



Zonta International Manual

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Introduction

Purpose

The purpose of this manual is to guide and facilitate the international leadership of Zonta International and the Zonta Foundation for Women in discharging its responsibilities.

Audience

This manual is a user-friendly guide for the International Board¹ members, international committee chairs and members, parliamentarian, risk manager, executive director and headquarters' staff as well as anybody with an interest in and ambition for international office.

Contents and Use

The manual describes the processes by which the Zonta International Board operates, directs and evaluates its role and effectiveness; it promotes uniformity and continuity in decision-making so that the leadership and staff of Zonta International, members of Zonta clubs and other stakeholders have a sense of consistent management. It is not intended that the manual should be a static document; it will change as the operating environment changes with decisions made by the Zonta International Board.

The manual is not a substitute for the Bylaws and Rules of Procedure of Zonta International, which are the primary rules that govern the operations of Zonta International, or for policies adopted by the International Board. The bylaws, rules of procedure and policies should be read in conjunction with this manual.²

Update

This manual should be reviewed and, if required, updated once per biennium, unless relevant legal or policy requirements necessitate additional editions.

Style

The Associated Press Stylebook and the *Publication Manual of the American Psychological Association* are style guides utilized in this manual.

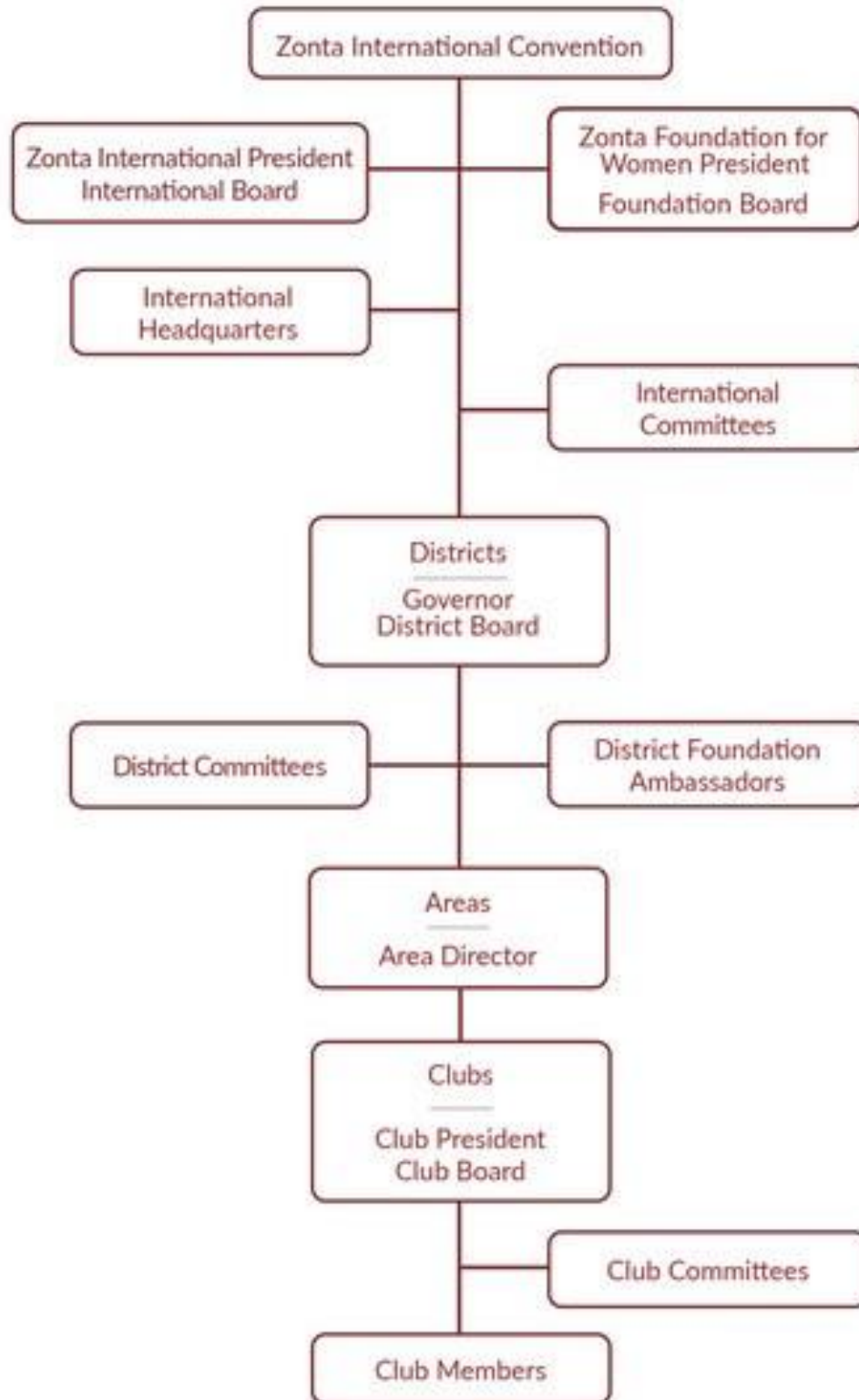
Parliamentary Authority

Robert's Rules of Order Newly Revised, 12th Edition

¹ Throughout this manual, *board* signifies Zonta International board and *manual* signifies this manual, except where expressly stated otherwise. References to governor include the regional representative.

² All ► references to other manuals and policies, refers to the Zonta International website, unless stated otherwise.

Zonta International Organization Chart



Zonta International Board

President
President-Elect
Vice President
Treasurer/Secretary
Directors (7)

Executive Committee

President
President-Elect
Vice President
Treasurer/Secretary

Terms of Office

Two years or until a successor takes office.
Officers and directors are elected at convention and take office at the close of convention or, if no convention is held, 15 days after the announcement of the election results.

Board and Executive Committee Meetings

No fewer than five regular board meetings, in person or electronically, per biennium.
The Executive Committee shall meet inbetween of board meetings, as required, to make operative or other necessary decisions.

Quorum

Majority if the members of the board or the Executive Committee respectively.

► *Bylaws of Zonta International*, Article VIII – Section 5 and Article IX – Section 4.

Vacancies in Office

Vacancy:

President
President-Elect
Vice President
Treasurer/Secretary
Directors

Filled by:

Vice President
Remains vacant
Vote by International Board
Vote by International Board
Nominees not elected at preceeding convention, in
decending order of votes received.

Fiduciary Duty and Legal Responsibilities

Zonta International is a United States nonprofit corporation subject to the laws of the United States, including the United States Internal Revenue Code and Internal Revenue Service (IRS) regulations. Zonta International is incorporated in the state of Illinois and is therefore subject to Illinois law governing nonprofit corporations. All board members should be conversant with the applicable United States and Illinois requirements regarding service as a board member of a nonprofit organization.

The president is the chief executive officer of Zonta International and the Zonta Foundation for Women. Although the directors, officers and the executive director are legally responsible for the day-to-day decision-making of Zonta International, specific day-to-day operational decisions have been delegated to the executive director as outlined in the employment contract between the executive director and Zonta International. Board members can be held personally liable³ for any breach of duty owed to Zonta International and the Zonta Foundation for Women. The officers and directors owe three specific duties:

DUTY OF CARE – the obligation to always act prudently and reasonably in regard to the management of Zonta International and the Zonta Foundation for Women.

DUTY OF LOYALTY – it is prohibited for a director or officer to use their position in Zonta International, the Zonta Foundation for Women, or a Zonta district, area or club to further their own interests.

DUTY OF OBEDIENCE – requires directors and officers to ensure that Zonta International and the Zonta Foundation for Women are operated in accordance with their governing documents and that the organizations comply with applicable laws.

When required, the board must seek advice from Zonta International's legal counsel regarding Zonta International's legal and fiduciary responsibilities and from its tax counsel regarding relevant tax consequences of its status as a tax-exempt organization under Section 501(c)(4) of the *United States Internal Revenue Code* and as a nonprofit corporation under Illinois law.

It is imperative to have Zonta International's legal counsel review proposed substantive bylaws amendments before adoption and counsel's recommendations must be considered by the board.

Confidentiality

In order to encourage and preserve the free exchange of ideas, unity of leadership, and generally accepted procedures, policies and customs, all discussions and voting in board

³ Board members are covered for breach of duty by liability insurance taken out by Zonta International.

meetings are to be kept confidential by all board members and other persons attending, including the parliamentarian, the risk manager and headquarters staff, unless otherwise decided by the board. Details of discussions or voting must not be made known to persons not in the meeting or not privy to board discussions. This confidentiality extends to materials distributed before or during board meetings or through other mail or telecommunication, including ballot results and conference evaluations.

Board Member Ethics

The Bylaws of Zonta International establish the board as a group of elected representatives to act as a body in carrying out specific duties in accordance with its collective decisions.

It is not within the authority of any individual board member to present themselves as representing the board to any district, club or individual Zontian, unless specifically authorized to do so by the international president.

Conflict of Interest Policy

The board members and the members of the Investment Committee must operate in accordance with the *Zonta International Conflict of Interest Policy* and the committee members must also sign a *Conflict of Interest Form* each biennium.

► *Conflict of Interest Policy.*

Non-profit Status - US Internal Revenue Code Sections 501(c)(3) and 501(c)(4)

Zonta International is a corporation that is qualified under the United States Internal Revenue Code as a 501(c)(4) – a nonprofit organization that is exempt from paying federal income tax. As a 501(c)(4) organization, Zonta International is an organization operating exclusively for the promotion of social welfare. Zonta International receives its funding mainly from member dues. 501(c)(4) organizations are not prohibited from lobbying activities.

The Zonta Foundation for Women is a corporation qualified under section 501(c)(3), and thus it is exempt from paying federal income tax and donors may deduct donations to the foundation from their United States federal income tax. As a 501(c)(3) organization, the Zonta Foundation for Women is restricted to charitable, educational, and scientific purposes and receives its funding from donations. These funds provide for Zonta's international service projects and educational programs. 501(c)(3) organizations are prohibited from significant lobbying activities.

Zonta International is permitted by law to transfer funds to the Foundation. The Zonta Foundation for Women is prohibited by law from transferring funds to Zonta International except in payment for services provided.

SECTION TWO – Zonta International Board

Responsibilities and Principal Duties of the Board

In 2008 the board, acting as the only corporate member of the Zonta Foundation for Women, agreed that Zonta International and Zonta Foundation for Women should have the same officers and directors.

The board is responsible for the strategic and long-range planning of both organizations.

Officers

Each Zonta International officer must be a member of a Zonta club and have served as a Zonta International director, or at least one year as a governor, lieutenant governor, district treasurer or area director. An officer may not hold any other elective office at any level of Zonta International.

Directors

Each Zonta International director must be a member of a Zonta club and have served at least one year as a governor, lieutenant governor, district treasurer or area director. A director may not hold any other elective office at any level of Zonta International.

► *Bylaws of Zonta International, Article VII.*

Function

The members of the board exercise general supervision over the interests and welfare of Zonta International, its districts and its clubs. The board employs an executive director to manage headquarters, assist the president and the board in conducting their business and perform other duties within the parameters established by the board and as set forth in the contract between the executive director and Zonta International.

Board members have a fiduciary responsibility to the membership and the public. They have a duty to use reasonable care in performing their duties and must always act in good faith in their dealings with, and on behalf of, Zonta International and the Zonta International Foundation for Women and in their commitment to the current strategic plan.

Scope

The scope of the board's authority includes all aspects of Zonta International, the Zonta Foundation for Women, and their respective businesses, both internal and external.

Board Actions

The board has the power to act on proposals, plans and projects. Every decision requires an affirmative vote of at least a majority of the board members present and voting. For some actions, applicable law, the Zonta International Bylaws, or the Articles of Incorporation require more than a majority vote for adoption. Decision by mail ballot requires a unanimous vote. Proxy votes are not allowed.

The board may not commit the organization to financial obligations exceeding funds on hand, except if authorized by the convention.

The board may transact business 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.

► *Bylaws of Zonta International*, Article VI – Section 1.

Executive Committee Actions

The Executive Committee may act for the board between board meetings, except that its acts may not conflict with or modify actions taken by the board, including the budget.

Responsibility of Each Officer and Director to:

- Commit the time and energy necessary to serve as a board member of an international organization.
- Be informed about and communicate the Zonta Objects, strategic plan, programs, policies and projects both within and outside of the organization.
- Participate in the administration of Zonta International as an informed board member, acting in accordance with generally accepted ethical norms and as appropriate to the member's fiduciary and legal responsibilities to Zonta International.
- Objectively consider issues and proposed actions and make decisions in the best interest of Zonta International.
- If requested by the president, assist with activities and programs to implement Zonta International's goals and update the president of the progress and results of those activities.
- Recognize the importance of all Zonta International clubs , club members, supporting members, Z and Golden Z club members, past international presidents, international honorary members and others supporting Zonta International and continually seeks to inspire others with the Zonta spirit and to respond to ideas and suggestions to improve the organization.
- Understand and support the role of Zonta International headquarters in the implementation of board and/or convention-adopted plans, policies and procedures.
- Promote all categories of membership and develop an understanding with both the public and the membership of the responsibilities and rewards of membership in Zonta International.
- Implement, and commit to the continued development, implementation and execution of the current strategic plan.

Competencies and Attributes of Officers and Directors of the Board

International officers and directors must possess the prerequisites specified in the Zonta International Bylaws. They must also possess the following competencies and attributes.

Competencies

- Strategic thinking skills.
- Experience and knowledge of Zonta and its role as a non-governmental organization (NGO).
- Experience in governance, including understanding the meaning of governance in terms of Zonta leadership and the fiscal and fiduciary responsibility of running a nonprofit organization with assets of several million US dollars.
- An international outlook and interest in global affairs.
- Awareness of critical issues affecting women and knowledge of the major Zonta International activities around the world.
- Sufficient command of the English language to fulfill the responsibilities of the office, including the ability to follow and contribute during meetings, read and write documents, make speeches and participate in discussions.
- Experience in the use of electronic communications media.

Personal Attributes

- Demonstrate a commitment to Zonta's mission and values.
- Deliver on commitments made.
- Demonstrate high ethical standards and personal integrity.
- Operate as an effective team member.
- Think independently.
- Listen to the viewpoints of others.
- Question effectively.
- Challenge constructively.
- Engage others.
- Build and maintain relationships with Zontians and other stakeholders.
- Be prepared to commit the necessary time and energy to perform the role.
- Manage tasks efficiently.

Principal Duties and Responsibilities of the Board are to:

- Approve or modify the mission and the vision of Zonta International based on values embodied in the Objects of Zonta International and democratic principles.
- Continuously evaluate the strategic plan.
- Continuously evaluate the general performance of Zonta International, including the work of the board, international committees, governors and headquarters in pursuit of the adopted biennial goals and the current strategic plan, and assure that appropriate action is taken as necessary.
- Approve the biennial budget at the post-convention board meeting, taking into consideration the biennial goals, current strategic plan, and any action taken by the Zonta International convention, and ensures that a copy of the budget is sent to district board members and club presidents.
- Approve the audit. The board receives and reviews the independent auditor's report for the previous fiscal year at the next board meeting following release of the report.

