

REPORT TO CONVENTION OF THE 2020-2022

ZONTA INTERNATIONAL BYLAWS AND RESOLUTIONS COMMITTEE

The following are the relevant provisions of the current documents with the words to be deleted or substituted ~~crossed-out~~ on the left-hand side and the proposed wording with changes and/or additions underlined on the right-hand side. Page numbers in headings refer to the booklet "Governing Documents 2020."

Proposals are numbered, and proposals pertaining to the same issues are grouped together.

After adoption, the Zonta International Bylaws and Resolutions Committee will make editorial changes as needed.

Proposed amendments to the Bylaws of Zonta International

The following two amendments pertain to inclusion of a new membership category "Independent members."

1.(a) Article IV Members SECTION 1. Categories, p. 4.

Present Wording	Proposed Wording
SECTION 1. Categories. The membership of Zonta International shall consist of Zonta clubs in good standing and of the following individual members: international honorary members and past international presidents.	SECTION 1. Categories. The membership of Zonta International shall consist of Zonta clubs in good standing and of the following individual members: <u>independent members</u> , international honorary members and past international presidents.

Proposed by the Zonta International Board

Rationale: As is the case with most membership organizations, Zonta International's membership has continued to decline during the past years. Decline in membership has financial consequences for the organization. Increasing individualization in many parts of the world has led to a decreasing interest for memberships overall. Therefore, many organizations have abandoned a "one size fits all" type of membership and offer different options. Also, for Zonta, it is prudent to be flexible in membership options and have an alternative for club membership.

One way to attract new members for Zonta, including those who cannot or do not wish to participate in club meetings and other club activities, was a pilot project "Individual Membership Category" in the 2018-2020 and 2020-2022 biennia. These pilot projects established a membership category "Individual Membership", which permitted individuals to pay international dues to Zonta international and granted these individuals certain rights. During the 2018-2020 and 2020-2022 biennia Zonta has gained individuals of which some were former club members and some new members. Given the

current difficult situation while membership trend is declining, we should try to keep these members and add additional ones. These valuable members are individuals who want to be a part of Zonta without intensive club contacts or want to support Zonta. This membership category has potential which has not yet been fully used.

It is also proposed to change the name of individual members to independent members to reflect their independency from the Zonta clubs and separate them from the other individual membership categories of international honorary members and past international presidents.

If it is decided at the 2022 Convention not to continue with this new membership category, those members in the category may continue under the terms of the resolution of 2020 until they terminate their membership as resolved in 2020 through the acceptance of the resolution to continue the pilot program for the biennium 2020-2022.

Recommended for adoption by the Zonta International Board

1.(b) Article IV Members SECTION 3. Independent Members. (NEW)

Present Wording	Proposed Wording
	<p><u>SECTION 3. Independent Members. An independent member holds direct membership in Zonta International.</u></p> <p>(a) <u>Eligibility.</u> New members must:</p> <ol style="list-style-type: none"> 1. <u>Hold experience in a recognized business or profession.</u> 2. <u>Express a commitment to upholding the mission, objects, and vision of Zonta International.</u> 3. <u>Comply with the rules and policies of Zonta International.</u> <p>(b) <u>Rights.</u> An independent member may:</p> <ol style="list-style-type: none"> 1. <u>Participate, without voting rights, in Zonta International Convention, events, and programs.</u> 2. <u>Serve on international level committees of Zonta International.</u> <p>(c) <u>Termination.</u> Independent membership in Zonta International may be terminated by the Zonta International Board if the individual:</p> <ol style="list-style-type: none"> 1. <u>Fails to pay dues.</u> 2. <u>Has acted in a way to injure the good name of Zonta or to hamper its work.</u> 3. <u>Promotes interests in Zonta International's name that do not align with the mission and values of Zonta.</u> 4. <u>Fails to abide by these bylaws or Zonta's rules and policies.</u>

Proposed by the Zonta International Board

Rationale: If the proposal on the new membership category of independent members under Zonta International Bylaws Article IV Members SECTION 1. Categories. (Page 4 of the Governing Documents 2020 Booklet) is approved (see previous proposal 1.(a) above) the basis for such membership such as eligibility and rights of an independent member as well as termination of the membership, are needed to be described in the Bylaws of Zonta International. The membership of an independent member shall be directly with Zonta International and not through clubs.

The eligibility criteria regarding independent member's experience would be the same as is required in the Bylaws of Zonta International for a member of the club. Further, the basis for the membership shall be expressed commitment to upholding the mission, objects, and vision of Zonta International and compliance with the rules and policies of Zonta International.

The rights of an independent member shall include participation in the events of Zonta International, but an independent member shall have no voting right. This corresponds to the rights of the independent (then individual) members during the pilot projects "Individual Membership Category" in the 2018-2020 and 2020-2022 biennia. An independent member may also serve in the international committees of Zonta International as a member or chair.

The termination of the membership shall follow in case an independent member fails dues payment, has acted in a way injuring Zonta or hampering its work or if Zonta's interest have not been taken into account in actions in the name of Zonta International.

Recommended for adoption by the Zonta International Board

2. Article VI Officers and Directors SECTION 1. Officers (d) Duties (1) President. p. 8.

Present Wording	Proposed Wording
(1) President. The president shall be the chief executive officer and shall exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs . The president shall:	(1) President. The president shall be the chief executive officer and shall exercise a general supervision over the interests and welfare of Zonta International, its districts and <u>its members</u> . The president shall:

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: The change clarifies that all membership categories are included. This includes clubs, past international presidents, and international honorary members. It would also encompass additional membership categories, such as the independent members, as they may be approved.

