of Board Members. Board membership is not transferable or assignable. Board membership is forfeited when an individual resigns from a role as an officer or director of Zonta International.

SECTION 5. Removal. Any board member may be removed by the Corporate Member whenever in its judgment the best interests of the Foundation shall be served by such removal.

SECTION 6. Vacancies. As the officers and directors of the Foundation shall be filled by individuals serving from time to time as officers and directors of Zonta International, any vacancy occurring in the board may be filled by the Corporate Member.

SECTION 7. Indemnification and Insurance. The Foundation shall offer officers and directors insurance. Provided that the board has made a determination that the board member has acted in accordance with their fiduciary obligations, the board member shall be held harmless for her/his actions, exercise of judgments or discretion in accordance with the duties and responsibilities of such board member. The board may rely on outside experts, if such reliance is reasonable. Gross negligent acts or omissions willful or wanton acts are not protected.

SECTION 8. Compensation. No board member shall receive any salaries for their services, but by resolution of the board, a fixed sum or reimbursement of the actual expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any board member from serving the Foundation in any other capacity and receiving reasonable compensation thereof.

SECTION 9. Meetings. The board may hold regular meetings in connection with the regular meetings of the Corporate Member and shall hold an annual meeting as a minimum. Meetings may be held by any means permitted by applicable law.

SECTION 10. Special Meetings. Special meetings of the board may be called by or at the request of the president or any five board members. Meetings may be held by any means permitted by applicable law.

SECTION 11. Notice. Notice of any special meeting of the board shall be given at least 48 hours in advance by any means permitted by applicable law to each board member at the address shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered within five days after being deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

SECTION 12. **Quorum.** A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 13. **Manner of Acting.** If a quorum is present at a meeting of the board, the affirmative vote of a majority of those board members present and voting shall be the act of the board, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 14. **Action by Written Ballot.** Action by written ballot requires a unanimous vote of the entire board. Proxy votes are not allowed.

Article V Officers

SECTION 1. **Officers.** The officers of the Foundation shall be a president, a vice president, a president-elect and a treasurer/secretary. The individuals holding these offices in the Corporate Member shall hold the same offices in the Foundation.

SECTION 2. **President.** The president shall be the chief executive officer and shall exercise a general supervision over the interests and welfare of the Foundation, preside at all meetings of the Foundation, the board and the Executive Committee, appoint committees authorized by the Foundation bylaws or the board and be a member of all committees.

SECTION 3. **Vice President.** In the absence or inability of the president to perform official duties, the vice president shall perform the duties of the president and at all times be a member of the Finance Committee and the Investment Committee.

SECTION 4. **President-Elect.** The president-elect shall perform such duties as assigned by the president and shall be a member of all committees.

SECTION 5. **Treasurer/Secretary.** The treasurer/secretary shall be the chief financial officer of the Foundation and shall at all times be a member of the Finance Committee and the Investment Committee. The treasurer/secretary shall have the authority to certify resolutions and other documents of the Foundation and shall report and perform other duties as required by these bylaws.

Article VI Executive Committee

SECTION 1. **How Constituted.** The officers of the Foundation shall constitute the Executive Committee.

SECTION 2. **Duties and Powers.** The Executive Committee shall act

for the board between meetings of the board, except that its acts may not conflict with or modify action taken by the board including the budget. At the next meeting of the board, a report shall be made of the Executive Committee's actions.

SECTION 3. Meetings. Special meetings may be called by the president or upon request of two members of the Executive Committee.

SECTION 4. Quorum. A majority of the Executive Committee shall constitute a quorum.

SECTION 5. Vote. A majority vote of the entire Executive Committee shall be required for action.

SECTION 6. Action by Written Ballot. The Executive Committee may transact business by mail or through electronic communication. Action by mail or email requires a unanimous vote of the entire Executive Committee.

Article VII Executive Director

The executive director shall be appointed by the Foundation Board to manage the headquarters office, to assist the Foundation president and the board in conducting the business of the Foundation, and to perform such other duties as are prescribed by these bylaws and policies or as may be required by the Foundation Board. The executive director shall abide by the policies, processes and budgets established by the Foundation Board. The Foundation Board may designate the executive director to serve as the registered agent.

Article VIII Standing Committees

SECTION 1. Finance Committee. The president shall appoint a Finance Committee, composed of at least three Zontians. The members of the Finance Committee must have financial knowledge.

SECTION 2. Development Committee. The president shall appoint a Development Committee. The committee shall increase awareness of the Foundation's role in furthering the mission of Zonta International. It shall also encourage contributions, grants and bequests for Foundation activities from individuals, organizations, foundations, corporations and other sources. The committee shall increase awareness of and encourage legacy gifts including contributions and grants to the Foundation's endowment funds, bequest gifts under the Mary E. Jenkins 1919 Society and other programs as approved by the board.

SECTION 3. Investment Committee. The president shall appoint an Investment Committee. The members of the Foundation Investment Committee shall have investment experience.

Article IX

Other Committees

The president, with the approval of the board, may appoint other committees and members, not having nor exercising the authority of the board, as needed from time to time. Any such committee and members thereof shall serve until the presidential term ends unless earlier removed. The president and president-elect shall serve as members of any such committee.

Article X

Foundation Ambassadors

SECTION 1. Appointment. Each district of the Corporate Member shall be encouraged to have at least one foundation ambassador appointed by the governor.

SECTION 2. Duties. The foundation ambassadors shall educate club members about the international charitable service projects and education programs of Zonta International. They shall encourage clubs to make donations to the Foundation. They shall also encourage personal gifts to the Foundation.

Article XI

Contracts

The board may authorize any officer or officers, in addition to the officers so authorized by these bylaws or the executive director, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Article XII

Books and Records

The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of board and committees having any of the authority of the board. All books and records of the Foundation may be inspected by any board member or the Corporate Member any proper purposes at any reasonable time.

Article XIII

Audit

The treasurer/secretary shall cause the books of the Foundation to be audited annually at the close of the fiscal year. The financial statement, audit report and management letter from the auditors shall be sent to the Finance Committee, board and Corporate Member.

Article XIV Fiscal Year

The fiscal year of the Foundation shall be from 1 June to 31 May.

Article XV Policies and Procedures

The board shall enact policies and procedures with which to conduct its affairs and have the power to alter or amend policies and procedures or adopt new policies and procedures. The policies and procedures may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with these bylaws, articles of incorporation or the laws of the State of Illinois.

Article XVI Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws, a waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVII Amendments

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with the law or the articles of incorporation. A proposed amendment to the bylaws must be reviewed by the Foundation's legal counsel prior to adoption and counsel's recommendation shall be considered by the board. All new bylaws amendments must be ratified by the Corporate Member before they shall become effective.