SECTION TWO — ZONTA INTERNATIONAL BOARD

Responsibilities and Principal Duties of the Board

- Review the financial position and performance against the operating and capital budgets and takes appropriate action.
- Authorize actions significantly affecting Zonta International's assets, including those involving sale or purchase of assets, mortgage, investment of funds, loans and maintenance of adequate insurance coverage.
- Ensure that the membership is adequately informed about major issues affecting Zonta International.
- Review significant actions and discussions of meetings of the executive, finance, investment, bylaws and other major committees.
- Employ the executive director, authorize the employment contract and determine and monitor the fulfilment of the duties of that position in addition to those specified in the bylaws.
- Support and assists the executive director as required.
- Work with the executive director to ensure adequate management succession planning.
- Confer with the executive director on decisions and matters of importance for which headquarters is responsible.
- Ensure that the treasurer/secretary, executive director and other persons entrusted with the handling of funds and property of Zonta International are sufficiently insured or that other protections are in place.
- Approve the appointment of chairs and members of standing committees for the following biennium upon the recommendation of the president-elect.
- Ensure that operational manuals are updated to reflect policies and procedures of Zonta International and are reviewed and approved in line with the Rules of Procedure of Zonta International.
- Reviews progress of special task forces appointed by the president.

Duties and Responsibilities of Individual Board Members are to:

- Be familiar with Zonta Objects, goals, programs, statements and projects.
- Be familiar with Zonta governing documents, manuals and policies, with special attention to the *Zonta International Manual*, the *Zonta Foundation for Women Manual* and the *Finance and Audit Manual*.
- Act as liaison to districts as designated by the president.
- Act as liaison to standing and special committees as designated by the president.
- Serve as an international representative to district conferences if so assigned by the president and prepare a report of each conference attended.
- Actively encourage financial support of the Zonta Foundation for Women.
- Perform other duties as assigned by the president.
- Attend additional trainings, as required.
- Attend, as available, governor/ICC calls.
- Liaise with headquarters before traveling to war zones or other areas not recommended by the authorities in the member's country.

► *Travel Safety Policy.*

Zonta Leaders' Positions in Other Organizations Policy

A board member who seeks to be elected or appointed to an office in another organization, on the basis of the member's position within Zonta International, must seek consent of the Zonta International president before formally accepting the elected or appointed position. No position should be accepted without the consent of the president.

The board member must email Zonta International Headquarters at pr@zonta.org, once consent has been given and office has been accepted, with a link to the organization's website and any publicity of the election or appointment.

International President

Specific Responsibilities

In addition to the general responsibilities, the international president has a duty to:

- Act as the spokesperson for Zonta International and serve as its official representative.
- Serve as chief executive officer of Zonta International.
- Exercise general supervision over the interests and welfare of Zonta International, its districts and its clubs.
- Ensure biennial goals align with goals set forth in the current strategic plan.
- Preside at meetings of boards and the Executive Committee.
- Appoint committees and committee chairs authorized by the bylaws or the board, if vacancies exist.
- Appoint special committees, sub-committees, working groups, and task forces as needs arise to carry out specific tasks.
 - ▶ *Robert's Rules of Order Newly Revised, committees.*
- 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.
- Preside at the Zonta International Convention.
- Present a verbal and written biennial report of the biennium at the convention.

Responsibilities with Respect to Board Meetings

- Call special meetings if need arises.
- Conduct meetings following the current edition of *Robert's Rules of Order Newly Revised*.
- Ensure that communications and reports are readily available.

General Responsibilities

- In consultation with the board or Executive Committee, approve formulation and issuance of statements outlining Zonta International's position on matters pertaining to the Objects of Zonta International.
- In consultation with the board:
 - assign duties to officers and directors, and
 - appoint board members as liaisons to districts.
- May designate international representatives for district conferences and official meetings of Zonta International regions.
- Appoint board members as liaisons to international committees or perform the liaison function if liaisons are not appointed.
- Ensure that orientation in Zonta-related matters and/or leadership training, as required, is provided for board members.
- Lead risk management strategic planning.
- Appoint and chair an evaluation committee consisting of the president, president-elect and the treasurer/secretary to evaluate the work performance of the executive director and establish their annual salary and benefits.

- Keep the president-elect and vice president informed about the administration and plans of Zonta International and copy them on essential communications.
- Communicate regularly with the international committee chairs, if a board liaison is not appointed.

Responsibilities with Respect to Headquarters

- Delegate, on behalf of the board, to the executive director the administration and supervision of headquarters staff.
- Communicate frequently with executive director about headquarters activities.
- Preside over meetings to evaluate and assess the performance of the executive director.

Responsibilities with respect to Other Organizations

- Maintain appropriate relationships with other organizations and, if desired, issue invitations to leaders of other organizations to attend conventions.
- Attend the Service Club Leaders' Conference or appoint a board member and/or staff member as representative, as appropriate.
- Encourage partnership relationships where such interaction would be productive.
- Establish contact with prominent individuals who share the same goals as Zonta International through participation in various groups.
- Promote Zonta International in public forums.

Other Duties

- Provide assistance and training to the president-elect.
- Provide information on convention planning to president-elect, as required.
- Communicate with international honorary members as soon as possible after taking office.
- Deliver to the successor all property belonging to the official position within 30 days after successor begins the terms of office.

► *Bylaws of Zonta International*, Article VII Section 1 (e) (1).

International President-Elect

Specific responsibilities

In addition to the general responsibilities of a board member, the president-elect has a duty to:

- Support and assist the president.
- Serve as a member of the Executive Committee.
- Serve as a member of the Bylaws and Resolutions Committee and the Finance Committee and as an ex-officio member of all other Zonta International committees, except the International Nominating Committee.
- Become familiar with organizations that have similar goals to those of Zonta International and organizations with which Zonta International is affiliated.
- Attend meetings with other organizations, if possible, in particular those related to the United Nations, and report to the president about the discussions in the meetings.
- Liaise with the president regarding planning for convention.
- Participate in the assessment of the performance of the executive director.
- Confer with the executive director as the need arises.
- Serve as organizer/planner for the subsequent biennium, preparing to assume the duties of chief executive officer including plans for the next convention.
- Approve dates for district conferences held during the odd-numbered calendar year of the upcoming biennium.
- Request proposals for international service projects for the upcoming biennium and presents the proposals to the board no later than the January/February board meeting prior to the convention.
- Present proposed goals consistent with the strategic plan for the upcoming biennium to the board no later than the January/February board meeting prior to the convention.
- Present to the board, for its approval, the chairs and members of all international committees except the International Nominating Committee for the following biennium.
- Plan the program for the upcoming biennium working with the newly appointed chairs-designate and the executive director.
- Plan the program and preside at the incoming governors' orientation.
- Prepare the presentation of the biennium goals and service projects for the biennium following the closing of the convention at which the president-elect is installed as Zonta International president.
- Select a professional parliamentarian to serve at the convention at the close of the next biennium and on an on-call basis for parliamentary issues that may arise during the next biennium.
- Select a professional risk manager to serve during the next biennium and at the convention at the close of the next biennium for risk management matters that may arise during the biennium.
- Deliver to the successor all property belonging to the official position within 30 days after successor begins the term of office.

Governors' Orientation

The president-elect arranges orientation of the governors for the following biennium in the early months of the convention year.

Budget. The board provides a budget for governors' orientation.

Curriculum. The governors' orientation curriculum should focus on the governors' responsibilities to their districts and to Zonta International. These include:

- Working together with international committee chairs and appropriate district committee chairs to ensure that the current strategic plan and the biennial goals, including the international service projects and education programs, are fully understood by members of the district.
- Creating their own training plan for the district board and district committee chairs with a supplemental plan for area directors to use when training club boards and club committee chairs.
- Developing recognition and awards programs, if appropriate, for their districts.
- Understanding the role of the board liaison.
- Participating in public relations activities and promoting public relations activities within the district as appropriate for local communities and issues.
- Observing appropriate procedures and protocols.

Recommended Topics for the Orientation.

- Program for the upcoming biennium.
- Zonta International Strategic Plan.
- Zonta International structure, function and funding.
- Zonta Foundation for Women structure, function and funding.
- Governing Documents.
- Zonta International/governor relationship.
- The role of the international board liaison.
- Leadership training.
- Zonta and Advocacy.
- Risk management.
- Public relations.
- Conduct of meetings.
- Conference planning and execution.
- International representative to the district conference.
- Budgeting.
- Area meetings/workshops.
- Governor's newsletter.
- Zonta branding.
- Problem-solving.
- General exchange of ideas.

International Vice President

Specific responsibilities

In addition to the general responsibilities as a board officer, the international vice president has the following specific responsibilities:

- Perform the duties of and with the same authority as the president in the absence or inability of the president to act.
- Support and assists the international president, as requested.
- Serve as a member of the executive committee.
- Ensure that a review and assessment of program performance and effectiveness of the Zonta Foundation for Women is conducted by the Zonta Foundation for Women Executive Committee at least once every two years.
- Serve on the Zonta International Finance Committee and Zonta International Investment Committee if requested by the president.
- Perform assignments as directed by the president.
- Confer with the executive director as the need arises.
- Deliver to successor all property belonging to the official position within 30 days after the successor's election or appointment.

International Treasurer/Secretary

Specific responsibilities

In addition to the general responsibilities as a board officer, the international treasurer/secretary has the following specific responsibilities:

- Serve as chief financial officer and as secretary to certify resolution and other documents of the organization, authorized by the board.
 - Support and assist the international president.
 - Serve as a member of the Executive Committee and record the minutes of each executive session and Executive Committee meeting.
 - Serve as a member of the Zonta International Finance Committee and the Investment Committee.
 - Be responsible for the maintenance of adequate books of account for Zonta International.
 - Review trial balances and monthly financial statements and ensure that the board-established policy regarding expenditure control is being followed.
 - ▶ Appendix A - Signature Authority of the *Finance & Audit Manual*.
 - Be responsible for cash management and ensure that headquarters regularly invests Zonta International funds that are not immediately required in financial instruments consistent with board policy and the *Investment Policy Statement*.
 - Ensure that any expenditure exceeding the established standard limitation, presently US\$10,000, is authorized in accordance with the *Finance & Audit Manual* before payment.
 - Review the investment reports monthly.
 - Review financial reports, statements and audits and present a report at each board meeting.
 - Be responsible for all funds and securities of Zonta International and for receipt and disbursement thereof.
 - Work with the convention treasurer to develop the convention budget and assist the Finance Committee with the convention report on the Zonta International financial position.
 - Upon direction of the board, review district finances and give advice to districts regarding their operating and conference budgets.
 - Together with chair of the Finance Committee, train district treasurers in essential Zonta financial issues such as maintaining its tax status.
 - Perform such other duties as required by law and the bylaws and as assigned by the president or the board.
 - Deliver to the successor all property belonging to the official position within 30 days of the beginning of the successor's term of office.
- ▶ *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, SECTION Two.

Executive Committee

The officers of Zonta International constitute the Executive Committee.

Duties and Responsibilities

The Executive Committee acts for the board between board meetings. The acts of the Executive Committee must not conflict with or modify action taken by the board, including adoption or amendment of the budget. The Executive Committee must report its action at the next meeting of the board.

Meetings

Special meetings may be called by the president or upon request of two members of the executive committee.

Minutes

The treasurer/secretary takes minutes of each Executive Committee meeting. The treasurer/secretary distributes the minutes electronically to the members of the committee as soon as possible, but no later than the next board meeting.

The treasurer/secretary is the custodian of the minutes of the Executive Committee meetings and transfers the records to their successor in the handover process, within 30 days after leaving office. The president retains a copy for the president's confidential file which the president will transfer to the successor. A copy will also be retained at headquarters.

Voting

A majority vote of the entire executive committee is required for action. The executive committee may transact business by mail or through the use of conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire executive committee.

► *Bylaws of Zonta International Article IX.*

International Board Liaison and International Representative

International Board Liaison

As soon as feasible, the president will appoint board members to serve as the board liaison between the board and the districts to promote trust, confidence and the flow of information. Each board member shall serve as a liaison to one or more districts. At the option of the president, a member of the board may be appointed to serve as liaison to an international committee, or the president may decide to perform this function. It is the responsibility of each liaison to make first contact with the relevant governors/committee chairs as soon as possible after being notified of the appointment. The communication line is between the liaison and the governor and between the liaison and the committee chair with support from headquarters staff as required.

Role of the Liaison.

- To establish regular reciprocal contact with the governor/committee chair.
- To facilitate the flow of information between the board and the district/committee.
- To support the governors and international committee chairs.
- To present the district's/committee's ideas, concerns and needs to the board.
- To ensure that the district/committee has a clear and correct interpretation of reports and decisions of the board.
- To receive and present, if required, the reports by the governor/committee chair at each board meeting.
- To inform the governor/committee chair of the liaison points from the board meetings.

Open Communication with Board. It is important that the communication line is open at all times between governors/committee chairs and the board. It is best practice that 30 days before leaving office, the outgoing board liaison provides a report on each district liaised with to headquarters.

Governor Reports. The process for reporting to the board should be uniform for all districts but should not substantially increase the paperwork for the governors. Headquarters emails the governor report form to the governors prior to board meetings, in accordance with the schedule of board meetings and report due dates. The liaison reminds governors of the report schedule. The international president determines the content of the governor's reports. The president generally asks for information such as:

- Local and district-wide advocacy and service activities.
- District participation in international service projects and educational programs, through individual and club donations to the Zonta Foundation for Women and through awards to recipients at the district and club levels.
- Other activities with focus on Zonta's mission.
- Queries for board consideration.
- Delicate or confidential information.

International Committee Chair Report. The committee chair report should include:

- Communication on club/district/international levels.
- Major issues addressed.
- Status of biennial goals and strategic plan.
- Queries for board consideration.
- Anything else the board should know.

Timetable of Reports. Governor/committee chair reports should be submitted two weeks prior to board meetings in accordance with a schedule set by the president. Reports arriving after the due date might not be considered during the board meeting.

Communication with Governors/Committee Chairs. Liaisons should contact their assigned governors/committee chairs at least once before each board meeting.

Liaisons may either answer questions raised in reports before the board meeting or delay the response until the report has been discussed at the board meeting.

Liaisons are to verbally summarize to the board important points in the governor's report and outline any advice offered by the liaison and response thereto.

Liaisons are responsible for disclosing any issues set forth in reports from governors/committee chairs that need to be discussed by the board.

The summary of liaison points prepared by the board will constitute the report to the governors and committee chairs and will be communicated by the liaison as soon as possible, but no later than thirty days after the board meeting.

Liaisons should respond to any previously unanswered queries from governors/chairs as per discussion at the board meeting and remind each governor/chair of the due date of the next report.

International Representative

The president may assign a board member as the international representative to a district conference or region meeting held in the odd-numbered calendar year of the biennium. A board member's preference may be considered; however, cost-efficiency should prevail.

Assignments should be equally divided to the extent feasible so that no one member bears an undue burden of travel or responsibility.

Expenses. Zonta International will pay travel costs for the international representative to and from district conferences. The district is responsible for conference related costs incurred by the international representatives, such as hotel accommodation, meals, local transportation and conference registration, including all functions and any other activities or events planned by the district. Should the district conference be held electronically, the international representatives will use their own equipment and internet connection, and no costs will be covered by Zonta

International.

- *Zonta International and Zonta Foundation for Women Finance & Audit Manual*, Appendix C.

Duties. Board members are expected to attend all sessions and functions of the district conference(s) at which they are the international representative. They are also expected to attend any pre- and post-conference district board meetings held at the conference venue.

The governor should offer the international representative an opportunity to participate actively in the conference, including providing a keynote speech or participating in a panel or workshop, taking into consideration the international representative's proficiency in a language used at the conference. The international representative should be well prepared with up-to-date information on issues affecting Zonta International.

Language skills permitting, the international representative is expected to participate in media events arranged by the district conference committee. The international representative may be asked by the media to present Zonta's Objects, mission statement and service projects and must be prepared to do so.

In advance of the conference, the international representative should request a copy of the current district bylaws and rules of procedure, previous district board meeting minutes and prior conference minutes.