Recommended for adoption by the Zonta International Board

3. Article IV, Members SECTION 2. Zonta Clubs (b) Diversity of Membership, p. 5.

Present Wording	Proposed Wording
<p>(b) Diversity of Membership. (1) Each club shall have members in a variety of classifications. (2) Clubs shall have a membership composition that is inclusive, diverse and reflective of the Objects of Zonta International.</p>	<p>(b) Diversity of Membership. Clubs shall have a membership composition that is inclusive <u>and</u> diverse.</p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: The current classification system is outdated and hard to use. Many occupations are not included in the system and many clubs have not kept their classification records up to date. Some club members have never been classified at all. If needed, a new field could be added to a club member's personal profile in the Zonta International directory, listing that person's occupation or position.

The willingness of club members "to actively support and implement the Objects of Zonta International" is referred to in Article XIV Clubs SECTION 2. Members (b)(2) page 25 and need not be repeated.

If this amendment is adopted all other provisions containing the words "classification(s)" or "classified" in our Governing Documents will be changed accordingly.

Recommended for adoption by the Zonta International Board

4. Article IV, Members SECTION 2. Zonta Clubs (c) Termination, p. 5.

Present Wording	Proposed Wording
<p>(c) Termination. Club membership in Zonta International may be terminated by the Zonta International Board if the club has failed to:</p> <ul style="list-style-type: none"> a. Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues, or b. Meet at least quarterly, or c. Function as a Zonta club. 	<p>(c) Termination. Club membership in Zonta International may be terminated by the Zonta International Board if the club has failed to:</p> <ul style="list-style-type: none"> a. Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues, or b. Function as a Zonta club.

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Meeting requirements are changeable due to a number of circumstances. Although it is recommended that clubs meet monthly, a club that has less frequent meetings might still be able to perform Zonta's work.

Recommended for adoption by the Zonta International Board

The following six amendments allow for electronic business meetings, including voting, when deemed necessary. These proposals should be considered as a set that go together. If item 5.(a) is not adopted, the remaining proposals in this section will not be considered. The proposals pertain only to the international and district levels, as no amendment is needed for the club level.

5.(a) Article VI. Business Meetings and Voting. NEW

Present Wording	Proposed Wording
	<p><u>SECTION 1. Business Meetings and Voting.</u></p> <p>(a) <u>Zonta International business including voting may be conducted and action may be taken (i) at a meeting in-person, (ii) through the use of mail or electronic ballot, or (iii) at a meeting through conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can simultaneously hear and communicate with each other. Participation in such meeting shall constitute attendance and in-person presence at the meeting of each person so participating.</u></p> <p>(b) <u>The written notice of the place, day and hour of official business meetings and the purpose or purposes shall be issued to voting members not less than 5 nor more than 60 days before the business meeting.</u></p> <p>(c) <u>The Zonta International Board shall in each case determine the means of meeting and voting based on the best interests of Zonta International as a whole.</u></p> <p><u>SECTION 2. Quorum.</u> <u>A majority of the voting members registered at convention, or participating in a business meeting, shall constitute a quorum. If a vote is taken by mail or electronic ballot, a majority of members eligible to vote shall constitute a quorum.</u></p> <p><u>SECTION 3. Voting Members.</u> <u>Voting members at the international level shall be members of the Zonta International Board, past international presidents, governors, and delegates from each club in good standing.</u></p> <p><u>(a) Clubs.</u></p> <p>(1) Each club of Zonta International shall be</p>

	<p><u>entitled to one delegate and alternate.</u></p> <p><u>(2) If the membership of any club, based upon the dues payment through 1 March, exceeds 30 members, the club shall be entitled to a second delegate and alternate.</u></p> <p><u>(3) If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate.</u></p> <p><u>(4) A delegate may carry the total votes to which the club is entitled.</u></p> <p><u>(5) A member of the Zonta International Board shall not be a club delegate or alternate.</u></p> <p><u>(b) Proxies.</u> Any club may be represented by proxy.</p> <p><u>(1) A club choosing to be represented by proxy shall be entitled to its votes by proxy.</u></p> <p><u>(2) A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.</u></p> <p><u>(3) A club with a delegate, who is the sole member of the club, shall be entitled to an emergency proxy to be carried by another club.</u></p>
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Proposed by the Zonta International Board

Rationale: The addition of this text acknowledges the modern way in which our members and leaders conduct business. With available technology, convening efficient and effective electronic meetings is possible, and at times preferable. The global pandemic in 2020 prevented an in-person convention and the Zonta International Board enacted emergency powers to make decisions on important Zonta business. This experience provided confidence that electronic voting could be used securely and easily by voting delegates. Any club could also be represented by a proxy in electronic voting.

The text also sets the basic guideline for how voting can happen outside of the formal structures of in-person business meetings and the convention.

The addition of this new Article should facilitate a greater participation of members in the Zonta democratic process. For example, out of Zonta International's global clubs (along with the Zonta International Board, Past International Presidents, and Governors) these were the in-person voting delegates at the two recent conventions:

- 2016 – 687 in-person delegates
- 2018 – 664 in-person delegates

By comparison, in 2020, when elections and voting were held via electronic means, there were 1,048 active voting delegates.

Section 3(a) and 3(b) were moved from Article X Convention SECTION 4. Convention Voting Members without changing the content.

Recommended for adoption by the Zonta International Board

5.(b) Article XIII Districts SECTION 11. Business Meetings and Voting, p. 22-23. (NEW TITLE)