Article XVIII Dissolution

In the event of dissolution of the Zonta Foundation for Women, any monies and assets, after paying all the Foundation's obligations, shall be distributed to another not-for-profit organization recognized under IRS Code Section 501(c)(3) as amended from time to time.

Zonta Foundation for Women Bylaws were amended and approved in June 2021.

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Zonta International and Zonta Foundation for Women

MISSION

Zonta International is a leading global organization of professionals empowering women worldwide through service and advocacy.

VISION

Zonta International envisions a world in which women's rights are recognized as human rights and every woman is able to achieve her full potential. In such a world, women have access to all resources and are represented in decision-making positions on an equal basis with men. In such a world, no woman lives in fear of violence.

THEME

Build a Better World for Women and Girls

2022-2024 Biennial Goals

Approved in 2022

Zonta International's Biennial Goals present the areas of focus for the biennium. Districts and clubs should develop their own biennial goals adapted to local conditions.

ZONTA INTERNATIONAL is needed now more than ever. Our vision for gender equality is not yet a reality. Around the world, women and girls are facing increased challenges as a result of COVID-19, climate change and threats to their human rights. To respond to these challenges, we need a strong, committed community of individuals working together at the local and global levels to fight for gender equity. Together, we will build a better world for women and girls.

The 2022-2024 goals remain aligned with ZONTA's mission and vision and are centered under five pillars:

1. Stand Out for Gender Equity
2. Represent Global Citizenship
3. Develop Future Leaders
4. Celebrate Ourselves
5. Position ZONTA for the Future

Stand Out for Gender Equity

ZONTA INTERNATIONAL envisions a world in which women's rights are recognized as human rights; and, as a result, advocacy and action have moved to the forefront of much of what we do.

- Provide training and encouragement to district leaders and all Zontians to take on advocacy initiatives. These activities can include awareness building through public displays and demonstrations, education sessions, petitioning to change laws, or meeting with legislators and government agencies. As a result, all ZONTA clubs are encouraged to select one cause – independently or in collaboration with other clubs in a ZONTA country union or caucus – that they will focus on with their local or federal government authority to impact laws and regulations on behalf of women and girls.
- Increase ZONTA's focus on women in the workplace, including initiatives around equal pay, women in board rooms and women's leadership in under-represented industries. We will continue our Firsts for Women series as part of the effort to recognize and encourage women breaking barriers.
- Promote the week of International Women's Day as a global week of action. All clubs are encouraged to plan an event inviting community leaders, business owners, like-minded organizations and prospective members to attend and engage. The goal is to have clubs from at least 50 ZONTA countries commit to participation so that they can generate press and awareness locally. Additionally, there will be an opportunity for all ZONTA members to engage in an international session.
- Elevate ZONTA's presence and participation in the global conversation on women's rights. ZONTA will continue to collaborate with UN agencies and like-minded organizations like the Coalition to End Violence Against Women and Girls Globally and will seek new partnerships and allies to move ZONTA INTERNATIONAL's mission forward.

Represent Global Citizenship

Zontians have always reflected the principles of global citizenship as they have worked for the advancement of understanding, goodwill and peace through a world fellowship of clubs and individuals with the charge to serve their communities, their nations and the world. This work will continue in the following ways:

- Clubs and individuals will support the fundraising goals of the ZONTA FOUNDATION FOR WOMEN in order to fully fund commitments for international service projects and education programs.

- The ZONTA Says NO to Violence Against Women campaign will illustrate our continued commitment to ensuring the safety and protection of women. Zontians will elevate awareness in their home cities during the 16 Days of Activism from 25 November through 10 December. Our goal is that 100% of clubs and individuals participate in an action to combat gender-based violence, which may include taking part in the Orange the World effort, over the 16 Days of Activism.
- In 2018, ZONTA initiated a significant project to raise awareness and take decisive action to stop the harmful practice of child marriage. This work has included a partnership with UNFPA and UNICEF on the Global Programme to End Child Marriage and club actions at the local level. Our work is not done, and our efforts will continue on as a significant project in this biennium.
- In April 2021, ZONTA INTERNATIONAL published its Statement on Climate Change: A Gender Equality Issue, signaling the organization's emphasis on this issue. In this biennium, we will increase our efforts by seeking to add climate actions to our international service projects, demonstrate how globally behavior in one part of the world has a negative impact on other parts of the world, and support our clubs as they educate and raise their voices on this topic.
- Clubs continue to be shining examples in their communities in how they serve women and girls. All clubs should review their local programs for alignment to the ZONTA INTERNATIONAL objects and biennial goals. Our goal is to see at least 75% of our clubs submit at least one example of their local service or charitable efforts to the Share Your Story platform so that we can amplify it out to the ZONTA world.

Develop Future Leaders

ZONTA INTERNATIONAL, clubs and individual members strive to ensure every woman has access to education and resources and that more women are represented in decision-making positions.

- Elevate the energy of the Jane M. Klausman (JMK) Women in Business Scholarship and Young Women in Public Affairs (YWPA) Award programs, ensuring the awards attract and speak to the next generation of women leaders. The restructured JMK and YWPA programs will elevate district awards to international level awards and provide more opportunities for increased visibility for awardees and for ZONTA. All clubs are asked to network with awardees and encourage them to become a Zontian.
- Turn up the spotlight on the work of the Amelia Earhart (AE) Fellows as these talented innovators pave the way to ensure that women are represented in the future of the aerospace industry

and growing space economy. It should be known that the impact of the AE Fellows extends beyond their studies, and their research encompasses forward-thinking solutions to real life issues and climate change challenges. We will continue to grow the Amelia Earhart Fellows global network and connect more Fellows directly to districts to serve as speakers with the goal to give all members the opportunity to learn from and interact with an AE Fellow during the biennium.

- Build and maintain relationships with Golden Z club members and encourage them to join or form a ZONTA club at or before graduation.
- Embrace the views and voices of young professionals. Provide space for international fellowship and collaboration. Encourage younger generations to participate in leadership roles, develop education sessions, and contribute actively at all levels of ZONTA.
- Launch the Great Girls & Great Women Cross-Mentoring Program. This program will serve as a group mentoring experience, seeking to develop personal and professional skills with a focus on skills, competencies and attitudes that will be required for future success while bridging the gap between generations and offering them the opportunity to learn from each other.

Celebrate Ourselves

Zontians are the heart and hands of our organization. Without members we are nothing.