Some districts ask the representative to provide an oral conference evaluation as part of the program. The representative should be consulted about this before the conference program is printed because some representatives may not be able to do this due to language limitations. The remarks should focus on the positive content of the conference and provide information, inspiration and direction. Any corrective suggestions may be part of the post-conference district board meeting.

Reporting. There are two conference report forms that must be completed and sent to headquarters within 14 days following the conference. One form is completed by the international representative and the other by the governor. The governor shall send copies of the completed form to the district liaison and to the international representative, if different than the district liaison. If the district has voted to submit proposed resolutions or amendments to the international bylaws for consideration at the upcoming international convention, such resolutions/amendments must be sent by the district to the International Bylaws and Resolutions Committee chair as provided in the Bylaws of Zonta International. Proposals received after deadlines will not be considered.

The governor is to forward the name and contact details of the governor-elect to the president-elect and headquarters immediately following the conference. This information will be used for planning the governors' orientation.

SECTION TWO — ZONTA INTERNATIONAL BOARD
International Board Liaison and International Representative

The international representative should promptly communicate with the governor regarding any unanswered questions arising from the conference and send a copy of the response to the international president.

► *Zonta International District & District Conference Manual.*

Zonta Foundation for Women Participation

Officers' and Directors' Foundation Participation

As an international organization whose mission is to be a leading global organization of individuals working together to build a better world for women and girls, Zonta International supports service projects at the international level that unite the clubs and individual members globally. This basic element of Zonta carries the expectation that every Zontian contribute to developing the Zonta Foundation for Women into an effective tool for building a better world for women and girls. Although the board recognizes that clubs and districts carry out their own service projects to help advance the mission of Zonta International, such activities must not interfere with the basic expectation that individual Zontians and clubs will support the Zonta International service programs and projects approved by the voting members at convention.

Members of the board are expected to encourage all Zontians to actively participate in the Zonta Foundation for Women through their involvement in programs and through their financial support. Therefore, as leaders of Zonta International, board members are encouraged to make a substantial gift to the Zonta Foundation for Women during their term of office. They are encouraged to continue their gifts throughout their membership and to consider the possibility of a planned gift.

Board Meeting Schedule

The president-elect presents a draft version of the board meeting schedule for the next biennium during the budget process, including in-person meetings and electronic or hybrid meetings. Decisions related to the choice of travel should consider sustainability and the option of carbon offset programs.

Board Member Agenda Items and Reports

Before each board meeting, board members should:

- Submit agenda items in the time frame set by the president.
- Submit board members' reports, as requested.

Ten days after receipt of board liaison points, board members should:

- Send liaison points to their governors/committee chairs reporting on board actions and responding to queries.

First Regular Board Meeting (Post-Convention)

- President and other relevant individuals conduct orientation session for board members.
- Risk manager conducts an initial risk management orientation.
- The board reviews the strategic plan.
- The president, with approval of the board, appoints non-standing committees, working groups, and task forces not yet approved.
- Board members, parliamentarian and risk manager sign:
 - *Conflict of Interest Declaration Form.*
 - *Use of Member Information by Zonta Leaders Declaration Form.*
 - *Use of Contribution Report and Donor Information Form.*
- The board considers continuing any important unfinished business from the previous biennium.

Second Regular Board Meeting – September/October Even Year

- Reviews target areas of strategic plan for the biennium.
- Reviews the annual audit report for the previous fiscal year, if completed for this meeting.
- Reviews international committees' plans.
- Reviews *International Nomination Form* and any recommendations from the International Nominating Committee.
- Reviews Zonta Foundation for Women finances and foundation-funded programs.

Third Regular Board Meeting – January/February Odd Year

- Reviews biennium budget for necessary adjustments.
- Reviews target areas of biennial goals and strategic plan with budget implications for following biennium.

Fourth Regular Board Meeting – June Odd Year

- Reviews and adopts convention budget and program.
- Reviews participation of international representatives/liasons at district conferences.

Fifth Regular Board meeting – November Odd Year

- Reviews the annual audit report of previous fiscal year.
- Adopts budget for next biennium.
- Reviews president-elect's proposals regarding funding of international service and education programs, as recommended by the Zonta International and Zonta Foundation for Women Finance Committee.
- Approves committee chairs for next biennium.
- Proposes amendments to Bylaws and Rules of Procedure of Zonta International and proposes convention resolutions for forwarding to the Bylaws and Resolutions Committee.

Sixth Regular Board Meeting – January/February Even Year

- Approves committee chairs not yet appointed, parliamentarian and risk manager for following biennium.
- Finalizes biennial goals including international service projects and strategic plan documents for distribution prior to convention.
- Considers report of the Zonta International Bylaws and Resolutions Committee and makes recommendations on all proposed amendments to bylaws and rules of procedure and proposed resolutions to be reported to the convention.

Seventh Regular Board Meeting (Pre-Convention) – June/July Even Year

- Discusses all material to be presented at convention including financial and bylaws reports.
- Makes suggestions/recommendations to the next board.

Board Meetings and Time Requirements

Potential board members must be willing to commit adequate time to perform their duties. Board members are expected to attend board meetings in person or via scheduled conference calls, district conferences as appointed by the president and the convention when first elected and at the end of the board term. Board members must be willing to participate in all international board work, which includes serving as a liaison to governors and international committees and allocated tasks force assignments. Board members must take into account that electronic meetings may take place at unusual hours and be prepared that time allocation for special tasks will require high flexibility. Board positions are not paid. Approved expenses are reimbursed.

The total estimated time requirement for board members is as follows:

- International President, full time.
- President-Elect, approximately 25 hours per week.
- Vice President, approximately 15 hours per week.
- Treasurer/Secretary, approximately 25 hours per week.
- Directors, approximately 12 hours per week.

These estimates include the events and meetings listed below.

Regular Board Meetings

There are no fewer than five regular board meetings during the biennium. The venues and timing of the meetings are decided by the president. The approximate schedule for these meetings is as below and may be changed.

1. Post-convention, in convention city even year.
2. September/October even year.
3. January/February odd year.
4. June odd year.
5. November odd year.
6. January/February even year.
7. Pre-convention in convention city even year.

The president may direct the meetings to be held electronically. For electronic meetings, board members will use their own equipment and internet connection and no cost will be covered by Zonta International.

Agenda. The president prepares the meeting agenda together with the executive director. Members of the board should submit agenda items to the president within the specified time before each meeting. All items submitted must be in writing with explanation or rationale included.

Headquarters will post the agenda together with all related reports on the electronic board platform at least ten days before the meeting. Board members should regularly review the platform during the two weeks before the meeting to remain up to date.

Special Meetings

Special meetings may be held at the call of the president or upon request of five members of the board. Special meetings can be held by conference call or other electronic means where board members participating in the meeting will hear each other simultaneously. Such a meeting constitutes a formal meeting provided that all board members are invited to participate and have the ability to attend by such means.

► *Bylaws of Zonta International* Article VIII, Sections 5-10.

Other Meetings.

Committee, task force and working group meetings are generally held by electronic means, once per quarter or more frequently as required. Board members will also meet electronically or correspond with governors and international committee chairs for which the board member has been appointed as liaison.

Board Orientation

Board orientation will commence at the post-convention board meeting with a presentation of information and instruction regarding the liabilities, responsibilities and required commitments of board members.

As there are 11 members of the board, its meetings may be conducted according to the procedures applying to small boards as included in the current edition of *Robert's Rules of Order Newly Revised*.

► *Robert's Rules of Order Newly Revised*, 12th ed. (September 2020) 1:24, 49:21.

Board Actions on Resolutions

At its January/February meetings in the even year, the board must consider each proposed bylaw amendment or resolution for presentation to the convention, and must designate each as *recommended*, *not recommended*, or *no recommendation*. In reporting to the convention, the chair of the Bylaws and Resolutions Committee will state the recommendation of the board as to each proposal.

If, due to unavoidable circumstances, a resolution proposed by the board or by a committee of Zonta International or by a district conference cannot be mailed to the 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. Such a resolution may be submitted directly to the convention, provided that the resolution has either been published in *The Zontian* with the Call to Convention or has been submitted to the members of the board and to each club at least 60 days before the convention.

► *Bylaws of Zonta International* Article XVIII

Travel Activity for All Board Members

- In-person board meetings of four to six days each, including travel time, and two to three days each if meeting electronically. The post-convention meeting is usually two days, excluding travel time. The Executive Committee will meet for one more half day after the two day board meeting. The travel activity requirements may be partially replaced by time required for electronic call meetings, depending on the meeting schedule. Electronic meetings may require availability during night hours, depending on the time zone of the board member.
- Two to four district conferences of three to four days with most of these occurring in September and October in odd years.
- One convention of approximately eight days in June/July of even years.

Extra Travel Activity for President

- Minimum one-day early arrival for each board meeting.
- Convention planning of approximately 15 days, including site visits.
- United Nations visits as appropriate, including meetings with UN agency partners and the Commission on the Status of Women meeting in March each year.
- Service Club Leaders Conference - usually in November in United States.
- District/club visits as appropriate.
- Site visit to International Service Projects.

Extra Travel Activity for President-Elect

- Program planning of approximately three days.
- Governors' orientation of approximately three days.
- United Nations visits as appropriate, including meetings with UN agency partners and the Commission on the Status of Women meeting in March each year.
- Service Club Leaders Conference - usually in November in the United States.

Extra Travel Activity for Treasurer/Secretary

- Zonta International Headquarters visits as needed, and within budget.
- Meet with auditors as needed.

Board Minutes

Record of Proceedings

The minutes of each meeting will be recorded and kept at headquarters as the permanent record of proceedings.

The minutes and reports must be written in American English and in keeping with the current edition of *Robert's Rules of Order Newly Revised* and the law of the state of Illinois in the United States. Draft minutes will be submitted to the president for review prior to distribution to the board. The board will adopt the minutes, with corrections if necessary, as soon as possible, but no later than the following board meeting.

The president, with the approval of the board, may decide to use a Minutes Approval Committee for the approval of board minutes. If this method is used, the president will appoint one or two members of the board for each meeting to serve as the committee. The executive department at headquarters should forward the draft minutes to the Minutes Approval Committee within 10 working days after the board meeting. The Minutes Approval Committee corrects the minutes, if needed, and returns them to the executive department and the president within seven days.

Alternatively, the board may decide to review and approve the minutes prior to the adjournment of the board meeting. In such cases, the president does not seek approval of the minutes at the next board meeting but asks if there are any corrections or additions to the minutes as approved.

Posting of Minutes to the Electronic Board Platform

Headquarters will post the approved minutes on the electronic board platform as soon as feasible. Highlights from the minutes may be posted on the website.

Distribution of Board Liaison Points

The president, with the approval of the board, may appoint one member of the board or headquarters staff to take notes of decisions and actions of specific interest to governors and international committee chairs during the board meeting. Headquarters will distribute these liaison points as a *Liaison Report* to the board members shortly after the closing of the meeting. The board members will either verbally or electronically report on these points to their liaison governors and committee chairs as soon as feasible.

Records of Board Minutes

Board minutes and related reports will be maintained in both hard copy and electronic format at headquarters in accordance with the *Retention Guidelines*. These records must be readily accessible to any member of the current board on request.

Guidelines for Board Members' Extracurricular Activities

Definition of Extracurricular Activities

- The extension of a visit before or after a district conference at which the member serves as international representative.
- The extension of a visit before or after an international board meeting.
- The extension of a visit before or after any of various Zonta functions such as charter presentation functions, inter-city functions, and study tours.

Determination of Board Member Participation

- When applicable, the president must approve the activity *in advance*, if any expense is to be incurred by Zonta International.
- When applicable, the governor must approve the activity *in advance* if any expense is to be incurred by the district.
- Any board member planning to attend a district conference other than the board member's own or to which the member is assigned as international representative must request permission from the president and notify the international representative.
- A board member may attend inter-district seminars but must do so at her/his own personal expense.

A board member should always consider the requirements of the *Campaigning Policy* when attending meetings.

► *Zonta International and Zonta Foundation for Women Finance & Audit Manual, Appendix C*

Protocol

The board follows the current edition of *Robert's Rules of Order, Newly Revised* in conducting meetings and making decisions as a group. In addition, Zonta International has adopted a number of policies and includes in various manuals guidelines for Zontians who are responsible for activities at the club, district and international levels. These are designed to enable the organization to conduct events with courtesy, consideration and recognition of status.

Zonta's code of behavior takes into consideration the traditions and social customs of the many countries in which Zonta International has clubs and members. Procedures for protocol are based upon recognition of the responsibilities of the office held and consideration for the individual. It is therefore the office in Zonta which is honored, with accompanying courtesy to the person holding the office.

The question of precedence generally arises in connection with social functions at convention, conferences, area and club meetings. A *Zonta Precedence List* follows below.

Some of the benefits of observing Zonta protocol are:

- It projects a good image to external audiences by adherence to standards.
- It reflects a well-structured organization.
- It provides a clear order for handling affairs and a clear order of precedence.
- It promotes internal public relations through courtesy among members.
- It promotes the retention of members through a formal recognition system.

- Zonta International Convention Manual.
- District and District Conference Manual.
- Club Manual.

Order of Precedence and the Precedence List

The *Zonta International Precedence List* is a reference list. It is a list of *Who's Who* and an indication of the order of status in Zonta International. It serves as a tool for such things as the planning of programs and ceremonies, making seating arrangements, and hospitality considerations. This list, therefore, attempts to be comprehensive and should answer any questions members have about precedence. It is a guideline only, and it is expected that the entire list will be used only in exceptional circumstances. Parliamentarians at every level of Zonta International are not included in the order of precedence.

The *Precedence List* is mainly used for conventions. In reality, all the listed parties are rarely gathered on one occasion. Flexibility should be exercised with discretion.

In the following list, if a person fits in more than one category of position, the most senior position should be recognized. For example, at a district conference the governor is the presiding officer and ranks at the top of the precedence list.

When an international honorary member is the guest of honor, the rank for guest of honor on the precedence list is used. In any other case she follows the past international presidents.

As a courtesy in official meetings or ceremonies, the convention of addressing a Zontian by office title with the highest rank attained should be practiced.

The Precedence List

The list below is intended to provide maximum guidance of the order in which persons should be recognized. **It is not necessary to recognize all positions listed at all events.**

- Presiding officer of a meeting or event.
- International president.
- International representative.
- Guest(s) of honor, non-Zontians.
- Guest(s) of honor, Zontians.
- International president-elect.
- International vice president.
- International treasurer/secretary.
- International directors, in alphabetical order of surnames,.
- Past international presidents, in chronological order of terms of service with most recent term last.
- International honorary members, in alphabetical order of surnames.
- International committee chairs, standing committees followed by special committees, each group in alphabetical order of committees.
- Past international vice presidents, in chronological order of terms of service with most recent term last.
- Past international treasurer/secretaries, in chronological order of terms of service with most recent term last.
- Past international directors, in chronological order of terms of service with most recent term last.
- Governors, by alphabetical order of surnames.
- Lieutenant governor(s).
- District treasurer(s).
- District secretary(ies),
- Area directors, by areas in number order.
- Vice area directors, by areas in number order.
- International committee members, standing committees followed by special committees, each group in alphabetical order of committees.
- District committee chairs, standing committees followed by special committees each group in alphabetical order of committees.
- Club president.
- Club president-elect, if relevant.
- Club vice presidents, 1st vice president precedes 2nd vice president.

- Club treasurer.
- Club recording secretary.
- Club corresponding secretary.
- Club directors, in alphabetical order of surnames.
- Club committee chairs, standing committees, followed by special committees, each group in alphabetical order of committees.

Discretion should be exercised in the number of guests of honor as other guests may be considered important but are not guests of honor. Follow the order of precedence for government officials in the country of the event, wherever possible.