Present Wording	Proposed Wording
<p>(a) District Conference. Each district shall hold at least one district conference per biennium on dates approved by the Zonta International president.</p> <p>(1) Purpose. The district conference shall be for the purpose of promoting the objects and programs of Zonta International and to conduct the business of the district.</p> <p>(2) Authority. The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.</p> <p>(3) Call to Conference. Notice of proposed changes affecting the district or Zonta International shall be sent to the president of each club within the district at least 60 days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.</p> <p>(4) Conference Voting Members. The voting members of the district conference shall be the governor, lieutenant governor, area directors, treasurer and the delegates of each club in good standing.</p> <p>(a) Clubs. Each club shall be entitled to one delegate and one alternate. If, as of the date specified by the district for the payment of district dues (Article XIII, Section 5), the membership of any club exceeds 30 members, the club shall be entitled to a second delegate and alternate. If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate. Delegates and alternates shall be elected by the club they represent. A delegate</p>	<p>(a) <u>Business Meetings and Voting.</u></p> <p>(1) <u>District business including voting may be conducted and action may be taken (i) at a meeting in-person, (ii) through the use of mail or electronic ballot, or (iii) at a meeting through conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can simultaneously hear and communicate with each other. Participation in such meeting shall constitute attendance and in-person presence at the meeting of each person so participating.</u></p> <p>(2) <u>The district board shall in each case determine the means of meeting and voting based on the best interests of the district.</u></p> <p>(b) <u>Quorum.</u> A majority of the voting members registered at <u>district conference or participating in a business meeting</u> shall constitute a quorum. <u>If a vote is taken by mail or electronic ballot, a majority of members eligible to vote shall constitute a quorum.</u></p> <p>(c) <u>Voting Members.</u> Voting members at the <u>district level</u> shall be governor, lieutenant governor, area directors, treasurer and the delegates of each club in good standing.</p> <p>(1) Clubs. Each club shall be entitled to one delegate and alternate.</p> <p>i. If, as of the date specified by the district for the payment of district dues (Article XIII, Section 5), the membership of any club exceeds 30 members, the club shall be entitled to a second delegate and alternate.</p> <p>ii. If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate.</p> <p>iii. A delegate may carry the total votes to which the club is entitled.</p>

<p>may carry more than one of the total votes to which the club is entitled. A member of the district board shall not be a club delegate or alternate.</p> <p>(b) Proxies. A club may be represented by proxy at a district conference. A club represented by proxy shall be entitled to its total votes by proxy. No club may be represented by proxy at more than two consecutive conferences. A club may carry the proxy votes from no more than two other clubs except that the total votes carried by one club may not exceed five.</p> <p>(5) Quorum. A majority of voting members registered at conference shall constitute a quorum.</p> <p>(b) Area Meetings. Each area shall hold at least one meeting or workshop annually to promote the objects and programs of Zonta International.</p> <p>(c) Emergency Proxies. A club with a delegate, who is the sole member of the club attending conference, shall be entitled to an emergency proxy to be carried by another club.</p>	<p>iv. A member of the district board shall not be a club delegate or alternate.</p> <p>(2) Proxies. Any club may be represented by proxy.</p> <p>i. A club <u>choosing</u> to be represented by proxy shall be entitled to its votes by proxy.</p> <p>ii. A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.</p> <p>iii. A club with a delegate, who is the sole member of the club <u>participating in a voting event,</u> shall be entitled to an emergency proxy to be carried by another club.</p> <p>iv. No club may be represented by proxy at more than two consecutive <u>voting events, i.e. conferences, mail or electronic ballots.</u></p> <p>(d) District Conference. Each district shall hold at least one district conference per biennium on dates approved by the Zonta International president.</p> <p>(1) Purpose. The district conference shall be for the purpose of promoting the objects and programs of Zonta International and to conduct the business of the district.</p> <p>(2) Authority. The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.</p> <p>(3) Call to Conference. Notice of proposed changes affecting the district or Zonta International shall be sent to the president of each club within the district at least 60 days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.</p> <p>(4) Mail Ballot. <u>In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the clubs in the district. Each club shall be entitled to vote in accordance with the procedure in Article XIII Section 11 (c). To take</u></p>
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	<p><u>action, an affirmative majority of the voting members voting shall be required, provided that more than fifty (50) percent of the district clubs respond within forty-five (45) days.</u></p> <p>(e) Area Meetings. Each area shall hold at least one meeting or workshop annually to promote the objects and programs of Zonta International.</p>
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Proposed by the Zonta International Board

Rationale: The adoption of a new Article on ‘Business Meetings and Voting’ at the international level would lead the way for a similar process at the district level. The addition of this text acknowledges the modern way in which members and leaders conduct business. With available technology, convening efficient and effective electronic meetings is possible, and at times preferable. During the 2020 – 2022 biennium a number of Districts held their District Conferences virtually and successfully completed important District business using electronic voting.

The text also sets the basic guideline for how voting can happen outside of the formal structures of district conferences. The text on emergency proxies is appropriately moved to the proxy section of text. Mail Ballot has been inserted here coming from the Rules of Procedures 4 District Voting. The changes also make it clear that any club could also be represented by a proxy in electronic voting.

Recommended for adoption by the Zonta International Board

5.(c) Article VI Officers and Directors SECTION 1. Officers, p. 7.

Present Wording	Proposed Wording
<p>(b) Election, Term of Office. Elected by ballot vote at convention, Zonta International officers shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served previously as an officer is eligible to serve in the same office again, except the treasurer/secretary who is eligible to serve two consecutive terms in that office. An officer who has served more than half a term shall be deemed to have served a term in that office.</p>	<p>(b) Election</p> <p>(1) <u>Election of officers shall take place no later than the day before the last day of convention or by 15 July of even numbered years.</u></p> <p>(2) <u>Election shall be by ballot vote.</u></p> <p>(3) <u>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.</u></p> <p>(c) Term of Office</p> <p>(1) Zonta International officers shall take office at the close of the convention <u>or, if no convention is held, 15 days after the announcement of the election result.</u></p> <p>(2) The term of office shall be two years or</p>

	<p>until a successor takes office.</p> <p>(3) No member who has served previously as an officer is eligible to serve in the same office again, except the treasurer/secretary who is eligible to serve two consecutive terms in that office.</p> <p>(4) An officer who has served more than half a term shall be deemed to have served a term in that office.</p>
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Proposed by the Zonta International Board

Rationale: The proposed text moves the description of how Zonta International Officers are elected from Article X Convention to the Bylaws Article VI Officers and Directors that contains all the other information related to Officers. This is more logical and allows elections to be held in advance of or at a Zonta International Convention.