- Promote the "Spirit of ZONTA". Provide a positive club environment and membership experience that fosters friendships and lasting connections locally and internationally. Encourage all Zontians to utilize the ZONTA mobile app and continue to enhance networking opportunities. Facilitate introductions of clubs who wish to have friendships with clubs in other countries. Continue to feature the global work of clubs in newsletters and *The Zontian* magazine.
- Honor our 25-year plus Zontians. This legacy group has moved ZONTA into its second century and without them it would not have been possible. ZONTA INTERNATIONAL will develop ways to feature and honor their work with our organization.
- Value diversity and respect for people of all backgrounds. We believe that fostering a diverse and inclusive global community is a powerful platform to bring about the social change needed to make our vision for gender equality a reality. A diverse community of Zontians is essential to our ability to achieve our mission to create a more equitable future, and we must strive harder to be an organization where everyone feels empowered to be their full authentic selves.

Position ZONTA for the Future

In spite of rapid societal shifts, advancing technology, a global pandemic, economic uncertainties, and unprecedented natural disasters, ZONTA stands strong as it prepares to enter the next two years; however, ZONTA's long-range sustainability is not guaranteed if thoughtful and insightful action is not taken.

- Develop a new strategic plan to meet the needs of Zontians while opening new pathways for other gender equality advocates who care about our causes to engage with ZONTA. This plan will be developed in year one of the biennium and shared with all members.
- Continue the evaluation of ZONTA's organizational structure and operations at all levels, draft a business plan with timeline, and identify recommendations for change.
- Chartering of clubs will become a priority for the organization; however, we cannot proceed with membership growth as we have in the past. We will evaluate the way clubs are organized and chartered and engage teams to focus on this initiative with a focus also on chartering clubs in new countries. The more members we have in more parts of the world, the stronger our voice will be and the greater impact we will have in building a better world for women and girls.

2022-2024 International Service Projects

Adolescent Girls' Health and Protection in Peru

LOCATION

Peru

PARTNER

UNICEF USA

FUNDING

US\$750,000 (10% administrative cost)

FUNDING HISTORY

From 2020-2022, Zonta International contributed US\$1,000,000 to UNICEF USA to support this project.

OVERALL OBJECTIVE

Improve the capacity of services to respond to the health needs of adolescents, in particular adolescent girls, in a timely manner and prevent all forms of violence in schools and other services.

SPECIFIC OBJECTIVES

- Health sector provides quality and comprehensive adolescent care with an emphasis on strengthening resilience and violence prevention and develops pilot program to support adolescent parents and prevent a second pregnancy.
- Improve the capacity of the protection and education sectors to promote health and prevent and address all types of violence in schools, especially gender-based violence, in a timely manner.

BACKGROUND

Adolescents, especially girls, must have opportunities to empower themselves so they can speak up for their rights and develop the self-confidence and autonomy needed to take control of their lives and bodies. Significant inequities based on gender, age, geographic location, ethnicity and income persist for many Peruvian adolescents. Indigenous adolescent females living in a rural area are most likely to be impacted with various conditions of exclusion. UNICEF is therefore supporting the development of protective and healthy environments for adolescents—particularly adolescent girls—including at schools.

Four key regions were selected due to high levels of vulnerability, limited capacity of local services and operators, and geographic diversity: Amazonian (Ucayali and Loreto), Andean (Huancavelica) and Northern Lima (rural/urban).

PROJECT BENEFICIARIES

The project is expected to reach 50,364 adolescents (24,829 girls) in these four regions.

ADOLESCENTS AND HEALTH CARE IN PERU

- 40% of Peruvian adolescents between 12 and 17 years old experienced domestic violence in a one-year period, while 44% experienced school violence.
- 30% of Peruvian children and adolescents (from the age of 8) experience physical punishment in schools.
- In 2020, national coverage of comprehensive health care for adolescents dropped by 63% compared to the coverage achieved in 2019. National coverage of adolescents who received mental health care fell by 50%.
- Ucayali, Loreto and Huancavelica were among the eight regions with the highest rates of child marriage and early unions. They also have higher rates of adolescent pregnancy and corporal punishment.
- The national average of sexual violence cases reported is 16.6% with Loreto (33.8%) and Huancavelica (19.8%) reporting the highest rates.
- 82% of sexual violence cases are reported by girls, who also report higher levels of online violence.

SPECIFIC STRATEGIES

- Develop intercultural and gender-sensitive guidelines and/or protocols to address adolescent mental health problems.
- Strengthen the competencies of health personnel in the mental health and violence prevention guidelines and protocols.
- Provide in-service technical support in mental health care of children and adolescents for health personnel in Huancavelica.
- Implement a communication strategy to improve adolescents' access to information and services related to their health, development and violence prevention in Loreto.
- Design and apply an adolescent parenting and second pregnancy prevention intervention program in Loreto.
- Implement strategies that promote healthy lifestyles and environments in prioritized secondary schools.
- Incorporate UNICEF's Violence Prevention Model into the Ministry of Education's national strategy to reach schools with the highest level of violence.
- Build a parenting strategy to strengthen families' ability to provide positive discipline, promote gender equality and manage stressful

situations in collaboration with the private sector.

EXPECTED OUTCOMES

- Health services are strengthened to provide comprehensive, culturally relevant and gender-sensitive health care for adolescents, with an emphasis on addressing their mental health and preventing violence.
- Adolescent parenting intervention is piloted to inform the development of public policies and programs.
- Cross-sectoral, gender-sensitive and culturally relevant strategies implemented and evaluated to promote health and prevent and address all types of violence in schools.
- 160 health personnel are trained in strengthening resilience and violence prevention guidelines and protocols.
- 12 schools (benefiting nearly 6,000 students) will have institutionalized health promotion activities that promote healthy lifestyles and environments.
- 30 schools will implement the School Violence Prevention Model.
- 10 schools will implement school program to promote the safe and responsible use of information and communications technology.

Her Health and Dignity, Our Priority: Strengthening Services for Survivors of Gender-based Violence in Papua New Guinea and Timor-Leste

LOCATION

Papua New Guinea and Timor-Leste

PARTNER

UNFPA

FUNDING

US\$750,000 (9% administrative cost)

FUNDING HISTORY

From 2020-2022, Zonta International contributed US\$1,000,000 to UNFPA to support this project.

GOAL

All women and girls in Papua New Guinea (PNG) and Timor-Leste (TL) live life free from violence.

OBJECTIVE

Women and girls who experience violence use quality essential services, including for long-term recovery from violence, in Papua New Guinea and Timor-Leste.

BACKGROUND

Gender-based violence (GBV) is an umbrella term for any harmful act that is perpetrated against a person's will and that is based on socially ascribed differences between males and females. It includes acts that inflict physical, sexual and mental harm or suffering, threats of such acts, coercion and other deprivation of liberty. These acts can occur in public or in private.

Despite growing awareness of GBV and extensive work done by governments, women's organizations and other partners, many women and girls who are subjected to violence still lack access to essential services that support their safety, health and access to justice. Lack of a survivor-centered approach to GBV service provision is a key challenge in the delivery of GBV response services in the Asia-Pacific region, including in PNG and TL.