► for example https://en.wikipedia.org/wiki/United_States_order_of_precedence.

Several Districts Present. When officers of more than one district are present, the precedence should first be by office titles and then by districts in numerical order.

- Past governors.
- Past lieutenant governors.
- Past district treasurers.
- Past district secretaries.
- Past area directors.
- Past vice area directors.

Several Past District Office Holders Present. When more than one past district officeholder is present, the following precedence should be observed.

- By office titles as listed above.
- By districts in number order.
- By areas in number order and then in chronological order of terms of service, with most recent term recognized last.

Host district, area and club precede all others.

Zonta emblem

To wear the Zonta International emblem or a Zonta International pin is to proclaim publicly that the wearer is a Zontian. The emblem is a symbol of the mission of Zonta International. It should be worn with respect.

Members should wear the Zonta pin on their left-hand side and the name badge on their right-hand side.

Zonta Officers and Directors Pins. The following pins are the property of Zonta International and are passed on to the successor following the completion of the term of office:

- International president pin.

- International president-elect pin.
- International treasurer pin.
- International vice-president pin.
- International director pin.

Past International President. The international president receives a past international president pin upon completion of the term of office. This pin is the property of Zonta International and should be returned to Zonta International when the past international president who holds it dies. The pin is not to be worn by anyone other than a past international president.

Zonta Foundation for Women Pins. The Zonta Foundation for Women presents distinctive pins to persons who have made financial contributions to the foundation in specified amounts. Any person who has made such contributions is entitled to wear the appropriate pin.

Zonta International Board Standing Rules

Each board adopts its own standing rules. Standing rules for electronic board meetings may be adopted, with items that better apply to conducting the meeting online.

Parliamentarian

Appointment

The president-elect selects a professional parliamentarian from the membership or a professional individual to serve during the next biennium, including at the convention. The parliamentarian should be available to consult on issues of parliamentary procedure that arise during the biennium and the president may choose to have the parliamentarian attend board meetings.

Expenses

The *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, provides detailed information in Appendices C and D.

Risk Manager

Appointment

The president-elect selects a professional risk manager to serve for Zonta International and the Zonta Foundation for Women during the next biennium, including at the convention ending that biennium. The risk manager is, preferably, selected from the membership of Zonta International.

Duties and responsibilities

The risk manager is responsible for identifying and assessing risks to the organization and reporting them to the board. The risk manager monitors the actions taken by the risk owners to mitigate the risk and advises the board and the executive director on a quarterly basis.

Specific responsibilities

- Develop tools to increase competence and maturity in risk management for the organization.
- Promote the consistent ownership of risk at all levels within the organization.
- Build and develop a risk-aware culture within the organization, including education and training as requested by the board.
- Identify and assess risks to the organization and recommend to the board and the executive director actions to avoid or minimize risks.
- Undertake an internal risk audit at headquarters at the beginning of the biennium and report the result to the board.
- Provide risk management processes and procedures.
- Review and advise on contracts and agreements as requested by the board or executive director.
- Review and advise on manuals and policies as requested by the board.
- Review and advise on insurance as requested by the board or the executive director.
- Attend board meetings, as requested by the president.
- Attend meetings of the Zonta International and the Zonta Foundation for Women Finance Committees and Investment Committees.
- Attend other meetings as requested by the president.
- Serve as adviser to the board, executive director and headquarters' staff and to the above-mentioned committees.
- Review and update the risk management framework and risk management policy each biennium for board approval.
- Provide a status report and all documents to the board and to her/his successor when leaving the position.

Prerequisites

- Proven professional knowledge and experience in risk management.

- Knowledge of the operations and functions of Zonta International and the Zonta Foundation for Women and the environment in which they operate.
- Financial knowledge.

Expenses

The Zonta International and Zonta Foundation for Women Finance and Audit Manual provides detailed information in Appendices C and D.

SECTION THREE – Zonta International Headquarters

Executive Director

The board determines policy and provides general oversight of Zonta International; the headquarters staff implements policy.

The executive director should be employed as mandated by the Bylaws of Zonta International. Such employment is subject to an employment agreement under the authority and supervision of the board.

Job Description

Primary Purpose. The executive director is the operations manager of Zonta International and the Zonta Foundation for Women and has full authority for the management of the organizations' affairs and promotion of their respective objectives in accordance with the duties set forth in the employment agreement between Zonta International and the executive director and as specified in the bylaws or other governing documents or by the direction of the Zonta International and Zonta Foundation for Women boards or president.

Nature and Scope. The position is directly responsible to the board and is facilitated on a day-to-day basis through the president or a delegated nominee.

Role and Responsibility. Details on the role and responsibilities of the executive director are set forth in the current executive director job description.

Evaluation

The executive director's performance is evaluated at least once a year by an evaluation committee consisting of the president, president-elect and treasurer/secretary or other individuals appointed by the president. The evaluation is based on the duties and responsibilities of the executive director set forth in the executive director's employment agreement and the executive directors' progress toward goals and objectives established from time to time by the board.

The evaluation shall be conducted and documented in accordance with best human resources practices and Illinois employment laws effective as of the date of the evaluation.

Staff Authority and Board Information

Although the executive director has the primary responsibility for staff administration, the board must have access to all relevant information necessary to fulfill its responsibility to oversee the operation of Zonta International and the Zonta Foundation for Women..

Management Authority

The executive director is authorized by the board to make decisions on behalf of the board when necessary and in accordance with delegations. All such decisions must be reported to

the board for ratification at its next scheduled meeting.

Matters on which the executive director has been authorized to make decisions on behalf of the board without the need for ratification are as follows:

Relating to Clubs

- Approve/disapprove applications for new club membership in Zonta International, in accordance with established policies and procedures.
- Acknowledge changes in club name received from governors in accordance with established policy.

Relating to Finances

- Advance funds to board members for their use per the Expenditure Processing – Expense Reimbursements section of the *Finance and Audit Manual*.
- Authorize purchase of office furniture and equipment, provided such purchases are included in the budget and do not exceed established guidelines.
- Authorize payments in accordance with the *Finance and Audit Manual*.

Relating to Publications

- Publish *The Zontian* according to guidelines, accepted format and budget, and general plans discussed in advance with the president. Distribution is to be made in the most cost-efficient manner.
- Publish e-newsletters as agreed with the president or the board.
- Approve content of the international website.
- Publish or otherwise distribute the information and documents set forth in SECTION Four of this manual.

Relating to the Zonta Emblem. Grant permission to clubs and districts to use the Zonta name and emblem on jewelry or other appropriate articles in accordance with the applicable policy.

Relating to Convention. Fulfill the applicable duties and responsibilities contained in Section Six of the Zonta International Convention Manual. Prepare a summary report of convention actions and post on the website within three months following the convention.

Additional Responsibilities Requiring Approvals

- Post revised versions of policies and manuals on the website after approval by the board.
 - Review and revise Zonta International forms to ensure their most efficient and effective use.
 - Represent Zonta International and/or Zonta Foundation for Women as required by the president or the president elect.
- *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, SECTION Five and Appendix A-D.

Headquarters

Areas of Responsibility

Accounting. Ensure integrity in Zonta's financial processes. The responsibilities may include but are not limited to:

- Financial statements.
- Investment statements.
- Budget management.
- Accounts payable and expense reports.
- Audit.
- Compiling tax information.
- Human resources.
- Technology and retention policy.
- Insurance.
- Other duties requested by the executive director.

Communications. Executes pertinent sections of strategic plan and biennial goals. The responsibilities may include but are not limited to:

- Lead communication planning and implementation in accordance with the strategic plan.
- Protect and represent Zonta International's brand and voice.
- Manage content and design of www.zonta.org, www.zontasaysno.com and other websites such as the convention website and other social media and networking platforms.
- Develop social media strategies.
- Develop videos, graphics, presentations and support materials.
- Produce *The Zontian* magazine and *Zonta Foundation for Women Annual Report* and other brochures.
- Publish e-newsletters and leadership updates.
- Lead campaign communications.
- Coordinate convention communications.
- Support the president's communications.
- Manage the Zonta app.
- Prepare media releases for global and local distribution on various topics and events as required.
- Other duties requested by the executive director.

Development. Executes the Zonta Foundation for Women's strategic plan and biennial goals. The responsibilities may include but are not limited to:

- Promote Zonta's global service and advocacy programs.
- Donor recognition.
- Support the efforts of the foundation ambassadors.
- Track, manage and evaluate campaign appeals.
- Manage donation processing and management.
- Cultivate relationships with foundation supporters.
- Protect the foundation's 501(c)(3) charitable integrity and status.

- Deal with charity rating agencies.
- Other duties requested by the executive director.

Executive. Measures performance on strategic plan and biennial goals. The responsibilities may include but are not limited to:

- Operational support to the executive director and the board.
- Administration oversight.
- Maintain Zonta International's governing documents, policies, manuals, forms and board archives.
- Communications with governors, international committee chairs, past international presidents and international honorary members.
- District conference support.
- Convention planning and support.
- Develop and maintain database for external relationships.
- Other duties requested by the executive director.

Membership. Executes pertinent sections of Zonta International's strategic plan and biennial goals. The responsibilities may include but are not limited to:

- Customer service to club leaders and members, including supporting members.
- International dues processing.
- New country charters.
- New club charters.
- New member welcomes.
- Prospective member program.
- Club resource tools and webinars.
- Membership awards.
- Z and Golden Z club charters.
- Convention credentialing oversight.
- Other duties requested by the executive director.

Programs. Executes Zonta's pertinent sections of Zonta International's strategic plan and biennial goals. The responsibilities may include but are not limited to:

- Raise awareness on global issues related to women and girls.
- International service projects.
- Advocacy.
- United Nations.
- Council of Europe.
- Commission on the Status of Women.
- Education programs, fellowships, awards and scholarships.
- Other duties requested by the executive director.

SECTION FOUR – Mail and Publications

Governing Documents Booklet

The *Bylaws of Zonta International* is the constitution of the organization. The *Rules of Procedure of Zonta International* provides rules for the operation of the organization. The Zonta International operation manuals serve as communication tools and provide operational guidelines.

Bylaws and *Rules of Procedure of Zonta International* must be updated each biennium following the convention.

Governing documents booklets are made available to the membership following the convention. A copy is sent to Zonta leaders as below and posted on the Zonta International website. Additional copies are available for purchase.

Policies

Policies, in addition to the Bylaws, that guide the operation of Zonta International, can be found on the website under *My Zonta*.

► *Bylaws of Zonta International*, Article III, Section 2.

Operation Manuals

The operation manuals are under the direct control of and are approved by the Zonta International Board. The president ensures manuals are reviewed every biennium for consistency with the Bylaws of Zonta International and Rules of Procedure of Zonta International. All manuals are available on the website under *My Zonta*.

The Operation Manuals include:

- International Manual.
- District and District Conference Manual.
- Club Manual.
- Convention Manual.
- Zonta International and Zonta Foundation for Women Finance and Audit Manual.

Additional Manuals include:

- Zonta Foundation for Women Manual.
- Z and Golden Z Club Manual.

Other Publications and Social Media

- *The Zontian* magazine.
- Member directory on the website.
- Zonta e-newsletters.
- Leadership updates.
- Websites and other social media platforms, including the Zonta app content.
- *Zonta Foundation for Women Annual Report*.

- *Welcome to Zonta* and other marketing publications.

International Mailing Distribution

The following publications are distributed electronically or in hard copy to the Zonta International membership as a direct cost to the Zonta International's administrative budget.

PUBLICATION/NEWSLETTER	RECIPIENTS
<i>The Zontian</i> magazine	<ul style="list-style-type: none"> • All members of Zonta clubs • Supporting Members • Past International Presidents • Other paid subscribers • International honorary members • Agencies with which Zonta has contracted for delivery of its international service projects • Zonta's legal counsel, auditors, accountants, investment advisors and other key providers of services • Key stakeholders including other service or membership organizations
Club mailings including: <ul style="list-style-type: none"> • Governing documents booklet • Headquarters memo • Convention business • Essential information for all clubs • Audited financial statements of Zonta International and Zonta Foundation for Women 	<ul style="list-style-type: none"> • All club presidents • International board • Parliamentarian • Risk manager • Governors • District board members • Past International Presidents • International committee chairs
All manuals and policies	All manuals and policies are only available on the website.
Minutes of board meetings	<ul style="list-style-type: none"> • International board • Parliamentarian • Risk manager • Auditors • Headquarters managers
Board meeting <i>Liaison Points</i>	<ul style="list-style-type: none"> • International board • Parliamentarian • Risk manager • Governors • International committee chairs • Headquarters' staff

Mail received at Headquarters addressed to Board Members and Committee Chairs

Mail and electronic mail addressed to board members or committee chairs at headquarters will be opened and reviewed for content. This is a requirement of internal control procedures to ensure that no funds are included therein. Should the correspondence contain funds, the check will be removed, marked for deposit only, and applied to the appropriate fund.

Mail will then be forwarded to the addressee for response. The executive director may offer comments or information to assist the board member or chair in responding. The executive director should be copied on all correspondence other than that of an obviously personal nature so that the staff is informed of all appropriate operational matters.

Mail marked *confidential* or *personal* will be forwarded unopened to board members and committee chairs.

The Zontian Magazine

General Guidelines

- *The Zontian* is the official publication of the organization and is posted online.
- When a paper edition is issued, every Zonta club member worldwide will receive a copy, unless they have opted out of receiving a paper copy, in which case they will be notified by e-mail when the new issue is available online.
- The president, together with the executive director and other appointed persons, will decide the number of issues per biennium and supervise and control the publication.
- The contents will include information concerning the organization's operations, program updates, committee reports, and any other articles deemed appropriate.
- Professional in appearance and utilizing a uniform logo, the publication will be distributed to the membership on a cyclical schedule.
- The first issue of the biennium will include information about the new leadership and the programs voted on and adopted at convention.
- Specific sections may be translated into agreed languages and published on the website.
- No advertising is permitted in *The Zontian*. Advertising in non-profit organizations' publications is subject to Unrelated Business Income Tax (UBIT) under the United States Internal Revenue Service (IRS) legislation and regulations.

Production. A production schedule of *The Zontian* will be established each biennium by headquarters' communications staff to assist members and staff in producing a magazine that is well organized and consistent with Zonta International's goals and strategic plan.

Content. Each issue may focus on one specific topic, possibly one of the programs or goals for the biennium. This topic would be reflected in the feature article and would be highlighted on the cover. The topic for each issue will be planned in advance by the communications manager in consultation with the president in office when the issue will be published. Input from the board and membership is welcomed.

The general content of each issue of the magazine is planned at the beginning of the

biennium and discussed with the president and executive director. The content list is modified as needed during the biennium. Any proposed changes in major themes must be discussed with the president.

The editor is responsible for soliciting authors to write pieces for the magazine, as well as editing articles once received. Writers will be able to review significant revisions to their articles. Use of articles and material for publication is determined by content and quality. If asked to write for the magazine, a writer will be sent information including the topic, deadlines, length, how to submit material, and any suggestions for approach in light of the topic and the international nature of the readership.

The editor decides upon an appropriate format for the magazine. The format must be in keeping with the goals of the organization and of the magazine.

All articles must be approved by the president before publication.

Zonta Store

The Zonta International store is managed and operated by Doc Morgan Inc. Doc Morgan develops merchandise for the store in collaboration with the board and the executive director. Zonta International receives royalties on merchandise sold through the store. The store is available on the international website and at select Zonta events.

SECTION FIVE - Sponsorship and Advertising

Sponsorships

Corporate sponsorships may be solicited and accepted at the international level for conventions and other Zonta events. Corporate sponsorships at international level are approved by the executive committee, but if related to convention, they are approved by the international president, the president-elect and the convention chair.