Recommended for adoption by the Zonta International Board

5.(d) Article VI Officers and Directors SECTION 2. Directors, p. 9.

Proposal 7 also addresses term of office. If that proposal is adopted, it would amend the text presented here in (c) (3) to allow for a second term.

Present Wording	Proposed Wording
<p>(b) Election, Term of Office.</p> <p>(1) At convention, seven directors of Zonta International shall be elected by ballot vote.</p> <p>(2) Each director shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served a term previously as a director is eligible to serve in the same office again. A director who has served more than half a term shall be deemed to have served a term in that office.</p>	<p>(b) Election</p> <p>(1) Seven directors of Zonta International shall be elected by ballot vote.</p> <p>(2) <u>Election of directors shall take place no later than the day before the last day of convention or, by 15 July of even numbered years.</u></p> <p>(3) <u>Election shall be by ballot vote.</u></p> <p>(4) <u>Directors shall be elected by plurality vote.</u></p> <p><u>(c)Term of Office.</u></p> <p>(1) Each director shall take office at the close of the convention <u>or, if no convention is held, 15 days after the announcement of the election results.</u></p> <p>(2) The term of office shall be two years or until a successor takes office.</p> <p>(3) No member who has served a term previously as a director is eligible to serve in the same office again.</p> <p>(4) A director who has served more than half a term shall be deemed to have served a term in that office.</p>

Proposed by the Zonta International Board

Rationale: The proposed text moves the description of how Zonta International Directors are elected from Article X Convention to the Bylaws Article VI Officers and Directors that contains all the other information related to Directors. This is more logical and allows elections to be held in advance of or at a Zonta International Convention.

Recommended for adoption by the Zonta International Board

5.(e) Article XI Zonta International Nominating Committee SECTION 3. Election (NEW) and SECTION 4. Term, p. 14.

Present Wording	Proposed Wording
<p>SECTION 3. Term (a) The term for the members of the Zonta International Nominating Committee shall be two years, beginning at the close of the convention at which they were elected and ending at the close of the convention at which their successors are elected and ending at the close of the convention at which their successors are elected</p>	<p>SECTION 3. Election. (a) <u>Election shall take place no later than the day before the last day of convention or, by 15 July of even numbered years.</u> (b) <u>Election shall be by ballot vote.</u> (c) <u>The members of the Nominating Committee shall be elected by plurality vote.</u></p> <p>SECTION 4. Term (a) The term for the members of the Zonta International Nominating Committee shall be two years, beginning <u>immediately after the announcement of election results</u> and ending <u>when their successors are elected.</u></p>

Proposed by the Zonta International Board

Rationale: The proposed text moves the description of how International Nominating Committee members are elected from Article X Convention to the Bylaws Article XI that contains all the other information related to the International Nominating Committee. This not only makes logical sense, but it makes way for elections to be held in advance of or at a Zonta International Convention.

Recommended for adoption by the Zonta International Board

5.(f) Article X. Convention. SECTIONS 1, 3, 4, 5 and 6, p. 12-13.

Present Wording	Proposed Wording
<p>SECTION 1. Purpose. Zonta International shall hold a biennial convention to present an informative, motivational and educational program; determine the policies of Zonta International; elect the Zonta International officers and directors and members of the Nominating Committee; receive reports; vote on proposed amendments to the bylaws; vote on dues and fees; vote on resolutions and goals that establish the international service</p>	<p>SECTION 1. Purpose. Zonta International shall hold a biennial convention to present an informative, motivational, and educational program; <u>and</u> receive reports. <u>The Zonta International Board shall determine business of the convention, which may include elections, voting</u> on proposed amendments to the bylaws; on dues and fees; on resolutions and goals that establish the international service projects and programs; and for any other</p>

projects and programs; and for any other business that may properly come before the convention assembly.

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

SECTION 3. Call. The official Call to Convention shall be ~~published and posted on the Zonta International website at least 90 days before the convention.~~

SECTION 4. Convention Voting Members. ~~Voting members to convention shall be members of the Zonta International Board, past international presidents, governors and delegates from each club in good standing.~~

(a) **Clubs.** ~~Each club of Zonta International shall be entitled to one delegate and alternate. If the membership of any club, based upon the dues payment through 1 March, exceeds 30 members, the club shall be entitled to a second delegate and alternate. If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate. A delegate may carry the total votes to which the club is entitled. A member of the Zonta International Board shall not be a club delegate or alternate.~~

(b) **Proxies.** ~~Any club unable to send a delegate to convention may be represented by proxy. A club choosing to be represented by proxy shall be entitled to its votes by proxy. A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.~~

(c) **Emergency Proxies.** ~~A club with a delegate, who is the sole member of the club attending convention, shall be entitled to an emergency proxy to be carried by another club.~~

SECTION 5. Quorum. ~~A majority of the voting members registered at convention shall constitute a quorum.~~

SECTION 6. Election.

(a) ~~Election of Zonta International officers,~~

business that may properly come before the convention assembly.

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

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

SECTION 4. Notice of Business Meeting. The written notice of the place, day and hour of official business meetings and the purpose or purposes shall be issued to voting members not less than 5 nor more than 60 days before the convention. This will detail when voting takes place.

<p>directors and members of the Zonta International Nominating Committee shall take place no later than the day before the last day of convention. Election shall be by ballot vote.</p> <p>(b) A majority vote 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.</p> <p>(c) The Zonta International directors and the members of the Zonta International Nominating Committee shall be elected by plurality vote.</p>	
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Proposed by the Zonta International Board

Rationale: This Article was reviewed with the Zonta International attorney.

The proposal first clarifies the Zonta International Board’s role related to convention business.

It was identified that the ‘Call to Convention’ should be provided to members as soon as practical and is not necessarily tied to the distribution of materials which is defined elsewhere in the bylaws. The current practice is that the “Call to Convention” appears in *The Zontian* magazine. The program and information for voting matters (slate of candidates, proposed bylaws amendments, biennial goals, etc.) are issued in the months prior to convention.