For many women, a visit to a health facility may be her first effort to seek help and the only chance to receive support and care, as well as to escape a situation of abuse. It is crucial, therefore, that all health-care

providers are equipped with adequate knowledge and skills to effectively identify and treat survivors of violence, including through clinical interventions, provision of emotional and psycho-social support and referral to other specific services that the survivor may wish to access.

Building on Phase I of the initiative, Phase II will expand the strengthening of skills, knowledge and capacities of GBV responders, including health care providers in additional geographic areas in PNG and TL. Phase II will both expand the geographic coverage of the interventions and institutionalize the interventions within government systems for sustainability.

PROJECT BENEFICIARIES

There will be an estimated 578,000 beneficiaries in PNG and an estimated 74,000 in TL.

GBV IN PAPUA NEW GUINEA AND TIMOR-LESTE

- Gender-based violence has detrimental and long-lasting consequences to the well-being, health and safety of women and girls, along with economic consequences, effects on educational outcomes, and impact on the productivity and development of societies and countries.
- 56% of Papua New Guinean women (15 to 49) women have experienced physical violence with an intimate partner, while 28% experienced sexual violence in their lifetime.
- 63% of Papua New Guinean women who are or have been married have experienced physical, sexual or emotional violence from their spouse.
- Almost two out of every three Timorese women (15 to 49) have experienced intimate partner violence.
- In TL, more than three out of four women and men believe a man is justified in physically beating his wife.

SPECIFIC STRATEGIES

- Develop capacity of GBV response services providers on international guidelines on essential services packages for women and girls subjected to violence.
- Provide technical guidance for development of guidelines on multi-sectoral coordination and referral for timely and quality response to GBV survivors.
- Deliver technical guidance for the institutionalization of GBV case management.
- Generate evidence on locally adapted interventions that prove to be effective in strengthening GBV multi-sectoral response.

- Support policy advocacy to assist governments in institutionalizing international standards on GBV service provision.

EXPECTED OUTCOMES

- Health Ministries in PNG and TL adopt and institutionalize international standards and guide- lines for survivor-centered GBV services through health sector.
- National and sub-national governments develop and adopt GBV referral systems and GBV Standard Operating Guidelines.
- Relevant government authorities and service providers have the knowledge, skills and resources to provide quality GBV case management.
- All project sites have functional referral pathways established in line with global guidelines.
- At least 70% of project-trained health practitioners demonstrate an 80% increase in knowledge on survivor-centered principles for GBV response.

Engaging Girls on Climate Change in Madagascar

LOCATION

Madagascar

PARTNER

UNICEF USA

FUNDING

US\$500,000 (10% administrative cost)

GOAL

Support girls and a generation of children and adolescents by providing environmental education in Madagascar through child-friendly schools.

SPECIFIC OBJECTIVES

- Enable children to learn in safe and inclusive environments and empower them to take actions to build climate-resilient communities.
- Support Madagascar in meeting water, sanitation and hygiene (WASH) sustainable development goals (SDGs), while also contributing to improving the quality of children's education, especially girls, through environmental conservation and education initiatives.

BACKGROUND

This project will help UNICEF enable children, particularly girls, to learn in safe and inclusive environment and empower them to take actions to change and to build climate-resilient communities. The targeted beneficiaries are more than 1,000 students (approximately 540 girls), 750 teachers, and residents of school communities in Beloha and Ambovombe districts in the region of Androy, the drought-prone region of the South.

The project will not only provide impact in the immediate and short-term, but also create robust enabling environments in which successful projects can be replicated at scale and be sustained in the long-term, thereby multiplying the impact on women, girls and boys over time.

PROJECT BENEFICIARIES

Approximately 119,000 students (including 66,000 girls) and 1,500 teachers at 700 primary schools will indirectly impact from school health and environmental action plans.

CLIMATE CHANGE IN MADAGASCAR

- Deforestation has impacted approximately 94% of Madagascar's previously forested lands. Almost 40% of forest cover disappeared between the 1950s and 2000, including the reduction of almost 80% of Madagascar's "core forest."
- 41% of the Madagascan population has access to basic water services; 17% to basic sanitation services and 23% to basic hygiene services.
- 81% of schools lack safe water and 31% lack basic latrines.

SPECIFIC STRATEGIES

- Promote the role of children, schools, regions and districts in awareness-raising initiatives to preserve the environment, improve the quality of life and increase resilience in the face of climate change.
- Improve the quality of teaching and learning that supports environmental protection and sustainable development.
- Build the capacity of children, schools, regions and districts to contribute to initiatives on reforestation and water conservation, the creation of school gardens, and the regular cleaning and improvement of school and home environments.
- Deliver training and coaching activities through a pool of trainers from the Ministry of Education, the Ministry of Environment and Sustainable Development, and the Research Center for Environmental Education (CREE).
- Develop school health and environmental plans at 700 primary schools, and provide skilled coaching to each school on how to implement their environmental action plan. A school competition for the best environmental action plan will take place, and prizes will be distributed.

EXPECTED OUTCOMES

- At least 1,000 students (including about 540 girls) and 1,500 teachers will be trained on water conservation, environmental education and menstrual health and hygiene.
- Schools become child-friendly institutions that offer impactful environmental learning experiences that address gender, disability, language and other factors as they relate to learning about and being impacted by the environment.
- Five pilot schools will promote environmental education and reinforce hygiene and sanitation behaviors that promote children's access to education through gardens managed by child clubs under the supervision of schoolteachers. Training will be provided on the effects of climate change (e.g., droughts, floods, extreme

heat, saltwater intrusion, etc.) and participants will receive information on environmental education, water conservation, solid waste sorting and management, WASH and infection prevention and control.

- Sanitation, hygiene and water conservation practices will be promoted in the villages around the five pilot schools, and community members will be educated about the impacts of climate change through trained healthcare workers, teachers, parents and students.
- At least 750 teachers at 700 primary schools will receive training on climate and environment, sanitation and hygiene practices, clean school environment and the development of disaster risk plans to enable learning to continue during natural disasters.

Global Programme to End Child Marriage

LOCATION

Bangladesh, Burkina Faso, Ethiopia, Ghana, India, Mozambique, Nepal, Niger, Sierra Leone, Uganda, Yemen and Zambia

PARTNERS

UNICEF USA and UNFPA

FUNDING

US\$1,200,000 (10% administrative cost)

FUNDING HISTORY

Prior to this biennium, Zonta International committed US\$3,500,000 to UNFPA and UNICEF via UNICEF USA to support the project.

GOAL

Scale up the Global Programme's activities to protect and empower girls, and ultimately help bring an end to the practice of child marriage.