Advertising

As part of the strategic planning process, consideration will be given to corporations or other like-minded organizations advertising on the Zonta International website, social media platforms, and publications.

Sponsorship Policy and Guidelines

Zonta International and Zonta Foundation for Women are committed to adhering to the highest standards of ethical practice in all efforts to develop corporate partnerships.

Therefore, these general principles shall be followed:

- The Zonta entity shall maintain control of all content and integrity of programs, exhibitions and activities.
- All efforts to solicit corporate support and all final agreements shall maintain loyalty to Zonta's mission.
- Any Zonta entity soliciting corporate support shall conduct its solicitation process in full compliance with all relevant international, national and local laws, rules and regulations. Further, complying with applicable laws should be the minimum requirement. Ethical standards often exceed these minimums. In particular, in keeping with USA tax laws applicable to Zonta International/Zonta Foundation for Women and their events, printed corporate information to be provided to event attendees must not be a direct *inducement to action or to buy*.
- In considering corporate sponsorship or advertising, Zonta's nonpartisan and nonsectarian status must be kept in mind.
- Conflicts of interest shall be avoided.
- Necessary steps shall be taken to ensure that actions are transparent and understandable to Zonta leaders and members.
- All documentation relating to the development of any corporate support shall be maintained.

Before seeking corporate sponsorship or advertising in connection with convention, the Convention Committee needs to investigate and apply appropriate and applicable national and local laws governing fundraising activities and the applicable potential tax treatments of various forms of corporate support.

► Convention Manual.

SECTION SIX – International Service Projects

Selection Process

The months shown below are for guidance only and may change in accordance with the board meeting schedule or the president-elect's timeline.	
December, year of convention	Staff forwards <i>Requests for Abstracts</i> to selected agencies/organizations. President-elect consults and indicates geographic and/or programmatic focus.
February, odd year	President-elect reports on international service projects selection process at Zonta International and the Zonta Foundation for Women Board meetings.
February, odd year	Abstracts returned to headquarters for preliminary review by staff. Initial follow-up conducted for missing information/clarifications.
March, odd year	Staff forwards completed abstracts to president-elect with comments.
CSW meeting, March each year	To avoid additional travel expenses, staff arranges meetings with the UN agencies before and during CSW session to discuss abstracts. President-elect holds meetings with the UN agencies before and during CSW session to discuss abstracts relating to potential projects by those agencies.
August/September, odd year	After president-elect consultation with the staff, three/four agencies/organizations are asked to submit a full proposal to headquarters. Staff forwards <i>Requests for Proposals</i> to selected agencies/organizations.
October, odd year	Proposals are returned to headquarters by 1 October at the latest for preliminary staff review. Initial follow-up conducted for missing information/clarifications.
November, odd year	Proposals are discussed at Zonta International and the Zonta Foundation for Women Board meetings. If the proposals are approved, the president-elect will inform the relevant UN agencies and non-governmental organizations of the board's decision.
February, even year	If the proposals were not approved in November, the Zonta Foundation for Women Board discusses proposals and approves funding based on fundraising goals set for the coming biennium and other available funds. Zonta International Board makes final decision on what project(s) to include in Biennium Goals proposed to the convention. The president-elect will inform the respective UN agencies and relevant NGOs of the board's decision. Staff will contact the selected agencies/organizations for a project description with photographs for use in the Biennial Goals, March club mailing and the program issue.
April, even year	Staff works with partner agencies and non-governmental organizations and president-elect to develop promotional materials for the next convention.

SECTION SIX — INTERNATIONAL SERVICE PROJECTS

June/July, even year	Biennium Goals, including proposed international service projects and education programs, are presented to the convention body.
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Post approval Process

Procedure	
July, even year	Following adoption by convention, headquarters will negotiate an agreement, usually in the form of a <i>Memorandum of Understanding</i> , with partnering organization(s), who will deliver the projects. The risk manager and, if required, Zonta International's legal counsel will review the proposed agreement(s) before finalization.

SECTION SEVEN – Communications

Effective communication is imperative to the achievement of Zonta International's mission, goals and objectives.

The president is the chief spokesperson for the organization. Written communication on subjects of policy or positions on sensitive issues received by board members are to be referred to the president. The president prepares a response and copies all board members.

Internal Board Communication

Board members respond directly to normal operational inquiries on matters previously cleared by the board, considered as public knowledge and reflecting established Zonta International policy and goals. Responses on essential matters require a copy to the president.

The president publishes messages addressing current Zonta issues in order to enhance two-way communication between the board and Zonta clubs. Messages may be communicated via *The Zontian* magazine, e-newsletters, the website, social media tools, Zonta App or any other communication tool.

Queries - seeking a response. A governor or district board member wishing to make an inquiry or express concern on a particular matter shall consult their board liaison for advice. If no acknowledgment or response is received within a reasonable time, the person making the inquiry may consult the president or executive director for a response or assistance to obtain a response. A copy of any substantive communication must be sent to the appropriate committee chair, board member, and governor.

Executive Committee Action. Delayed responses or failures to respond are to be brought to the attention of the Executive Committee and addressed.

Zonta International Headquarters Action. Should the executive director be approached concerning an overdue reply from a board member, headquarters should contact the board member for further information. The final response will be the responsibility of the board member.

Meetings. Open forums at all Zonta meetings such as conventions, conferences, area meetings, or club meetings are to be encouraged to promote effective interaction and provide opportunities for members to express ideas and feelings.

When a board members attends a district conference as international representatives, the board member will provide current information, listen to concerns, promote communication and confidence in the organization and provide advice.

External Communications

Zonta International takes data protection laws and regulations seriously and member

information may not be circulated unless strictly in accordance with *Bylaws of Zonta International, Rules of Procedure and Privacy Policy*.

- ▶ *Zonta International Rules of Procedure, Rule 5 Circularization*
- ▶ *Electronic Communications Policy*
- ▶ *Data Protection Policy and Data Protection Guidelines*
- ▶ *Privacy Policy*

Networking and Affiliation Guidelines on International Level

Networking within Zonta International is a benefit of membership and enhances the total Zonta experience.

Zonta International will join selected organizations who promote and facilitate NGO⁴ relations with the United Nations and the Council of Europe. Examples:

- Conference of NGOs (CONGO)
- Conference of INGOs⁵ of the Council of Europe.

Zonta International may also align with specific UN campaigns. Examples:

- UN campaigns to end violence against women.

Zonta International will observe relevant United Nations international days. Examples:

- 8 March, International Women's Day.
- Dates of the UN Commission on the Status of Women.
- 25 November, International Day for the Elimination of Violence against Women.

Zonta International may cooperate with United Nations agencies and selected NGOs on specific projects or programs.

Zonta International participates with the Service Club Leaders Conference to share experience with other service club organizations.

Networking by Zontians should follow the Electronic Communications Policy and must not violate the circularization policy contained in the Rules of Procedure of Zonta International.

- ▶ *Rules of Procedure of Zonta International, Rule 5 Circularization.*
- ▶ *Electronics Communications Policy*

⁴ NGO = nongovernmental organization

⁵ INGO = international nongovernmental organization

Inter-district Meetings

Inter-district meetings are arranged by Zontians in various parts of the world. These events provide an opportunity for Zontians from different districts to get to know each other and to exchange ideas. These events are not, however, decision-making meetings and are not a substitute for an international convention or a district conference.

Such unofficial meetings should not be scheduled within the six months prior to an international convention.

Guidelines for Inter-district meetings:

- The name should be <continent or geographical region> Inter-district Meeting, examples include North American Inter-district Meeting, Asian Inter-district Meeting and European Inter-district Meeting.
- The meeting is not an official Zonta International or district or club event and therefore cannot make decisions concerning Zonta International, its districts or clubs.
- Headquarters and the international president should be advised of the proposed date and place for a meeting in the planning stage.
- Any Zontian and those individuals invited by the inter-district meeting organizers may attend.
- Attendees may discuss Zonta matters and programs.
- Unless authorized by the international board, no attendee will be considered an official representative of Zonta International or the Zonta Foundation for Women.
- Zonta International will not cover any expenses for the inter-district meeting. However, if an international board meeting is held in connection with the seminar, board meeting reimbursements will apply for the board meeting period.

External Relations

Definition

The term external relations refers to Zonta International's cooperative relationships with and commitments to other organizations and the public at large. Wherever possible, Zonta International should encourage, initiate, and participate in global activities that promote the Objects of Zonta International. This includes the establishment and maintenance of cooperative relationships with appropriate organizations at the international, national and local levels as contemplated in the strategic plan and as follows:

International Relationships

- United Nations affiliations
- Council of Europe
- World conferences and events
- NGOs
- Government agencies

The board maintains a list of approved organizational memberships, which includes authorized, dues-paying memberships at the international level. Through development of the strategic plan, the board shall approve a list of NGOs and governmental agencies with which Zonta may affiliate at the international level and suggestions for affiliation at the district and local levels.

National Relationships

- Representation at meetings
- NGOs
- Government agencies
- Women's councils

Local Relationships

- NGOs.
- Government agencies.

Zonta International - A Non-Partisan Organization

Whenever cooperative relationships are being considered, Zonta International's nonpartisan and nonsectarian character must be kept in mind. Nonpartisan means Zonta cannot support a particular candidate or a political party. All levels of Zonta can, however, advocate and express themselves about a position, public issue, or a policy in line with Zonta International's Objects, mission and strategic plan, following the policies established by the board.

- ▶ *Zonta International Bylaws*, Article III, Section 1
- ▶ *Advocacy Definitions and Policy*

Service Club Associations

The Service Club Leaders Conference should be attended annually by the president, the president-elect, or a board member designated by the president, and/or by a staff member designated by the executive director in consultation with the president.

Procedure for Representation at Meetings.

Zonta International receives frequent invitations to meetings from United Nations organizations and other groups. The budget does not allow sending Zontia representatives to every meeting. In order to ensure that Zonta International is represented and updated on relevant meetings, a report must be submitted by any Zontian who is asked to officially represent Zonta International at such meetings. The intent of the report is to elicit information of interest to Zonta International, to rate the importance of the meeting, and to guide future attendance at meetings.

When Zonta International receives an invitation or announcement to an international or national UN or Council of Europe-related meeting or conference, the UN Committee chair or the Council of Europe chair, as relevant, should be consulted and the applicable Committee chair will consult with the president as needed.

SECTION EIGHT – Zonta Essentials

Zonta Members

The members of Zonta International are:

- All Zonta clubs in good standing, as defined in Article IV, SECTION 1, of the Zonta International Bylaws.
- Supporting members.
- Past presidents of Zonta International.
- Individuals who are international honorary members.

Zonta clubs in good standing have the right to send delegates to vote at international conventions and district conferences and, in some districts, area meetings.

Supporting Member

A supporting member holds direct membership at the international level but is not a member of a Zonta club. They may participate, without voting rights, in conventions, events and programs. They may also serve on an international Zonta committee.

► *Bylaws of Zonta International* Article IV, Section 3.

Past International Presidents (PIPs)

Past international presidents have the rights but not the obligations of membership. They are entitled to attend and speak at international conventions, district conferences and club meetings and to vote and make motions at conventions. They are also eligible for membership in a Zonta club.

Past International President's Pin. Past international presidents are advised, when they receive their pin as past international president, that it must be returned to Zonta International after their death. The past international presidents should advise their families of this requirement, which is designed to preserve the value of the pin, to recycle it by allowing it to be passed on to subsequent presidents and to prevent its unauthorized use.

Convention Attendance. The *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, provides information in Appendix D.

International Honorary Members

Individuals are elected to international honorary membership by a two-thirds vote of the board, in recognition of their international achievements that advance the status of women. International honorary members have none of the rights and obligations of membership but are entitled to attend and speak at international conventions, district conferences and club meetings.

Zonta International honorary members are individuals who have helped to change social attitudes about women, or have improved conditions for women, with global impact. It is anticipated that international honorary members will enhance Zonta International's visibility by virtue of their achievements and international reputation. It is also hoped that international honorary members will participate in some Zonta activities at the club, district and international levels.

Candidates are proposed by clubs, districts or individuals for evaluation and final decision by the international board. A representative of Zonta International will contact the international honorary members-designate to advise them of the award and, if they accept it, to arrange for an induction ceremony. The board may ask a club or district to host the ceremony.

All recognition and communication with international honorary members are at the discretion of the international president.

In general, individuals who hold elective governmental office will not be eligible for international honorary membership while they are in that office.

► *Bylaws of Zonta International Article IV, Section 4.*

Zonta International Awards to Members

Zonta International maintains two award programs to honor individual Zontians.

The Length of Membership Award honors individuals who have been club members for at least five years and is presented by the clubs using the *Length of Membership Toolkit* on the website. Zonta International does not send certificates directly to clubs or districts.

The Meritorious Service Award is presented for exceptional service at the Zonta International level. Nominations will be considered at Zonta International Board meetings only. The granting of the awards will be considered very carefully by the board for the award to be held in high esteem. Years of service to the organization alone will not be the basis for the award. Examples of action meriting such recognition are:

- Outstanding Zonta leadership at the international level. This is not generally applicable to officers or directors currently serving in office.
- Remarkable, successful efforts in membership, service, PR or other Zonta activities at the international level.

Such actions should be detailed in the nomination form. The Zonta International Board will be the sole judge of whether the actions and achievements described rise to the level of the *Zonta International Meritorious Service Award*.

Nominees should not be advised in advance of the nomination because approval is not certain since this award is awarded very selectively.

A special individualized certificate, appropriate for presentation, will be provided for approved recipients. It is recommended that the governor will present the award at a district conference. However, whenever possible, an international board member may also share in the presentation in their official capacity with no additional costs to Zonta.

Recognition at the Zonta International Convention and other country, district or appropriate venues will be at the discretion of the international board.

- *The Meritorious Service Award Nomination Form.*
- *Length of Membership Toolkit.*

SECTION NINE - Mission Statement and Themes

Mission Statement

As of April 2023, the mission statement is

- ❖ *Zonta International is a leading global organization of individuals working together to build a better world for women and girls.*

International Theme

For several biennia, Zonta International has adopted a practice of continuing a theme across biennia rather than adopting individual themes for each international president.

The rationale is to promote a single international identity for Zonta, allow clubs time to familiarize themselves with it, and reduce expenses of revising Zonta materials.

The board may review the theme every four years at the second board meeting of the biennium or as otherwise in accordance with the strategic plan.

Any Zontian may comment on proposed changes to theme, but the board decision is final.

Current Theme

As of July 2022, the international theme is:

- ❖ *Build a Better World for Women and Girls.*

The theme from 1988 to 2014 was *Advancing the Status of Women*. From 2014 to 2022 the theme was *Empowering Women through Service and Advocacy*.

Important Dates for Your Calendar

Zonta International Day

8 November, Zonta International's birthday, is designated as *Zonta International Day*.

This date and other designated periods should be celebrated by every Zontian, club, area and district, focusing on events and service activities designed to promote Zonta International's mission and to promote public visibility for Zonta locally and internationally.

International Women's Day and Zonta Rose Day

During the 1996-1998 Biennium, *Zonta Rose Day* was introduced to promote Zonta's public image. The concept of the *Zonta Rose Day* was first presented at the Paris convention in 1998 as a pilot project, with the possibility of continuation if successful. The first *Zonta Rose Day* was scheduled to coincide with *International Women's Day* on 8 March 1999.

The purpose of this observance is to encourage all Zontians worldwide to publicly utilize yellow roses, or the symbol of a yellow rose, accompanied by Zonta information in whatever manner appropriate in their countries and geographic areas. The objective is to promote the recognition of *International Women's Day*, increase the visibility of Zonta, raise funds for local and international service projects, and to build a sense of unity and commitment to the Zonta mission.