SECTION 4. Notice of Business Meeting is being added under the direction of the attorney to comply with the Illinois General Not For Profit Corporation Act of 1986 (the statute that rules Zonta International as an Illinois corporation) which dictates that “Written notice [of members’ meetings] stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 nor more than 60 days before the date of the meeting” (805 ILCS 105/107.15.).

This means that between 5 and 60 days prior to convention the Zonta International Board must issue a notice to the members of the specific times that the business sessions will be held when voting will take place during the convention. Today, Zonta International Bylaws text does not meet this statute. The proposed amendment needs to be passed to be in compliance with the Illinois law where Zonta International is incorporated.

Additionally, if amendments put forward in the above proposals (5.(a), 5.(b), 5.(c), 5.(d), and 5.(e)) are adopted, the text related to voting is no longer needed in this article.

Recommended for adoption by the Zonta International Board

The following three amendments pertain to a change of the words *Chairman and Vice Chairman* in all Governing Documents. 6.(b) and 6.(c) will be considered only if 6.(a) is not adopted.

6.(a) Article VI Officers and Directors, SECTION 1. (d) Duties (3) President-Elect, p. 8.

Present Wording	Proposed Wording
<p>(1) President-Elect. The president-elect shall serve for a term of two years and at the close of the convention held two years after the election, shall automatically become president. The president-elect shall perform such duties as assigned by the president, and shall have authority to make plans for the next biennium, including appointing and meeting with appropriate incoming standing committee chairmen to develop the Zonta International program goals to be presented to the convention for approval, and selecting a professional parliamentarian to serve during the next biennium...</p>	<p>(1) President-Elect. The president-elect shall serve for a term of two years and at the close of the convention held two years after the election, shall automatically become president. The president-elect shall perform such duties as assigned by the president and shall have authority to make plans for the next biennium, including appointing and meeting with appropriate incoming standing committee <u>chairs</u> to develop the Zonta International program goals to be presented to the convention for approval, and selecting a professional parliamentarian to serve during the next biennium...</p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Traditionally, the word “chairman” was used irrespective of whether the person was a woman or man. Over the last few decades, many organizations have tried to avoid the use of “chairman” to be more inclusive and gender sensitive. Following this trend, the word “chair” is now included in authoritative dictionaries as a term for the person heading a committee or organization or chairing a meeting. Gender-neutral and gender-specific titles are just one of many ways that organizations can signal their commitment to gender equality. Accordingly, as one of the world’s leading organizations empowering women, Zonta International should use gender-neutral titles.

If this amendment is adopted all other provisions containing the words “chairman” or “vice chairman” in the Governing Documents will be changed appropriately.

Recommended for adoption by the Zonta International Board

6.(b) Delete all masculine references to heads of committees

Proposed by: District 2

Proposal: That the International Bylaws (English version) be amended to delete all masculine references to heads of committees including but not limited to “Chairman/Chairmen” and replaced with the term(s) “Chairperson/Chairpersons” or in the alternative “Chair(s)”.

Rationale: The mission of Zonta International includes “to improve the legal, political, economic, educational, health and professional status of women at the global and local level through service

and advocacy.” (Article II, Objects, Bylaws of Zonta International) As such, it is important that Zonta International recognize and address all aspects of implicit bias including gender based implicit bias. Implicit bias is defined as implicit (as opposed to explicit) attitudes and stereotypes that operate automatically, without awareness, intent, or conscious control, and can operate in all individuals.¹ The use of the term(s) “chairman/chairmen” to refer to both male and female genders is an example of implicit bias. Since the 1970s the women’s rights movement has challenged the use of masculine nouns/pronouns as generic terms and has promoted the use of gender-neutral language. Using gender-neutral language in speaking and writing addresses implicit bias and seeks to address and alleviate gender stereotypes. The organization UN Women (affiliated with the United Nations) has recognized this long-standing issue and has developed gender-inclusive language guidelines (English) that, in part, specifically promote the use of the terms Chair or Chairperson as acceptable alternatives to gender specific terminology. As a partner with UN Women Zonta International should adopt similar guidelines, starting with modifications to terminology within the organization’s International Bylaws. By adopting this proposed bylaw, Zonta International sends a message, consistent with its’ mission that implicit bias is unacceptable in any form.

¹ Casey, P., Warren, R., Cheeseman, F. & Elek, J, Addressing Implicit bias: Resources for Education (2012).

Not Recommended by the Zonta International Board

Rationale from Zonta International Board: Zonta International is indeed committed to become gender neutral, and already in 2020 amended Bylaw Article XIV SECTION 2. (b) (1) to reference members as individuals instead of men and women. The request to specify one’s gender in the new member form and its recording in the database have been eliminated.

In 2022 the International Bylaws and Resolutions Committee specifically proposed amendment 6.(a) in the aim to make governing documents gender neutral, adopting “chair” instead of “chairman”, and this amendment was recommended by the Board.

The proposal 6.(b) by District 2 is not specific as it leaves a choice for the replacement between Chairperson and Chair, without indicating how the final decision for a unique wording should be taken. The glossary in the Governing Documents also recommends that the word chairperson should not be used unless the organization’s bylaws specify this term.

6.(c) Change identity of Committee Leadership throughout the governing documents, including ZI Bylaws

Proposed by: District 9

Rationale: Zonta is a leading international organization whose mission is to improve the status of women.

There are several internationally recognized sources of parliamentary authority. Zonta has chosen and designates Robert’s Rules of Order Newly Revised (Robert’s) as its parliamentary resource as long as it is consistent with Zonta bylaws and policies. Robert’s refers to assembly leaders as “chairman/men” and “he” by referral throughout, in fact, in numerous instances. This extensive use of reference to men (or women) reflects a leadership distinction between the sexes. Having this distinction imbedded within the governing documents is inconsistent with the objectives of Zonta.