SPECIFIC OBJECTIVES

- (a) Elevate the voice and agency of adolescent girls by:
 - (1) Empowering marginalized adolescent girls through skills development and knowledge building.
 - (2) Promoting gender equality in adolescent girls' families and communities.
- (b) Increase resources and opportunities for adolescent girls and their families by:
 - (1) Strengthening education, health and child protection systems.
 - (2) Addressing the ways that poverty drives the practice of child marriage.
- (c) Enhance legal and political action to prevent child marriage and to support married, divorced or widowed adolescent girls by:
 - (1) Helping governments strengthen their plans to end child marriage.
 - (2) Building the capacity of governments to make data-driven decisions and implement evidence-driven programs.

BACKGROUND

The program's priority is engaging adolescent girls as key agents of change in the following 12 countries with high prevalence of child marriage: Bangladesh, Burkina Faso, Ethiopia, Ghana, India,

Mozambique, Nepal, Niger, Sierra Leone, Uganda, Yemen and Zambia.

Phase I (2016-2019)

In Phase I, almost 8 million adolescent girls were reached with life skills and school support, 39 million individuals engaged in community-based behavior change, and 26,000 schools strengthened their adolescent girl-friendly education.

Phase II (2020-2024)

Zonta International's continued support will help advance the Global Programme's realization of its vision in which girls everywhere experience healthier, safer and more empowered life transitions while they maintain control of their own destiny by making informed choices and decisions about their education, sexuality, marriage and child-bearing. These positive changes hold the potential to transform the lives of millions of girls and families all around the world, helping them enjoy their childhood and reach a brighter future.

SPECIFIC STRATEGIES

- Provide support to adolescent girls to help them enroll in school, remain in school and successfully make the transition from primary to secondary education.
- Support adolescent girls with information, skills and support networks so they are able to make effective choices about their lives, understand their rights, and express their opinions.
- Help improve literacy and teach girls about sexual reproductive health, financial competencies, gender equality and building healthy relationships.
- Engage with men and boys in gender equality work, challenging toxic masculinities and instead empowering them to become agents of positive change on gendered norms, attitudes and behavior.
- Support health and child protection systems in implementing guidelines, protocols and standards for adolescent-friendly and gender-responsive services for adolescent girls who are unmarried, married, divorced, widowed, pregnant or already have children.
- Partner with governments, civil society organizations and other implementing organizations to ensure that social protection, poverty reduction and economic empowerment programs and services are adolescent-friendly, gender-responsive and reaching the most vulnerable adolescent girls and their families.
- Work with key ministries responsible for the implementation of the national child-protection system and key ministries working to end violence against women and girls.
- Provide technical support to governments to help them enact,

enforce and uphold laws and policies aimed at preventing child marriage, protecting those at risk, and addressing the needs of girls already married.

- Increase the generation, sharing and use of robust data and evidence on adolescent girls for advocacy, programming, learning and tracking progress.

EXPECTED OUTCOMES

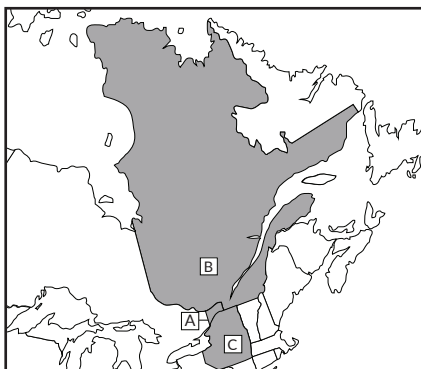
- Enhance knowledge, skills and attitudes of marginalized adolescent girls on matters such as their rights, relationships, sexual and reproductive health, and financial literacy, including in humanitarian contexts.
- Adolescent boys, families, traditional and religious leaders, community groups, and other influencers demonstrate more gender-equitable attitudes and support for girls' rights.
- Capacity of education, health, child protection and gender-based violence systems is increased to deliver coordinated, quality programs and services that meet the needs of adolescent girls and their families, including in humanitarian contexts.
- Capacity of national and sub- national social protection, poverty reduction and economic empowerment programs and services is increased to respond to the needs of the poorest adolescent girls and their families, including in humanitarian contexts.
- Governments' capacities are increased to coordinate and implement national and sub-national action plans and systems to end child marriage.
- Capacity of governments and non- government organizations is increased to generate, disseminate and use quality and timely evidence to inform policy and program design, track progress, and document lessons.

District Maps



DISTRICT 1

- A Nova Scotia, Canada
- B Maine, USA
- C Massachusetts, USA
- D New Hampshire, USA



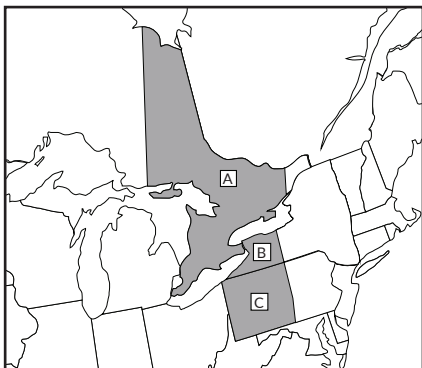
DISTRICT 2

- A Ontario, Canada
- B Quebec, Canada
- C New York, USA



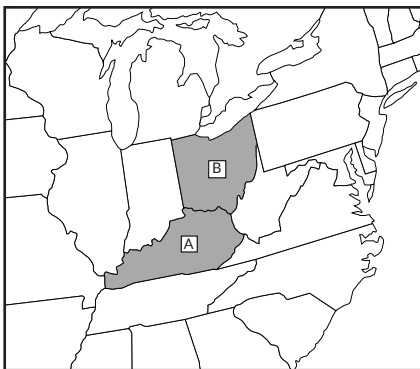
DISTRICT 3

- | | | | |
|---|-----------------|---|-----------------------|
| A | Maryland, USA | D | Pennsylvania, USA |
| B | New Jersey, USA | E | Virginia, USA |
| C | New York, USA | F | Washington, D.C., USA |



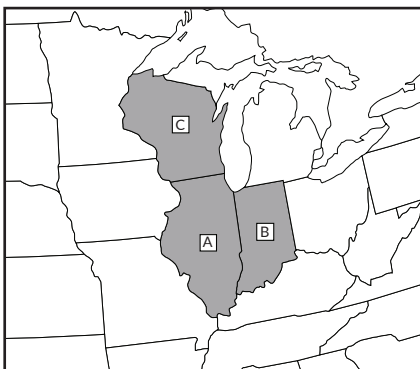
DISTRICT 4

- | | |
|---|-------------------|
| A | Ontario, Canada |
| B | New York, USA |
| C | Pennsylvania, USA |