Zontians worldwide take part in this day by promoting *International Women's Day* and Zonta International through the selling or distribution of yellow roses, artificial or fresh, rose plants, rose buttons or pins, or rose note cards.

Zonta Rose Day success stories are published on the website and in *The Zontian*.

Important Dates

11 January	Amelia Earhart Day
2 weeks in March	CSW - Commission on the Status of Women, at United Nations, New York, USA
8 March	International Women's Day, Zonta Rose Day.
11 October	International Day of the Girl Child
8 November	Zonta International Day
25 November	International Day for the Elimination of Violence Against Women
25 Nov – 10 Dec	16 Days of Activism against Gender Violence, Zonta Says NO to Violence Against Women
10 December	Human Rights Day

SECTION TEN – Zonta International Committees

The board has the legal and fiduciary responsibility for all actions of Zonta International and must therefore at all times retain the authority to prevent any committee from damaging the assets or goodwill of the organization.

There are standing committees as provided by the bylaws and special committees, task forces and working groups authorized by the convention or the board. Special committees, task forces and working groups should be appointed as necessary to advance the goals and strategies of the strategic plan. The board coordinates the activities of all committees except the Nominating Committee. The committees are authorized to transact business by means of electronic communication.

Committee Chairs and Members

Chairs and members of standing committees are appointed for the next biennium by the president-elect with the approval of the board. Each committee shall have at least three members.

The president appoints members to fill vacancies.

Elected Committee

- Nominating Committee

Standing Committees in accordance with the Bylaws of Zonta International:

- Bylaws and Resolutions Committee
- Convention Committee
- Finance Committee
- Membership Committee
- Public Relations and Communications Committee
- Service Committee
- Advocacy Committee
- United Nations Committee
- Leadership Development Committee
- Z Club and Golden Z Club Committee
- Amelia Earhart Fellowship Committee
- Jane M. Klausman Women in Business Scholarship Committee
- Young Women in Public Affairs Award Committee

Standing Committees in accordance with the Bylaws of the Zonta Foundation for Women:

- Development Committee
- Finance Committee (may be the same as the Zonta International Finance Committee)

Special Committees and Working Groups

Special committees and working groups as authorized by the board or the convention may include, by way of example:

- Zonta International and Zonta Foundation for Women Investment Committee

- Council of Europe Committee
- Manuals and Policies Committee
- Translations Committee
- Club Creators
- Zonta Says NOW
- Young Talents Working Group
- Zonta Spirit Working Group
- Greater Diversity Working Group
- Great Girls & Great Women Cross-Mentoring Working Group

The president-elect submits a list of proposed chairs for the standing committees for the upcoming biennium at the fifth and sixth regular board meetings of the biennium for approval by the board. In case of vacancies, the president-elect can submit the proposed chairs at subsequent board meetings.

► Bylaws of Zonta International, Art. XIII.

Responsibilities of Committee Chairs

Generally. The committee chairs and their committee members must familiarize themselves with the programs and goals for the biennium in which they will serve. The chair will prepare an action plan to meet the responsibilities in cooperation with the president-elect. The biennial plans should be developed within the framework of the current *Strategic Plan* and proposed Biennial Goals. Throughout the biennium, the chairs will support their committees in achieving the goals for the biennium.

Committee chairs must transfer committee records to their successors within thirty days of the conclusion of the term of office.

Reporting. Chairs are to provide to the international board written reports on their committee's progress towards achieving the biennial and strategic plan goals and the committee's own goals as requested by the president. The report is to be on the report form provided by headquarters and sent to the executive department at headquarters with a copy to the board liaison. The last report of the biennium, prepared for the pre-convention board meeting, should include a summary of the entire biennium, as well as a report of the last period.

► Appendix A – *International Committee Chair Report*.

A committee chair will present a committee report at convention if requested by the president.

Policy amendments. Committees may recommend changes to relevant policies and manuals during the biennium. The suggestions should be sent to the president, to the Manuals and Policies Working Group chair or to headquarters. The Manuals and Policies

Working Group will review the suggestion and make any editorial changes in accordance with their mandate, before sending the updated proposal to the board for approval.

Publicity. Chairs will prepare material for *The Zontian*, the website or other media in cooperation with headquarters staff. Headquarters staff is responsible for editing and formatting website content.

Communication. Chairs will:

- Communicate with committee members on a regular basis to support their work and generate ideas.
- Communicate with district chairs periodically or as requested.
- Recommend activities, including cost and resources, in order to promote the work of the committee.
- Collaborate with other committee chairs as appropriate to ensure consistency and alignment with the biennium goals

Committee budget

In general, Zonta committees do not receive any allocation of budget funds for expense reimbursements, but if there is an allocated budget, it will be designated in the biennial budget. The committee chair will be notified at the start of the biennium if there is a budget. Based on any budget received, international committees shall meet electronically, with each committee member using their own computer, platforms and internet. International committee members will be reimbursed for approved expenses in accordance with the Finance Manual, Appendix C, and must remain within the budget established for their individual committee, if any. All committee expense reimbursement requests must receive committee chair approval before submission to headquarters. Approval of the chair for estimated costs for planned expense must be sought and approved prior to incurring the expense.

► **Finance and Audit Manual**, Appendix A and Appendix C

Responsibilities of Headquarters' Staff Liaison to International Committees

A headquarter staff liaison will be assigned by the executive director to work with each committee. The staff liaison has access to both Zonta International and Zonta Foundation for Women historical files.

Staff will:

- Support the chair and the board liaison with the flow of information between the board and the committee chair.
- Maintain committee records and historical information.
- Keep projects and initiatives moving forward when volunteer leaders require support to fulfill duties.
- Coordinate needs with other staff liaisons across committees and function areas, such as working on behalf of the committee on budgets, communication strategies, website updates, content for *The Zontian*, convention planning and other matters.

- Serve as a partner to the committee chair on effective committee operations such as email updates, arranging conference calls, filing minutes, document sharing and more.
- Offer support to the committee chair in drafting and editing reports.
- Report to the executive director on progress in areas such as business plans, risk, budgets and other key metrics.
- Ensure that the integrity of the Zonta brand is upheld through all committee communications including documents, icons, presentations and promotional material.
- Support the committee chair in incorporating the directions of the board into the initiatives/work of the committee.

General Responsibilities of the Committees

- Prepare a committee plan for the biennium.
- Review guidelines annually.
- Monitor performance against biennial goals and the strategic plan.
- Recommend changes to the Board relating to the committee's work.
- Encourage Zontians to participate in Zonta events, workshops and meetings.

Special Responsibilities of International Board Members

- Review and, if appropriate, approve proposed policy changes recommended by the committees.
- Identify the number of desired recipients for each year.
- Approve staff and committee responsibilities regarding program materials.
- Evaluate program effectiveness and outcomes.

International Nominating Committee

The board is responsible for the legality and proper execution of the procedures used in the nominating process. The Zonta International Nominating Committee (INC) is elected and is independent in fulfilling its duties. The committee shall perform in such a manner as to guarantee fairness and impartiality to all candidates.

General Responsibilities of the Committee

- Recruit qualified Zontians for international office, i.e., officers, directors and members of the International Nominating Committee. The committee will distribute the official *Nomination Form*⁶ for preparation purposes and *Information for all Nominees for the 20xx-20xx Biennium* to all club presidents, governors, district nominating committee chairs and the Zonta International Board via email and the website. The information should also include the required time necessary to perform the duties of the respective offices. The nomination information must be approved by the board before it is published or distributed. If the committee conducts interviews with the candidates or with the persons that candidates list as references, the questions must be passed to the executive director for approval by Zonta International's legal counsel in advance of the interview.
- Work with the district nominating committees in seeking qualified Zontians who are willing to serve on the Zonta International Board and the INC. Draw on other resources, e.g., past and present board members, to fulfill this function.
- Never use information from Zonta Foundation for Women records. Individual donations are not included in a potential candidate's qualifications.
- Emphasize the competencies, personal attributes and responsibilities of the various international positions to district nominating committees and the general membership.
- Select for the slate among the candidates that meet the prerequisites according to the *Bylaws of Zonta International*. Selection also to be based on an objective and well-informed assessment of the potential nominee's competencies and personal attributes.
- Report to the board before each board meeting regarding progress.
- Help district nominating committee chairs to advance the succession planning within their district and clubs.
- Provide information and communicate requests to potential international candidates.

► *Bylaws of Zonta International*, Article XII.

Competencies and Attributes of the Nominees

The nominees for international officers and directors and for members of the INC should possess the formal requirements detailed in the *Bylaws of Zonta International*. They should also possess the below mentioned competencies and personal attributes:

⁶ *Nomination Form* must be filled in on AwardSpring on the international website. The hardcopy of the *Nomination Form* is for preparation purposes only.

The INC shall interview candidates on competencies and personal attributes. Outcomes of INC deliberations are to remain confidential and destroyed after the slate has been completed.

Competencies

- Strategic thinking skills.
- Experience and knowledge of Zonta and its role as a non-governmental organization (NGO).
- Experience in governance, including understanding the meaning of governance in terms of Zonta leadership, including the fiscal and fiduciary responsibility of running a not-for-profit organization with assets of several million US Dollars.
- An international outlook and interest in global affairs.
- Awareness of critical issues affecting women and knowledge of the major Zonta International activities around the world.
- Sufficient command of the English language to fulfill the responsibilities of the office, including the ability to follow and contribute at meetings, read and write documents, make speeches and participate in discussions.
- Experience in the use of electronic communications media.

Personal attributes

- Demonstrate a commitment to Zonta's mission and values.
- Deliver on commitments made.
- Demonstrate high ethical standards and personal integrity.
- Operate as an effective team member.
- Think independently.
- Listen to the viewpoints of others.
- Question effectively.
- Challenge constructively.
- Engage others.
- Build and maintains relationships with Zontians and other stakeholders.
- Be prepared to commit the necessary time and energy to perform the role.
- Manage time and tasks efficiently.

Specific Responsibilities

- The selection process within the INC must be kept confidential until the notifications to the candidates are made in writing and the selection is made public. Confidentiality of the identity of potential candidates should be emphasized until the official slate is made public.
- When there are more than two qualified candidates for an international officer position, the committee may choose to nominate more than two candidates to an officer position.
- Everybody selected for nomination and those whose names were submitted but who were not selected for nomination are to be notified no later than the 3rd business day

after the close of the meeting of the committee.

- The chair informs the international president and president-elect of the official slate of candidates before the close of the meeting.
- Members of the board, past international presidents, international committee chairs and vice chairs and governors will be informed of the slate as soon as the candidates are notified. The notification of the slate of candidates shall be sent to club presidents no later than the 10th calendar day after the close of the meeting of the committee and at least 60 days before convention. The information will be sent by email, advising that the slate is published on the website.
- All candidates shall receive a copy of the *Campaigning Policy*, a draft of their biography for proofreading and a reference to the *Guidelines for Candidates/Nominees* in this section of the *International Manual*, as an attachment to the notification email.
- No candidate will be given preferential treatment.

Constitution and First Meeting of the Nominating Committee

Candidates will be advised that, after being declared elected and prior to the close of convention, the newly elected INC shall meet to elect the chair and vice chair of the committee. The international president will ensure that there is a room available for two hours for the newly elected INC to conduct their business.

The constitution meeting will be convened by the Zonta International parliamentarian before the chair is elected. The committee should consider the right person for each position regardless of the number of votes received at convention.

The previous Nominating Committee is in office until the close of the convention. The chair must provide the incoming Nominating Committee with a written report on essential information to guide the new committee in their initial work.

Agenda for First Meeting of the International Nominating Committee

- Roll call and call to order.
- Establishment of quorum - minimum five members present.
- Approval of the agenda.
- Call for candidates for the chair position.
- Vote for the chair position.
- When elected, the chair takes the chair of the meeting. Call for candidates for vice chair.
- Vote for vice chair, when elected, the vice chair takes office.
- Discussions/decisions on agenda items.
- Date for next meeting.
- Meeting close.

Nomination Form Information

The International Nominating Committee may recommend changes to the *Nomination Form*, but the ZI Board must approve any changes prior to publication or distribution.

1. The official *Nomination Form* must include, but need not be limited to:
 - a. Personal information,
 - b. Zonta membership information including present position,
 - c. Elected and appointed international offices,
 - d. Elected and appointed district offices,
 - e. Elected and appointed club offices,
 - f. Main Zonta achievements,
 - g. Business/professional information, and
 - h. Involvement with other organizations.
2. Instructions are to be clear as to the manner in which the form is to be processed.
 - a. The nomination must be verified and signed by a Zontian who is in good standing. Electronic signatures are acceptable.
 - b. The deadline date for receipt of the original form must be clearly stated.
 - c. Instructions where and how the completed nomination form is to be sent must be clearly indicated.
3. Nominees are required to supply a 600 ppi, minimum 300 ppi, head and shoulders photo taken in the last 12 months suitable for potential use in the candidates' biographies. Images clipped from a newspaper or magazine, or scanned printouts, are not acceptable.
4. Consent to serve in office if elected and a pledge to abide by the *Campaigning Policy* must be signed by the person nominated.
5. Risk questions as follows:
 - a. Have you during the last five years been convicted or found guilty by a court of any offense in any country, excluding parking or motoring offenses?
 - b. Have you during the last five years been put on probation, in the legal sense, or is there any action pending against you?
 - c. Have you ever been denied entry into the United States of America?

Rationale for risk questions. Zontians are individuals who are working together to change the lives of women and girls and are known to be honest and trustworthy. The members elected to the top leadership positions hold and handle funds in trust for Zonta International's members and projects.

Like many other nonprofit organizations, Zonta International's success relies on the trust of stakeholders. This trust has to be continuously maintained by the commitment of all members, but particularly in leadership positions, with the highest ethical principles.

To contribute to the accountability and transparency of Zonta International's future top leaders, the three questions stated above have been added to the nomination form.

A yes response to any question should not be a denial of the application; however, the applicant should provide an explanation and be prepared to speak to it during the interview.

The Slate

Information on the slate of candidates will include the name of the candidate, club, district, and country of residence.

Printed Information on Candidates Selected by INC

Candidate Biographies. Unless there has been a change of circumstances, information published in the candidates' biographies is based on the information submitted on the *Nomination Form*. Information is to be proofread without changing the content and the photograph checked by the candidate prior to publication.

Timelines. Candidates' biographies will be sent from the INC chair via headquarters' staff liaison to the candidate for review no later than the 10th calendar day after the conclusion of the nominating committee meeting. The candidate must return the biography and the approval form no later than the 5th calendar day after receipt of the biography. If the candidate fails to approve the biography by this deadline, the information as sent to the candidate will be printed without consent or further notice.

Convention Candidate Information. The candidates' biographies will be posted on the website and will be included in the registration packets.

Special Headquarters Action

See also *Guidelines for Candidates/Nominees* further down.

- Potential floor nominees must contact Zonta International Headquarters requesting the *Nomination Form*, *Information for Nominees*, and the *Campaigning Policy*. Headquarters will provide the information and inform the INC. See *Candidates Nominated from the Floor* further down. Headquarters must maintain a record of the name of the individual requesting information about floor nominations, the date of the request, a list of the information sent and the date it was sent and inform the chair of the INC of the action taken.
- Immediately following election at convention, the executive director/headquarters staff will provide all members of the newly elected INC with a copy of the *Campaigning Policy*, the information on the Nominating Committee in this manual, the current *Nomination Form* and *Information for Nominees for the 20xx-20xx Biennium*.