This distinction was eliminated when Zonta adopted a policy that it shall be gender neutral. Thus, in 2020 Zonta amended its bylaw Article XIV, Section 2. (b) (1) to reference classified members not as “men and women” but as “individuals.” We have designated a parliamentary authority that reflects a distinction that is inconsistent with Zonta’s policy of gender neutrality.

Robert’s Rules of Order Newly Revised, 12th edition (RONR-12ed), Section 3.9 states: “Several variations of this form-such as “chairperson” or “chair”- are frequently encountered, however, and may be in use as a general practice in particular assemblies.” Even should Robert’s imply a recognition of the office as “chair” and the person as “chairman,” Robert’s is still vague and ambiguous on this point, expresses a clear distinction of male vs. female leadership, and is inconsistent with our bylaws. Therefore, Zonta is not required to follow Robert's and should follow its own gender-neutral policy and amend its bylaws and related governing documents to a gender-neutral term indicating assembly leadership.

Not recommended by the Zonta International Board

Rationale from Zonta International Board: Zonta International is indeed committed to become gender neutral, and already in 2020 amended Bylaw article XIV Section 2. (b) (1) to reference members as individuals instead of men and women. The request to specify one’s gender in the new member form and its recording in the database have been eliminated.

In 2022 the International Bylaws and Resolutions Committee specifically proposed amendment 6a in the aim to make governing documents gender neutral, adopting “chair” instead of “chairman”, and this amendment was recommended by the Board.

The proposal 6c by District 9 is not specific, since it does not indicate a gender-neutral term for the replacement, neither how the gender-neutral term should be selected.

7. Article VI Officers and Directors SECTION 2. Directors (b) Election, Term of Office, p. 9.

Adoption of proposal 7 would amend proposal 5d (if adopted) and allow for a second term.

Present Wording	Proposed Wording
Each director shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served a term previously as a director is eligible to serve in the same office again. A director who has served more than half a term shall be deemed to have served a term in that office.	Each director shall take office at the close of convention. The term of office shall be two years or until a successor takes office. <u>A director is eligible to be elected to two consecutive terms in the office.</u> A director who has served more than half a term shall be deemed to have served a term in that office.

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: There is a need for continuity in the Zonta International Board. Every biennium there is a risk that ten of the eleven board members will be serving on the board for the first time. It takes several months for a new Board member to be fully comfortable and effective in the position. The Bylaws and Resolutions Committee therefore proposes that directors be eligible for reelection once. The Nominating procedure will follow normal procedures.

Recommended for adoption by the Zonta International Board

8. Amending requirement of 90 days’ notice time to 60 days

For consistency the following articles will be changed to require 60 days instead of 90 days:

- Article XI ZI Nominating Committee SECTION 5. Duties (a) page 14
- Article XII Committees SECTION 5. Finance Committee (c) page 16
- Article XIII Districts SECTION 2. How Established (a) page 18
- Article XVII Resolutions SECTION 5. 90-Day Notice Requirement page 34
- Article XIX Amendments to Bylaws SECTION 1. Amendment (d) page 35

Proposed by the Zonta International Board

Rationale: Previously, the date members expected documents to be placed into the mail was 90 days pre-convention. This allowed time for the postal system to deliver documents to the club presidents and Zonta International leadership in all 63 countries.

Today, documents are placed on www.zonta.org and all Zontians have access to the information in real-time and can use modern technology to translate. Additionally, members are no longer limited to in-person meetings to discuss the materials, but they can convene and discuss electronically as it suits the members.

Moving these dates to 60-days allows the organization to be more agile and responsive to the needs of the organization and in turn better serve the members.

It should also be noted that in the State of Illinois there is no legal requirement guiding the date for distribution of documents; however, it is essential that Zonta’s voting members are well informed.

Recommended for adoption by the Zonta International Board

The following articles pertain to changes to the number of standing committees in the Bylaws. If item 9.(a) is adopted, 9.(c) will not be discussed.

9.(a) Article XII Committees SECTIONS 4-15, p. 16-17.

Present Wording	Proposed Wording
<p>SECTION 4. Convention Committee. It shall function in accordance with the fiscal and operation manual guidelines approved by the Zonta International Board.</p> <p>...</p> <p>SECTION 6. Membership Committee. It shall promote continuing membership growth and encourage and supervise the organization of new clubs. Biennially, the committee shall review classifications and submit recommendations to the Zonta International Board.</p>	

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

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

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

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

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

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

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

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

<p>annual Zonta International Jane M. Klausman Women in Business Scholarships.</p> <p>SECTION 15. Young Women in Public Affairs Award Committee. From submissions put forward by districts, this committee shall select and recommend to the Zonta International Board candidates for the annual Zonta International Young Women in Public Affairs Awards.</p>	
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Proposed by the Zonta International Board

Rationale: Zonta International has today 13 international level standing committees listed in the Bylaws. Pursuant to SECTION 2 of Article XII of the Bylaws, chairmen and members of Zonta International standing committees shall be appointed for the next biennium by the president-elect with the approval of the Zonta International Board.

As an offset of the work being conducted under resolution 2 'Conducting an overall review of Zonta International' and the charge from the membership to look at governing structures and operational framework, it has been determined that having 13 standing committees requires too much for the international level and the district level. Additionally, as Zonta prepares to meet the needs of the future, some other committees may be needed. This change would give the president-elect more flexibility in appointing committees required for different biennial needs.

Additionally, it has been noted by the attorney of Zonta that the recent trend in membership organizations has been to remove references to the standing committees from the bylaws to create more flexibility to the governance of the organizations. The attorney of Zonta has made an oral recommendation also to Zonta International to streamline its current Bylaws by removing the references to the standing committees within the next revision of the Bylaws.

This proposal would not remove the Bylaws and Resolutions Committee or the Finance Committee. These would remain as standing committees. This also would not affect the Zonta International Nominating Committee.