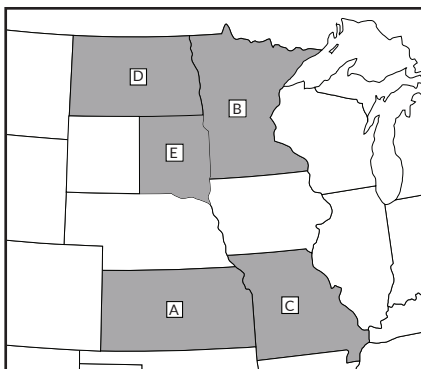
DISTRICT 5

- A Kentucky, USA
- B Ohio, USA



DISTRICT 6

- A Illinois, USA
- B Indiana, USA
- C Wisconsin, USA



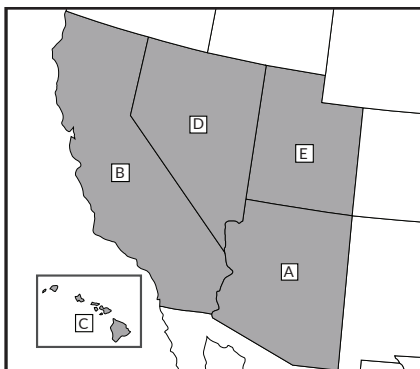
DISTRICT 7

- | | | | |
|---|----------------|---|-------------------|
| A | Kansas, USA | D | North Dakota, USA |
| B | Minnesota, USA | E | South Dakota, USA |
| C | Missouri, USA | | |



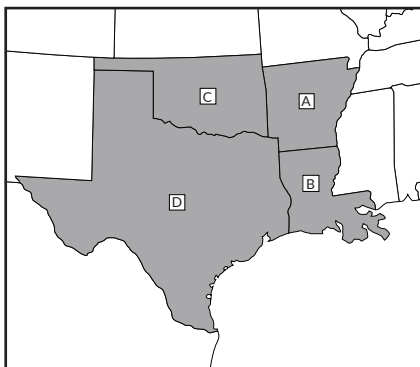
DISTRICT 8

- | | | | |
|---|--------------------------|---|-----------------|
| A | British Columbia, Canada | D | Oregon, USA |
| B | Alaska, USA | E | Washington, USA |
| C | Idaho, USA | | |



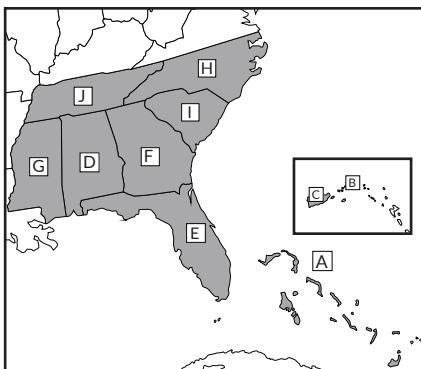
DISTRICT 9

- | | | | |
|---|-----------------|---|-------------|
| A | Arizona, USA | D | Nevada, USA |
| B | California, USA | E | Utah, USA |
| C | Hawaii, USA | | |



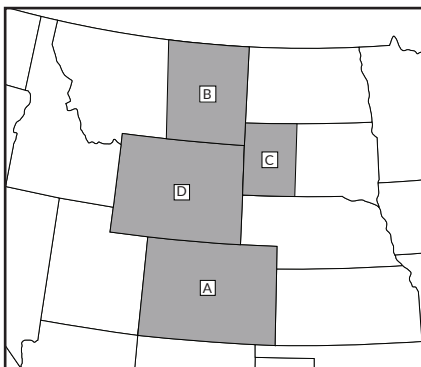
DISTRICT 10

- | | |
|---|----------------|
| A | Arkansas, USA |
| B | Louisiana, USA |
| C | Oklahoma, USA |
| D | Texas, USA |



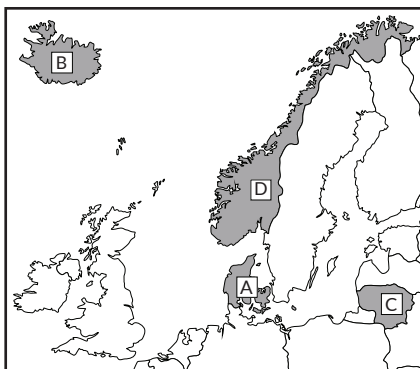
DISTRICT 11

- | | | | |
|---|------------------------|---|---------------------|
| A | Bahamas | F | Georgia, USA |
| B | British Virgin Islands | G | Mississippi, USA |
| C | Puerto Rico | H | North Carolina, USA |
| D | Alabama, USA | I | South Carolina, USA |
| E | Florida, USA | J | Tennessee, USA |



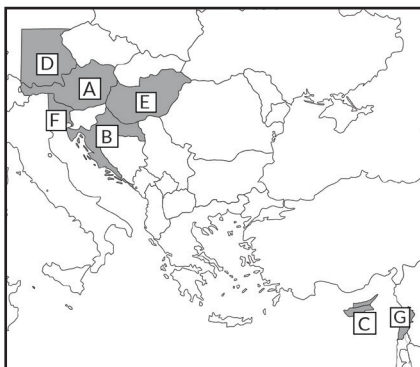
DISTRICT 12

- | | |
|---|-------------------|
| A | Colorado, USA |
| B | Montana, USA |
| C | South Dakota, USA |
| D | Wyoming, USA |



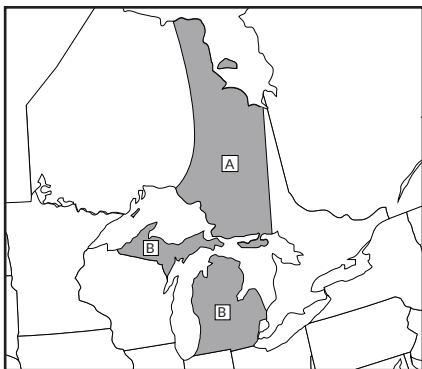
DISTRICT 13

- A Denmark
- B Iceland
- C Lithuania
- D Norway



DISTRICT 14

- | | |
|-----------|-----------|
| A Austria | E Hungary |
| B Croatia | F Italy |
| C Cyprus | G Lebanon |
| D Germany | |