Campaigning Policy Adopted by the Zonta International Board June 2021

Campaigning is defined as encouraging voters to vote for or discouraging voters from voting for a specific candidate.

A candidate is an individual who is running for club, district or international office.

The campaigning policy applies both to candidates on the slate and candidates who are nominated from the floor and applies from the date of the deadline for submission of the *Nomination Form*.

Candidates for office who already hold a leadership position must fulfill that role for the entire biennium and, in doing so, fulfilling their role is not to be interpreted as campaigning.

► *Campaigning Policy* on the website.

Guidelines for Candidates/Nominees

Pre-Convention Printed Information

Candidates/Nominees nominated by the INC. No later than the 10th business day after the concluding INC meeting, and at least 60 days before the convention, the official slate of candidates/nominees will be published on the website.

Information published in the candidates' biographies is based on the information submitted in the *Nomination Form*. Information and photograph are to be proofread by the candidate prior to publication without changing the content. If the candidate fails to proofread and approve the biography by this deadline, the information as sent to the candidate will be printed without consent or further notice. The candidates' biographies posted on the website will be included in the convention registration packet.

Convention

Candidates presented by the INC. Headquarters staff, in cooperation with the Convention Committee, will provide to candidates:

- a. Candidate identification to be worn until the voting polls are opened. Candidate identification must be removed before entering the voting area. Identification will be included in the candidate's registration packet.
- b. If a Meet the Candidates event is planned at the convention, floor space will be allotted for each candidate to answer members' questions, and a table tent with the candidate's name and position for which the candidate is nominated will be provided.

Any candidate unable to attend the convention should advise the INC chair and the executive director at the earliest opportunity.

Candidates Nominated from the Floor. Candidates may be nominated from the convention floor when nominations are called for by the presiding officer. Nominations must be made in English.

Candidates nominated from the floor must possess the prerequisites required by the *Bylaws of Zonta International*. If a member has accepted to stand for nomination from the floor, the member must complete the *Nomination Form*, prior to the first business session of the convention and provide a photograph. The form must be verified and signed by a nominator, who must be a Zontian in good standing, and sent to headquarters and to the INC.

The executive director is responsible for reviewing whether the nominee meets the prerequisites according to the *Bylaws of Zonta International*. After completion of the review, the executive director reports to the INC chair that the nominee meets the prerequisites. The INC will convene to discuss and then inform the international president of their decision.

After nominations from the floor at convention are accepted, the Zonta International Headquarters shall:

1. Provide candidate identification to be worn until the voting polls are opened. Identification must be removed before entering the voting area.
2. Provide floor space at the *Meet the Candidates* event.
3. Ensure that candidates from the floor are added to the slate and the ballot in alphabetical order after the slate provided by the INC.
4. Provide a table tent including the candidate's name and nominated position for use during the *Meet the Candidates* event.
5. Ensure that the candidate's biography is presented in the same manner as the candidates on the slate.

Copies of the approved biography are available only after the end of the business session at which the candidates make their candidate speeches. Copies are distributed through headquarters' staff and the Convention Committee. No other distribution is allowed.

All Candidates. Prior to floor nominations at the convention, there shall be no official acknowledgment by Zonta International of potential candidates for office other than those candidates presented by the INC.

Each candidate for international officer, director or International Nominating Committee will give a presentation (live or via video) to the convention assembly.

- Candidates for officers—up to five minutes maximum.
- Candidates for directors—up to four minutes maximum.
- Candidates for International Nominating Committee – two minutes maximum.

The specific time limit for candidate speeches shall be determined by the board in consultation with the INC. The candidate's speech at convention should focus on the position for which the candidate is standing.

As part of the official records, each candidate for international officer, director or International Nominating Committee must submit a copy of the speech to the INC chair the day before the speech, or such other time as directed by the INC chair.

Voting Policies and Procedures

Voting for international officers, directors and International Nominating Committee will be by ballot vote by the accredited voters no later than the last day of convention or by 15 July of even numbered years. Delegates carrying proxies shall vote at the same time.

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.

Directors and members of the Nominating Committee shall be elected by plurality vote

Voting instructions will be presented to delegates before the opening of the voting polls.

Delegates will be given clear instructions as to what constitutes a legal or illegal ballot.

Calendar for the INC, amended by board decision February 2019

After convention, even year	Newly elected INC meets during convention, as soon as possible after election, to elect the chair and the vice chair and begin to organize its work. The committee should consider the right person for each position, regardless of the number of votes received at convention.
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Committee members review SECTION Nine, International Nominating Committee in the *International Manual* and the current nomination material. Any recommended changes to the material must be forwarded with the committee report to the board for approval, no later than for the February, odd year, board meeting.

Committee members will be assigned specific districts as liaisons to the district committee chairs, to help advance the district succession planning and assist with recruitment of nominees for district and international positions for upcoming biennium.

January/February, odd year board meeting, or as appropriate	Board reviews standard nomination material and any recommended changes submitted by the Nominating Committee
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March/April, odd year	Headquarters' staff ensures correct nomination material is prepared for website and email distribution.
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Nomination form and Information for Nominees for the 20xx-20xx Biennium are posted on the website. Nominations may proceed up to the deadline of 30 September, odd year. An email signed by the INC chair is sent out to governors and club presidents with information to:

1. Disseminate nomination instructions, including:
 - a. Explanatory notes including criteria for each

SECTION TEN — INTERNATIONAL COMMITTEES
International Nominating Committees

office.

b. Process with timeline.

c. Who can make a nomination.

2. Encourage clubs to identify qualified potential candidates, not only from their own club or district.
3. Advise that *Nomination Forms* must be completed online using AwardSpring on the international website.

30 September,
odd year

Deadline for receipt of nominations online.

15 October,
odd year

Headquarters' staff reviews and verifies the information given by nominees on Zonta positions with the information in the database.

1 November
odd year

Headquarters will provide an Excel worksheet with complete details given by the nominees, for ease of reference to the INC.

The INC shall also have access to all nominee information online.

1 December,
odd year

Last date for withdrawal of nomination. A nominee who withdraws their nomination will not be allowed to resubmit it during the same biennium.

The INC members review each completed entry and choose a format for the evaluation.

No later than
1 January,
even year

If INC is unable to fill slate from nominations received, the committee must discuss the situation and seek to find additional candidate nominations in order to obtain required consent and completed forms prior to the committee meeting in February/March, even year.

February/March,
even year

The INC meets to discuss the evaluation and ultimately determine the official slate of candidates for officers, directors and International Nominating Committee members.

If more than two candidates qualify for a position, the committee has the option of presenting additional candidates for an office.

SECTION TEN — INTERNATIONAL COMMITTEES
International Nominating Committees

If enough nominees are available, a list of alternates will be prepared in case of withdrawal or illness/death of selected candidates.

The chair informs the president and president-elect of the official slate of candidates before the close of the meeting.

Notifications via email, signed by the chair, are sent from headquarters to those on the slate as well as emails advising those not selected, no later than the 3rd business day after closing of the meeting.

Following notification to the candidates, notification is sent from headquarters to the international board, past international presidents, international committee chairs and governors, with a request for confidentiality until the slate is posted on the website.

February/ March,
even year

Notification of the official slate to be forwarded to club presidents as required by the bylaws. This will be done by email, directing the club presidents to the website, not later than the 10th business day after closing of the INC meeting and at least 60 days before convention.

March/April
even year

Candidate biographies with information on each candidate taken verbatim from the *Nomination Form* with the approval of the INC chair.

► *Bylaws of Zonta International*, Article XI

Zonta International Bylaws and Resolutions Committee

The president-elect appoints a Zonta International Bylaws & Resolutions Committee for the upcoming biennium. At least one member should have legal qualifications or experience. There should be a continuity in the committee, so not all members are changed from one biennium to the next.

Committee Responsibilities:

- Consider all amendments to the *Bylaws of Zonta International* proposed in accordance with the process set out in the bylaws.
 - ▶ Article XX – Amendment to bylaws
- Propose amendments to the bylaws, if appropriate.
- Review all proposed resolutions in accordance with the process set out in the bylaws.
- Initiate resolutions, may combine two or more resolutions into one resolution or reword a resolution to best reflect the intent of the proposer and to serve the interests of Zonta International as a whole.
 - ▶ Article XVIII – Resolutions
- Consider all proposals to amend the *Rules of Procedure of Zonta International* proposed in accordance with the process set out in the bylaws.
 - ▶ Article XXI – Rules of Procedure
- Submit a report on proposed amendments to the *Bylaws of Zonta International* and/or the *Rules of Procedure of Zonta International* and proposed resolutions to the board, including the committee's recommendation on each proposal.
- Prepare a report, including the board's recommendation on each proposed amendment to the *Bylaws of Zonta International* or the *Rules of Procedure of Zonta International* and each resolution, to be sent out by headquarters at least 60 days before the convention.
- Investigate disciplinary matters of removal, suspension or expulsion as provided in the *Bylaws of Zonta International* and the *Suspension, Expulsion and Removal Policy* and make recommendations on those matters to the board.
- Promote good governance and advises Zonta leaders regarding interpretation of Zonta International governing documents.
- Support districts with correct wording of resolutions and suggested bylaws amendments for convention.
- Assist districts in questions of procedure and voting before or at district conferences or refer district questions to the international parliamentarian.

Criteria for Committee Membership:

The committee as a whole should have:

- Extensive knowledge of Zonta as an organization and of its governing documents.
- Professional legal expertise.
 - ▶ *Bylaws of Zonta International*, Article XIII, Section 3
 - ▶ *Suspension, Expulsion and Removal Policy*

Zonta International Convention Committee

The president-elect appoints a Zonta International Convention Committee for the upcoming biennium. The committee should have a committee chair, a vice chair, a treasurer and additional members, as required, in addition to the international president and the president-elect.

Responsibilities of the chair

- Over a 40-month period, lead the Convention Committee in planning the convention, implementing the plan and carrying out post-convention responsibilities.
- Appoint subcommittees, as required.
- Ensure that the convention budget is complete when presented to the board for adoption.
- Work with headquarters and the president on the details of the venue and program.
- Ensure that all contracts and agreements covering the convention are signed in accordance with Appendix A to the *Finance and Audit Manual*.

Committee Responsibilities

- Implement program and all arrangements for the convention as assigned by the president and the board.
- Cooperate in all aspects with any convention management company engaged by Zonta International.
- Prepare a convention budget and presents same to the board for approval no later than at the last board meeting of the odd year.
- Manage the finances of the convention in accordance with the budget and the *Convention Manual*.
- Submit monthly finance reports to headquarters and a final report 120 days after the convention closes.

Criteria for Committee membership

The committee as a whole should have:

- Experience with large events.
- Professional experience in accounting.
- Ability to work within the budget adopted by the board.
- Residency in the vicinity of the convention.
- Organizational skills.
- Contract negotiation skills.

► *Bylaws of Zonta International*, Article XIII, Section 4

► *Zonta International Convention Manual*

► *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, Appendix A

ZI and Zonta Foundation for Women Finance Committee

The president-elect appoints a Zonta International and Zonta Foundation for Women Finance Committee for the upcoming biennium. At least one of the members must have significant financial knowledge and should preferably be a United States certified public accountant. It is advisable that one member have knowledge and experience in banking and foreign exchange.

The committee should also include the designated International Finance Committee chair for the following biennium once appointed, the president, the president-elect, the treasurer/secretary, and the risk manager.

Committee Responsibilities:

- Oversee the monthly financial reports, budget, financial policies and internal controls of Zonta International.
- Oversee the annual audit of the financial records of Zonta International and selects the audit firm. Any performance concerns must be reported to the International Board. For purposes of the audit, the books are to be closed on 31 May.
- Provide oversight of financial risk management.
- Provide an annual report of the financial position and activity of Zonta International to members. The report must include, but not be limited to, an unaudited *Statement of Financial Position* as of the end of the month no more than two months prior to the convention and a *Statement of Activities and Changes in Net Assets* to reflect the audited first year of the biennium and the unaudited second year of the biennium as of the end of the month mentioned.

Criteria

The committee as a whole should have:

- Professional experience in accounting and/or finance.
 - Banking knowledge or experience.
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- ▶ *Finance and Audit Manual.*
 - ▶ *Bylaws of Zonta International*, Article XIII, Section 5.
 - ▶ *Bylaws of the Zonta Foundation for Women*, Article VIII, Section 1.

Zonta International Membership Committee

The president-elect appoints a Zonta International Membership Committee for the upcoming biennium. The committee should have a committee chair, vice chair and several committee members preferably representing different Zonta geographical areas as well as the chief club creator, the president and the president-elect.

The committee promotes membership growth and retention and encourages and supervises the organization of new clubs.

Committee structure and function may change based on board direction, and the committee will receive directions directly from the international president.

Club Creator

Whilst the Membership Committee has the overall responsibility for growing membership, the club creators have the exclusive objective of forming new clubs. Districts are encouraged to form a club creator task force consisting of Zontians with experience in club formation. There will be a chief club creator appointed by the president-elect, who will communicate with district club creator task forces and headquarters membership team.

Committee Responsibilities

- Promote membership growth for new and existing clubs.
- Encourage and promote retention activities.
- Encourage and supervise the organization of new clubs.
- Promote responsible approaches to recruitment, orientation of new members, rejuvenation of clubs, and retention of members.
- Encourage clubs and districts to share their membership tools and stories of outstanding success with other clubs and districts.
- Analyze and report on long-term membership growth trends.
- Communicate with the chairs of the district Membership Committees.
- Recommend specific areas for organization of new clubs in future biennia.
- Encourage Zonta clubs to take an active role in achieving sustainable membership growth by organizing new Zonta clubs.
- Review proposals for the organization of the first club in a new country and evaluate the potential according to established questions/criteria. The chair provides a written recommendation to the president.
- Work with headquarters staff to ensure membership goals are met.

Criteria

The committee members should have a keen interest in promoting membership growth and retention.

► *Bylaws of Zonta International* Article XIII, Section 6

Zonta International Public Relations and Communications Committee Greater Visibility Training Team

The president-elect appoints a Public Relations and Communications Committee/Greater Visibility Training Team for the upcoming biennium. All members of the committee should have experience in the field of public relations and communications.

The committee promotes the Objects of Zonta International and develops a comprehensive plan to create external and internal awareness of Zonta International and its mission in conjunction and consultation with the headquarters communications team.

Committee structure and function may change based on board directions, and the committee will receive directions directly from the international president.

Committee Responsibilities

- Propose to the Board strategies for using media to advance the objects and mission of Zonta International and to increase internal and external awareness of its objects, goals, advocacy, programs, projects and accomplishments.
- In cooperation with the headquarters' staff:
 - Develop and implements communication and marketing plans for all levels of Zonta International.
 - Develop resources to assist clubs and their members and areas and districts to be effective communicators in their communities.
 - Encourage districts and clubs to produce media content that promotes Zonta International.
 - Encourage districts and clubs to inform media of news of Zonta International and its clubs, areas and districts, its programs, awards, events and noteworthy Zontians.
- Communicate, cooperate, and assist with the communication needs at major events, including but not limited to the convention.

Criteria

The committee members should have experience in the field of public relations and communications.

► *Bylaws of Zonta International*, Article XIII, Section 7

Zonta International Service Committee

At the direction of the international president, the committee may act as the jury for the Service and Advocacy Recognition Award.

Committee structure and function may change based on board direction for the service programs, and the committee will receive directions directly from the international president.

Committee shall:

- Assist in developing criteria for Service and Advocacy Recognition awards for clubs and districts, evaluate submitted projects, and recommend recipients to the board for approval.
- Perform any other duties as directed by the incoming or sitting president.

Zonta International Advocacy Committee

The president-elect appoints an Advocacy Committee for the upcoming biennium with a view to promoting activities in line with biennial advocacy goals and the strategic plan.