The standing committees of Zonta International on the international level of the organization are defined and described in the Zonta International Manual. The removal of the references to the standing committees in the Bylaws would make the Bylaws simpler and the recommendation is that the general description remains in the International Manual.

It is recommended that proposed biennium committees would be communicated to the governors at their orientation session and in the pre-Convention mailing so the districts are well informed prior to the start of the biennium.

Recommended for adoption by the Zonta International Board

9.(b) Article XII Committees SECTION 5. Finance Committee, p. 16.

Present Wording	Proposed Wording
<p>SECTION 5. Finance Committee. The committee shall include, but not be limited to, the Zonta International president, the Zonta International president-elect, the Zonta International treasurer/secretary, the Zonta International Finance Committee chairman and the designated Zonta International Finance Committee chairman for the following biennium. It shall:</p> <p>(a) Review the monthly financial reports of Zonta International.</p> <p>(b) Provide for the annual audit of the books of Zonta International by certified or chartered public accountants, and shall have sent to district board members and club presidents a copy of the annual audit approved by the Zonta International Board. For purposes of the audit, the books shall be closed on 31 May.</p> <p>(c) Prepare and submit to the Zonta International Board for the next biennium a proposed budget including recommendation on per capita dues. This information shall be sent to the clubs and districts at least 90 days prior to convention.</p> <p>(d) Report at convention on the financial position of Zonta International. Such report shall include, but not be limited to, an unaudited Statement of Financial Position as of the end of the month not more than two months prior to 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.</p>	<p>SECTION 5. Finance Committee. The purpose of the Finance Committee is to assist the Board in the discharge of its fiduciary / stewardship responsibilities. It shall:</p> <p>(a) <u>Provide oversight for monthly financial statements, budget, financial policies, and internal controls.</u></p> <p>(b) <u>Provide oversight of the annual audit, including selection of the audit firm and reporting on any performance concerns to the Zonta International Board.</u></p> <p>(c) <u>Provide oversight for financial risk management</u></p> <p>(d) <u>Provide an annual report of financial position and activity to members.</u></p>

Proposed by the Zonta International Board

Rationale: The proposed text simplifies the description of the Finance Committee’s duties while still documenting the critical responsibilities. Zonta International and the Foundation now has a Finance and Audit Manual that details the duties of the committee and the organization’s financial practices. This manual is available to all members on www.zonta.org.

Recommended for adoption by the Zonta International Board

9.(c) Article XII Committees, SECTION 12. Z Club and Golden Z Club Committee, p. 17.

Present Wording	Proposed Wording
It shall provide resources and information to encourage the formation of Z clubs and Golden Z clubs and provide ongoing support.	It shall provide resources and information to encourage the formation of Z clubs, <u>Junior Z clubs</u> , and Golden Z clubs, and provide ongoing support.

Proposed by District 9

Rationale: Junior Z club members will be sub-teens generally between the ages of 11 – 14 years old, in intermediate or middle schools. Supporting community and international service projects is one way for Junior Z members to become well educated individuals with positive self-esteem. Junior Z members can be mentored by the local Z/Golden Z Club members as they collaborate on service and advocacy projects. Zonta Club members provide resources and information, which encourage service to the school and community, and an international awareness among Junior Z members. Association early in the Zonta mission creates a lifetime of empowerment, beginning at a critical age. Not only do Junior Z club members represent future members of Zonta, but their service and advocacy give[s] credibility to the Zonta mission. This will result in increased awareness and membership. Future leaders building a better future through service and advocacy: Adding mentoring to the possible activities of Golden Z and Z Clubs will enhance opportunities for youth taking responsibility for training/encouraging other youth and setting examples for service and advocacy. One example is the Vista Grande High School Z Club in District 9, Area 5, is already working with a sanctioned (non-Zonta) school club in this category. They have approximately 20 members and have a list of girls from lower grades waiting to join. An additional example is our “Let Us Learn Madagascar” 2020-2022 international project which includes 88 children’s clubs that were established to promote children’s rights in lower secondary schools. This reinforces the value of clubs at an earlier age. The current goals in the Z/Golden Z Club Manual fits exactly with the proposed goals for Junior Z club participants. By adding the Junior Z club to the current By Laws and the Z/Golden Z Club manual, it does not change the intent or language already accepted. The one addition which should be added to the Z/Golden Z Club manual would be: Service projects in middle school, though similar in nature to examples in the manual, need to be age appropriate.

Not recommended for adoption by the Zonta International Board

Rationale from Zonta International Board: The Zonta International Board acknowledges the need to increase awareness of our service and advocacy projects and support young women to increase their self-esteem and achieve their full potential. However, the Board considers that, given limited time and resources available at local and international levels, we should focus on existing service projects, including increasing our engagement with Z Clubs and Golden Z Clubs. There are significant opportunities for more clubs to support these initiatives which could lead to future members, rather than creating new projects for clubs.

Additionally, different countries have different legal and insurance systems to protect both the sub-teens and the adults working with them. All clubs engaging in such a project would need to assure Zonta International that they are working under, and complying with, laws applicable to their countries/jurisdictions. Considerable time and resources would be required at both club and Zonta International level to set up a system to cover this.

9.(d) Article XIV Clubs, SECTION 10. Z Club and Golden Z Club Committee, p. 29.