DISTRICT 15

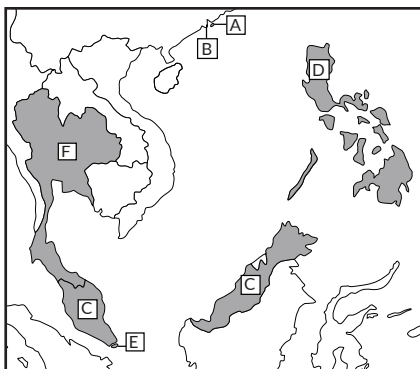
A Ontario, Canada

B Michigan, USA



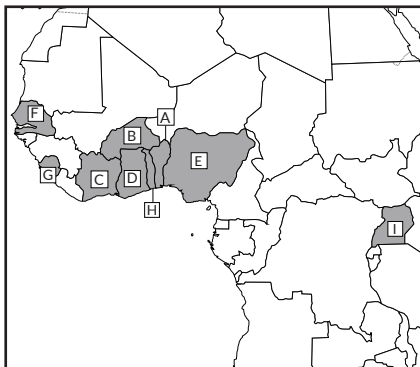
DISTRICT 16

New Zealand



DISTRICT 17

- | | |
|-------------|---------------|
| A Hong Kong | D Philippines |
| B Macau | E Singapore |
| C Malaysia | F Thailand |



DISTRICT 18

- | | |
|-----------------|----------------|
| A Benin | F Senegal |
| B Burkina Faso | G Sierra Leone |
| C Côte d'Ivoire | H Togo |
| D Ghana | I Uganda |
| E Nigeria | |



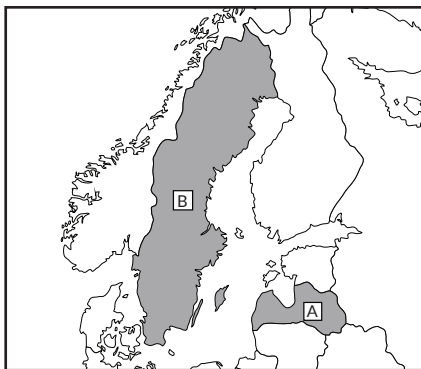
REGION SOUTH AMERICA

- A Argentina
- B Chile
- B Uruguay



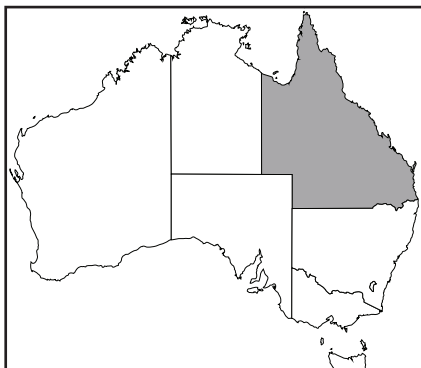
DISTRICT 20

- A Estonia
- B Finland



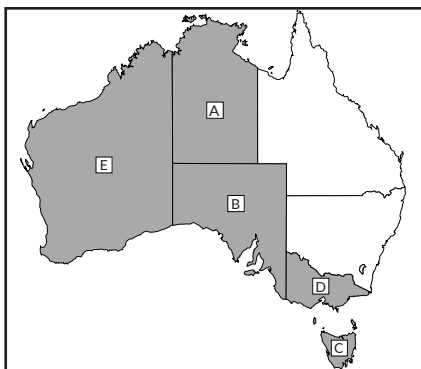
DISTRICT 21

- A Latvia
- B Sweden



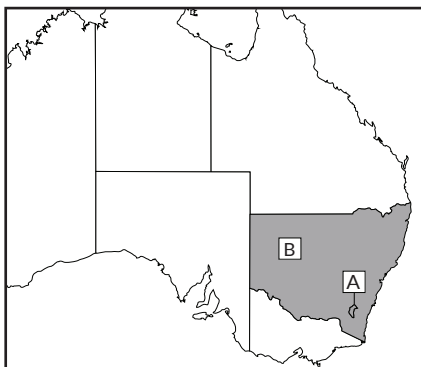
DISTRICT 22

Queensland, Australia



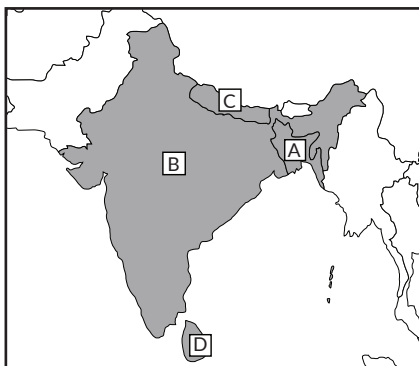
DISTRICT 23

- A Northern Territory, Australia
- B South Australia, Australia
- C Tasmania, Australia
- D Victoria, Australia
- E Western Australia, Australia



DISTRICT 24

- A Australian Capital Territory, Australia
- B New South Wales, Australia
(except Albury-Wodonga Inc
and Northern Rivers Inc)



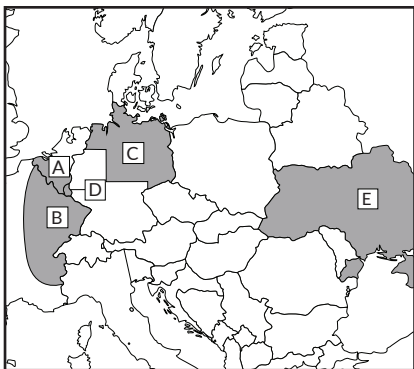
DISTRICT 25

- A Bangladesh
- B India
- C Nepal
- D Sri Lanka



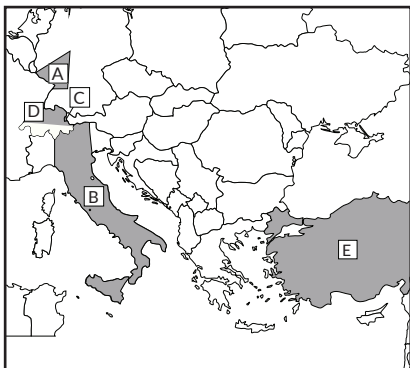
DISTRICT 26

Japan



DISTRICT 27

- | | | | |
|---|---------|---|------------|
| A | Belgium | D | Luxembourg |
| B | France | E | Ukraine |
| C | Germany | | |



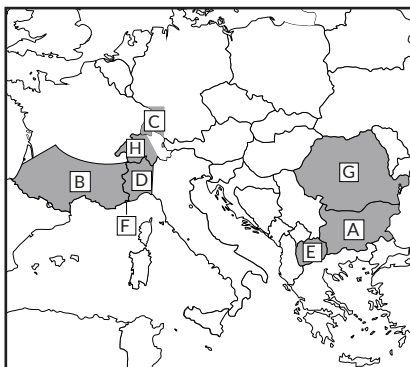
DISTRICT 28

- | | | | |
|---|---------------|---|-------------|
| A | Germany | D | Switzerland |
| B | Italy | E | Turkey |
| C | Liechtenstein | | |