Unless already approved through a convention resolution, a letter from the president, or other document as outlined in the current *Advocacy Definitions and Policy*, the chair and committee members must obtain approval from the president before signing statements on behalf of Zonta International.

Committee structure and function may change based on board direction, and the committee will receive directions directly from the international president.

Committee Responsibilities

In addition to responsibilities assigned by the president, the committee should:

- Promote advocacy activities in line with biennial advocacy goals and the strategic plan at the club, area, and district levels.
- Help ensure that each advocacy initiative is linked to one or more of the biennial goals.
- Work closely with international committees to emphasize the benefits of advocacy that empower women.
- Encourage districts to check their countries' implementation of reports on - the Convention on the Elimination of all forms of Discrimination Against Women (CEDAW) and to identify advocacy opportunities.
- Periodically disseminate information to districts and clubs
- Work with headquarters staff to ensure advocacy goals are met.
- Work with the president, the UN Committee and headquarters to plan for the Zonta presence at the annual UN Commission on the Status of Women (CSW) meetings and related events.

Criteria

The committee as a whole should represent the Zonta International's cultural, legal and civil diversity and have an interest in and commitment to legislative achievements pertaining to women's rights.

- *Bylaws of Zonta International*, Article XIII, Section 9

Zonta International United Nations Committee

The president-elect appoints a United Nations Committee for the upcoming biennium. The committee should have a committee chair, a vice chair and members appointed to the various United Nations sites, in addition to the president and the president-elect.

The committee disseminates and receives pertinent information and promotes the relationships between Zonta International and the United Nations and its agencies.

Unless already approved through a convention resolution, a letter from the president, or other document as outlined in the current *Advocacy Definitions and Policy*, the chair and committee members must obtain approval from the president before signing statements on behalf of Zonta International.

Committee structure and function may change based on board directions, and the committee will receive directions directly from the international president.

Committee Responsibilities:

- Continuously develop and strengthen Zonta's role and impact at the UN including but not limited to the Commission on the Status of Women.
- Utilize briefings, meetings and conferences to more effectively promote women's rights globally.
- Assist districts and clubs in their activities focusing on UN efforts to empower women.
- Committee members must complete and submit to the committee chair a written report on pertinent briefings, meetings and conferences attended. The chair should include a summary of these reports in the report to the board.
- Recommend to the chair items for communication to district UN or service committees.
- The committee members, including the chair, may engage in activities such as speaking engagements or producing media content with the prior approval of the committee chair, but any views expressed in such activities must be in accord with the positions taken by Zonta International.
- Committee members may not accept or participate in any assignment within the UN agencies in a personal capacity without the approval of the president.
- If a member of the committee, including the chair, is elected or appointed to an office in another organization on the basis of a Zonta position, the committee member must inform and seek the consent of the president before accepting the position.
- Report on UN activities and disseminate other relevant information through appropriate media.
- Work closely with international committees to emphasize the importance and benefits of UN activities that empower women.
- Coordinate with the Advocacy Committee and Council of Europe Committee to achieve Zonta International's advocacy goals and provide regular reports to the membership on progress toward those goals.
- Work with headquarters staff to ensure Zonta's goals pertaining to the UN are met.

- Review upcoming UN meetings for NGOs and recommend Zonta participation as appropriate.
- If requested by the incoming president, the committee chair will propose a budget for the biennium and submit it to the president for approval.
- The committee chair approves expenditures of committee members within the budget and the Zonta International treasurer/secretary approves expenses of committee chair.
- ▶ External relations, SECTION Seven in this manual.
- ▶ *Advocacy Definition and Policy.*

Criteria

The committee as a whole should have time and ability to participate in relevant UN meetings and events and thus live in reasonable proximity to major UN offices, eg. New York, Geneva, Vienna, Paris, Nairobi or Bangkok.

United Nations Membership Assignments

Zonta International has representatives in New York, Paris, Geneva, Vienna, Nairobi and Bangkok.

Status of Zonta International in Relation to the United Nations and Other International Organizations

Zonta International is recognized as having:

- *General consultative status* with the United Nations Economic and Social Council (ECOSOC).
- *Consultative status* with the United Nations Educational Scientific and Cultural Organization (UNESCO).
- *Special relationships* with United Nations entities promoting women's rights.
- *Participatory status* with the Council of Europe.
- Accredited status with the United Nations Environment Programme (Nairobi).

Zonta Representatives to UN and Council of Europe

Zonta representatives to the United Nations and to the Council of Europe are appointed by the president-elect for the biennium of the president-elect's presidency and vacancies during the biennium are filled by the president, both with the approval of the board.

- ▶ *Bylaws of Zonta International*, Article XIII, Section 10.

Zonta International Leadership Development Committee

The president-elect may appoint a Leadership Development Committee for the upcoming biennium. The committee chair should be committed to the ongoing growth and development of Zonta leaders.

Committee structure and function may change based on board directions, and the committee will receive directions directly from the international president.

► *Bylaws of Zonta International* Article XIII, Section 11.

Zonta International Z Club and Golden Z Club Committee

The president-elect appoints a Z Club and Golden Z Club Committee for the upcoming biennium.

Committee structure and function may change based on board directions, and the committee will receive directions directly from the international president.

Committee Responsibilities

- Prepare strategies that promote Z clubs and Golden Z clubs.
- Recommend changes to program procedures as needed
- Encourage clubs to organize and support Z clubs and Golden Z clubs.
- Encourage Z club and Golden Z club members to participate in Zonta events.
- Promote mentoring for a sustainable Z club and Golden Z club membership.
- Work with the board and headquarters staff to ensure that Z and Golden Z club goals are met.

Criteria

The committee members should have an interest in promoting Zonta to young women still in education and to assist in the creation of Z and Golden Z clubs.

- *Z Club and Golden Z Club Manual.*
- *Bylaws of Zonta International*, Article XIII, Section 12.

Zonta International Amelia Earhart Fellowship Committee

The president-elect appoints an Amelia Earhart Fellowship Committee for the upcoming biennium. The committee membership should represent a diversity in aerospace disciplines, diversity in regions of the world, and diversity in employment experience from university and industry. The chair must have served on the Amelia Earhart Committee for at least one biennium since 2010.

The main responsibility of the committee is to select the most qualified applicants each year, review data and trends, make recommendations to the international board and plan for the future.

Responsibilities of the Committee

- Review guidelines and criteria annually.
- Prepare strategies that promote and disseminate information externally and internally about the fellowships.
- Suggest changes to program procedures as needed, including updates and changes to the application forms and guidelines.
- Recommend changes to the board, such as criteria for award eligibility, prerequisites, selection process, amount awarded, number of recipients, application deadlines and similar program changes, for the board to approve.
- Recommend program guidelines on the permitted use of funds by recipients.
- Evaluate applications and recommend candidates and alternate candidates to the board for approval. Alternate candidates should be listed in order of rank.
- Copy any correspondence with recipients to the headquarters programs department.
- Suggest recipients who could be helpful in public relations, Zonta presentations and program evaluation.
- Encourage districts to maintain contact information of fellows and invite them to Zonta events, workshops and meetings as active participants.
- Encourage districts to approach past fellows who support Zonta's mission and meet the membership requirements, to join Zonta clubs.
- Encourage clubs and districts to keep in touch with current fellows and alumnae.
- Encourage current fellows to participate in Zonta events and to become club members.
- Support clubs and districts in countries where there is low participation in the program and work with universities to raise awareness.
- Promote donations to the foundation to sustain the Amelia Earhart Fellowship program.
- Support and promote networking among fellows and other Zonta awardees. Respond to questions from the membership concerning the Amelia Earhart Fellowship.
- Work with the board and headquarters staff to ensure that the fellowship goals are met.
- Encourage fellows to engage in a web-based alumnae network.
- Support the arrangement of fellows reunions.

Special Responsibilities of the Board

- Review and approve candidates recommended by the committee.
- Review and approve recommended alternate candidates submitted in order of rank by the committees.
- Review and, if appropriate, approve proposed policy changes recommended by the committees.
- Identify the number of desired recipients for each year.
- Approve staff and committee responsibilities regarding program materials.
- Evaluate program effectiveness and outcomes.

Responsibilities of Headquarters

- Implement program procedures including:
 - Internal deadlines for staff.
 - Communication with applicants and recipients.
 - Gathering recipient tax documentation.
 - Processing recipient payments, including required tax withholdings.
 - Editing biographies of recipients.
- Write, edit and format program and website materials, as required.
- Communicate with international committee chair and district committee chairs.
- Process requests for expense reimbursement.
- Contribute to the evaluation of program effectiveness and outcomes.
- Communicate program/recipient achievements to Zontians and the general public.
- Support activities designed to generate public visibility and financial support.
- Ensure that award payments can be freely paid and transferred from headquarters to recipients of fellowships without impediment due to recipient's nationality or country of residence.
- Prepare an e-newsletter and distribute to current fellows and alumnae 2-3 times a year.

► *Bylaws of Zonta International*, Article XIII, Section 13.

Awards and Scholarships Committee

The president-elect may appoint an awards and scholarship committee as set forth in Article III, Sections 14 and 15 of the international bylaws.

The responsibility of the committee is to work with the district awards and scholarships committees to select the most qualified applicants for Zonta's awards and scholarships. The districts shall present the selected awardees to the board as instructed.

Committee structure and function may change based on board direction for the awards programs, and committees will receive directions directly from the international president.

The committee should encourage districts and clubs to promote the awards programs and should further encourage clubs to provide club awards and present their winner to the district for selection of final awardees. Clubs and districts should also be encouraged to maintain contact with current and past awardees and invite them to club meetings, district conferences and other Zonta events.

ZI and Zonta Foundation for Women Investment Committee

The Investment Committee should have a chair and at least two members, in addition to the international president, president-elect, treasurer/secretary and risk manager.

Zonta International places funds which are not immediately needed in a portfolio of liquid short-term investment instruments or long-term investments in accordance with the *Zonta International Investment Policy Statement*. Zonta International has engaged a Registered Investment Advisor to provide advice and reports and to manage the day-to-day activities. The investments are approved and managed in accordance with the *Zonta International Investment Policy Statement*.

Committee structure and function may change based on board direction for the awards programs, and the committee will receive directions directly from the international president.

- ▶ *Bylaws of the Zonta the Zonta Foundation for Women, Article VIII, Section 3.*
- ▶ *Zonta International and Zonta Foundation for Women Finance and Audit Manual.*
- ▶ *Zonta International Investment Policy Statement.*

SECTION ELEVEN – Special Committees

In addition to standing committees, there are special committees, tasks forces, and working groups appointed by the president/president-elect, which may be authorized by the convention or the international board. In order to continue, the non-standing committees, tasks forces, and working groups in existence in the previous biennium must be approved by the new board at the first board meeting of each new biennium.

Zonta International Council of Europe Committee

The president-elect may appoint a Council of Europe Committee to serve for the upcoming biennium. The Council of Europe Committee should have a chair and members representing some of the European member states, in addition to the president and the president-elect.

The committee leads Zonta's participation in the Council of Europe, an intergovernmental organization of 46 European member states and six observer states, Canada, Holy See, Israel, Japan, Mexico and the United States, which aims to protect human rights, pluralist democracy and the rule of law.

Unless already approved through a convention resolution, a letter from the president, or other document as outlined in the Advocacy Definition and Policy, the chair and committee members must obtain approval from the president before signing statements on behalf of Zonta International.

Committee structure and function may change based on board direction and the committee will receive directions directly from the international president.

Committee Responsibilities:

- Participate in the meetings of the Conference of International Non-Governmental Organizations and by invitation in ministerial conferences and parliamentary committees.
- Contribute to the above-listed meetings and to the elaboration processes of treaties/conventions/ white papers through gender-related expertise.
- Promote relations between Zonta International and the Council of Europe.
- Receive pertinent information regarding activities in the Council of Europe relevant for Zonta International and disseminate it to the UN and Advocacy Committee within one month after receipt, copying the board liaison, the executive director and the Zonta International programs department.
- The committee chair reports regularly to the chair of the UN Committee on progress on the ratification of the Istanbul Convention by Zonta member countries and on other agreed committee activities. Reports will include summary reports from committee members
- Coordinate with the UN and Advocacy Committees to achieve Zonta International's advocacy goals and provide regular reports on progress toward those goals.
- Disseminate information regarding activities in the Council of Europe relevant for Zonta International to be published on Zonta International and Zonta districts' websites.

- Provide training for Zontians on the work done in the Council of Europe through the use of webinars or other electronic means.
- Review upcoming Council of Europe meetings available for International Non-Governmental Organizations (INGOs) and recommend Zonta participation as needed.
- Work with the board and headquarters staff to ensure Zonta's goals pertaining to the Council of Europe are met.
- Distribute Zonta relevant information of the CoE's activities to the District Advocacy Committee chairs to support them in their activities to advocate with an impact using the CoE's conventions and treaties.

Criteria:

- The committee as a whole should have expertise in advocacy strategies to recommend legislative awareness and advocacy action to advance Zonta International's goals, strategic plan, and objectives.

► *Advocacy Definition and Policy.*

Zonta International Manuals and Policies Committee

The committee is appointed by the president-elect for the upcoming biennium and should have at least four members, including the chair and the board liaison.

The purpose of the committee is to update existing manuals, policies and guidelines describing the procedures of Zonta International and the Zonta Foundation for Women and to introduce new manuals or policies where required or suggested.

Committee Responsibility

- Ensure that existing manuals are continuously updated to reflect the operation of Zonta International and Zonta Foundation for Women correctly and consistently.
- Ensure that existing policies are meeting the requirements of the organization and that new policies are written where required. Recommends outdated or no longer relevant policies to be retired.
- Ensure that all documents are consistent with the *Bylaws and Rules of Procedure of Zonta International and Zonta Foundation for Women*.
- Ensure that all manuals follow the same layout and style requirements.
- Ensure that all policies and guidelines follow the same layout and style requirements.
- Ensure that information is not repeated but mentioned once where it is best placed and referred to by reference to that place in other documents.
- Aim to review and update, where required, all policies and manuals each biennium.
- Present all suggested amendments to the board for approval.
- Update all manuals and policies based on decisions adopted at convention.
- The chair of the committee, appointed by the president-elect for the next biennium, will be responsible for moving the editing work forward and setting deadlines to meet the board meeting dates for reporting and presentation.
- New updates must be presented to the headquarters liaison two weeks before the board meeting deadline.

Criteria for Membership

The committee members should have:

- Good understanding of the English language.
- Professional experience in areas of law, risk management or compliance.
- Understanding of finance and banking.
- Experience as governor, international director or similar Zonta leadership.
- Good knowledge and understanding of Zonta operations, the Governing Documents and parliamentary procedure.

Zonta International Translations Committee

The committee consists of as many members as are required to provide required translations into selected languages.

English is the official language of Zonta International. Currently, when choosing to translate documents, priority is given to Chinese, French, German, Italian, Korean, Japanese, and Spanish. What is translated may be based on availability of a committee member for each language.

The English version of Zonta International and Zonta Foundation for Women documents or other content, including material from the Zonta International website, approved by the convention, international board, foundation board or their designees, shall be the official version. The official version of Zonta International and Zonta Foundation for Women documents or other content may be translated by districts, areas or clubs in the language of their choice. The cost of any such translation shall be at the expense of the district, area or club.

Translations should reflect as closely as possible the meaning of the original document or content.

Translations from official documents must have a disclaimer stating: *Translated from the English version which is the official version.*

Appendix A – Board Report



Title:

From:

Date:

Purpose of the report (please mark as many as applicable):

☐

For Information

☐

For Discussion

☐

For Decision