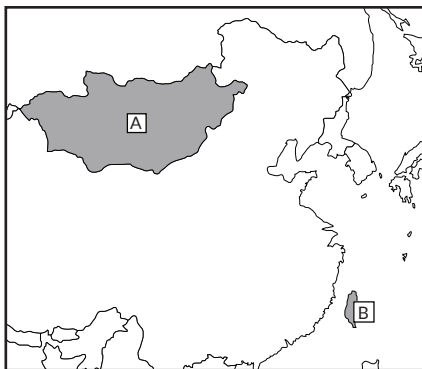
DISTRICT 29

- | | | | |
|---|---------|---|-------------|
| A | England | D | Guadeloupe |
| B | France | E | Netherlands |
| C | Germany | F | Spain |



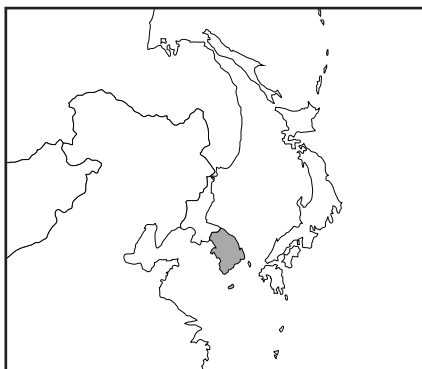
DISTRICT 30

- | | | | |
|---|----------|---|-----------------|
| A | Bulgaria | E | North Macedonia |
| B | France | F | Monaco |
| C | Germany | G | Romania |
| D | Italy | H | Switzerland |



DISTRICT 31

- A Mongolia
- B Republic of China (Taiwan)



DISTRICT 32

South Korea

2022-2024 International Leadership

Zonta International & Zonta Foundation for Women Boards

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Zonta Club of Verden, Germany

President-Elect

Salla Tuominen

Zonta Club of Helsinki I, Finland

Vice President

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Zonta Club of Milano-Sant
Ambrogio, Italy

Treasurer/Secretary

Souella Cumming

Zonta Club of Wellington,
New Zealand

International Parliamentarian

Alice Bartelt

Zonta Club of Corvallis, USA

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Zonta Club of Sundsvall, Sweden

Reneé Coppock

Zonta Club of Billings, USA

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Zonta Club of Accra II, Ghana

Monika Geise

Zonta Club of Muenster,
Germany

Teresa Lin

Zonta Club of New Territories,
Hong Kong

Brittany Vaughan

Zonta Club of Burbank Area, USA

Sandra Venn-Brown

Zonta Club of Stanthorpe Inc,
Australia

Risk Manager

Anne K. Walker

Zonta Club of Manawatu,
New Zealand

Zonta International & Zonta Foundation for Women Committee & Working Group Chairs

GOVERNANCE

Bylaws & Resolutions

Mary Nagel
Zonta Club of Oak Brook, USA

Policies & Manuals Working Group

Britt Gustawsson
Zonta Club of London, England

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Advocacy

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Zonta Club of Washington D.C.,
USA

United Nations

Pamela Morgan
Zonta Club of Essex County,
USA

Council of Europe

Anita Schnetzer-Spranger
Zonta Club of Mainz, Germany

Zonta Says NOW Working Group

Carole Theobald
Zonta Club of Perth Inc,
Australia

SERVICE

Service Recognition Award Jury

Dunstanette Macauley
Zonta Club of Lomé, Togo

EDUCATION PROGRAMS

Amelia Earhart Fellowship

Holly Anderson
Zonta Club of Toronto, Canada

MEMBERSHIP

Membership

Theresa Harris
Zonta Club of Skaneateles, USA

Young Talents Working Group

Sara Diana Faraj
Zonta Club of Hervey Bay Inc,
Australia

Zonta Spirit Working Group

Lynne Foley
Zonta Club of Toowoomba
Garden City Inc, Australia

Greater Diversity Working Group

Errick Elavia
Zonta Club of Bombay I, India

Great Girls & Great Women Cross-Mentoring

Yukiko Kobayashi
Zonta Club of Hamburg,
Germany

FINANCE

Zonta International & Zonta Foundation for Women Finance Committee

Mari McKenzie

Zonta Club of Saginaw, USA

Zonta International & Zonta Foundation for Women Investment Committee

Barbara Crabtree

Zonta Club of Dallas, USA

Zonta Foundation for Women Development Committee

Mary Ann K. Rubis

Zonta Club of Quaboag Valley, USA

Grants & Sponsorship Think Tank

DeAnna Cambridge

Zonta Club of Michigan Capitol Area, USA

PUBLIC RELATIONS

Greater Visibility Training Team

Ruthie Adams

Zonta e-Club of Queensland Inc, Australia

CONVENTION

Convention 2024 Committee

Judy Gorton

Zonta Club of Perth Inc, Australia

NOMINATING

Nominating Committee

Ann Naets

Zonta Club of Waasland, Belgium

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Donna Sroka

Zonta Club of Northampton
Area, USA

District 2

Elizabeth "Liz" Tesiero

Zonta Club of Montgomery
Fulton Co Area, NY, USA

District 3

Lisa Burton

Zonta Club of New Rochelle,
USA

District 4

Sheena Poole

Zonta Club of Woodstock,
Canada

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Zonta Club of Greater Sandusky,
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District 6

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Zonta Club of South Puget
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Zonta Club of Central
Oklahoma, USA

District 11

Nancy Dreher

Zonta Club of Sanibel Captiva,
USA

District 12

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Zonta Club of Colorado North
Forty, USA

District 13

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Zonta Club of Reykjavik, Iceland

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Zonta Club of Feldbach, Austria

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County Area, USA

District 16

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Canterbury, New Zealand

District 17

Ofelia "Lia" Bautista

Zonta Club of Greater Rizal I,
Philippines

District 18

Nadjim Salami

Zonta Club of Lomé-Millennium,
Togo

Region South America

Magdalena Fioritti

Zonta Club of Punta del Este-
Maldonado, Uruguay

District 20

Merja Ora

Zonta Club of Tuusula-Kerava-
Järvenpää, Finland

District 21

Marika Rindborg-Holmgren

Zonta Club of Lidingö, Sweden

District 22

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Zonta Club of Brisbane Breakfast
Inc, Australia

District 23

Kay Stewart

Zonta Club of Melbourne on
Yarra Inc, Australia

District 24

Jean Dally

Zonta Club of Goulburn Inc,
Australia

District 25

Shreejana Rana

Zonta Club of Kathmandu, Nepal

District 26

Mariko Asano

Zonta Club of Tokyo III, Japan

District 27

Ute Noeske

Zonta Club of Hannover,
Germany

District 28

Christine Dersch

Zonta Club of Marburg, Germany

District 29

Christine Mousset

Zonta Club of Sables d'Olonne,
France

District 30

Ivana Sarotto Benotto

Zonta Club of Alba Langhe
Roero, Italy

District 31

Li-Chin Lin

Zonta Club of Hua-Lian, Republic
of China (Taiwan)

District 32

Unna Huh

Zonta Club of Seoul III-Nam
Seoul, South Korea



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