Present Wording	Proposed Wording
<p>(a) Z clubs and Golden Z clubs are service programs formed and sponsored by a Zonta club. Guidelines are in the Zonta International Z Club and Golden Z Club Manual. (b) The sponsoring Zonta club shall pay a charter fee and an annual renewal fee in US dollars. The renewal fee shall be used toward the administration of the Z Club program of Zonta International.</p>	<p>a) Z clubs, <u>Junior Z clubs</u>, and Golden Z clubs are service programs formed and sponsored by a Zonta club. Guidelines are in the Zonta International Z Club, <u>Junior Z clubs</u>, and Golden Z Club Manual. (b) The sponsoring Zonta club shall pay a charter fee and an annual renewal fee in US dollars. The renewal fee shall be used toward the administration of the Z Club program of Zonta International. <u>(c) Junior Z Club will operate under the auspices of the school where it is formed and functions. Privacy and Insurance Liability would be covered under the school policies and guidelines.</u></p>

Proposed by District 9

Rationale: Junior Z club members will be sub-teens generally between the ages of 11 – 14 years old, in intermediate or middle schools. Supporting community and international service projects is one way for Junior Z members to become well educated individuals with positive self-esteem. Junior Z members can be mentored by the local Z/Golden Z Club members as they collaborate on service and advocacy projects. Zonta Club members provide resources and information, which encourage service to the school and community, and an international awareness among Junior Z members. Association early in the Zonta mission creates a lifetime of empowerment, beginning at a critical age. Not only do Junior Z club members represent future members of Zonta, but their service and advocacy give[s] credibility to the Zonta mission. This will result in increased awareness and membership. Future leaders building a better future through service and advocacy: Adding mentoring to the possible activities of Golden Z and Z Clubs will enhance opportunities for youth taking responsibility for training/encouraging other youth and setting examples for service and advocacy. One example is the Vista Grande High School Z Club in District 9, Area 5, is already working with a sanctioned (non-Zonta) school club in this category. They have approximately 20 members and have a list of girls from lower grades waiting to join. An additional example is our “Let Us Learn Madagascar” 2020-2022 international project which includes 88 children’s clubs that were established to promote children’s rights in lower secondary schools. This reinforces the value of clubs at an earlier age. The current goals in the Z/Golden Z Club Manual fits exactly with the proposed goals for Junior Z club participants. By adding the Junior Z club to the current By Laws and the Z/Golden Z Club manual, it does not change the intent or language already accepted. The one addition which should be added to the Z/Golden Z Club manual would be: Service projects in middle school, though similar in nature to examples in the manual, need to be age appropriate.

Not recommended for adoption by the Zonta International Board

Rationale from Zonta International Board: The Zonta International Board acknowledges the need to increase awareness of our service and advocacy projects and support young women to increase their self-esteem and achieve their full potential. However, the Board considers that, given limited time and resources available at local and international levels, we should focus on existing service projects, including increasing our engagement with Z Clubs and Golden Z Clubs. There are significant opportunities for more clubs to support these initiatives which could lead to future members, rather than creating new projects for clubs.

Additionally, different countries have different legal and insurance systems to protect both the sub-teens and the adults working with them. All clubs engaging in such a project would need to assure Zonta International that they are working under, and complying with, laws applicable to their countries/jurisdictions. Clubs would also need to work closely with the schools to ensure that all privacy, insurance liability and safeguarding requirements are in place. Considerable time and resources would be required at both club and Zonta International level to set up a system to cover this.

The following two amendments pertain to e-clubs. If item 10.(a) is adopted, item 10.(b) will not be presented but changed for consistency.

10.(a) Article XIII SECTION 1. Definition and Purpose, p. 17.

Present Wording	Proposed Wording
SECTION 1. Definition and Purpose. A district comprises a number of Zonta clubs within a geographical territory or territories, as determined by the Zonta International Board. In addition, the Zonta International Board may assign an e-club to any district without regard to the geographical boundaries of that district.	SECTION 1. Definition and Purpose. A district <u>is a group</u> of Zonta clubs within a geographical territory or territories, as determined by the Zonta International Board.

Proposed by the Zonta International Board

Rationale: In the post-COVID world, Zonta clubs meet in a variety of ways and the lines between a regular club and an e-club that meets electronically has become blurred. It is recommended that because of this, the term e-club should be phased out. Currently, there are 19 e-clubs in the Zonta network and Headquarters would help the e-clubs with logo changes and other updates.

Recommended for adoption by the Zonta International Board

10.(b) Article XIII Districts SECTION 3. Members, p. 18.

Present Wording	Proposed Wording
SECTION 3. Members. Each Zonta club within the established boundaries of a district, and each assigned e-club, shall be a member of that district.	SECTION 3. Members. Each Zonta club within the established boundaries of a district shall be a member of that district.

Proposed by the Zonta International Board

Rationale: In the post-COVID world, Zonta clubs meet in a variety of ways and the lines between a regular club and an e-club that meets electronically has become blurred. It is recommended that because of this, the term e-club should be phased out. Currently, there are 19 e-clubs in the Zonta network and Headquarters would help the e-clubs with logo changes and other updates. Clubs are assigned to the district and area through the club charter process.

Recommended for adoption by the Zonta International Board

11. Article XIII Districts SECTION 2. How Established (a), p. 18.

Present Wording	Proposed Wording
SECTION 2. How Established. The Zonta International Board shall have authority to create districts and to establish their boundaries.... ...Districts shall be named in numerical order.	SECTION 2. How Established. The Zonta International Board shall have authority to create districts and to establish their boundaries...

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Detailed information on how to name districts is procedural and not needed in the Bylaws of Zonta International.

Recommended for adoption by the Zonta International Board

12. Article XIII Districts SECTION 6. (c) Term of Office, p. 19.

Present Wording	Proposed Wording
Term of Office Officers shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served previously as an officer is eligible to serve in the same office again except (1) the treasurer who is eligible to serve two terms in that office; and (2) an area director who is eligible to serve again four years after the completion of the area director's first term in that office. An officer who has served more than half a term is considered to have served a full term in that office.	Term of Office. Officers shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served previously as an elected officer is eligible to serve in the same office again except <u>that the treasurer and the area directors are eligible to be elected to a second term which may be either consecutive or not.</u> An officer who has served more than half a term is considered to have served a full term in that office.

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: The current bylaw allows treasurers to serve a second consecutive term, and area directors to serve a second term after an intermission of four years. The proposal allows treasurers and area directors to serve a second term either consecutive or not.

Recommended for adoption by the Zonta International Board

13. Article XIII Districts SECTION 7. Duties of Officers and SECTION 8. Vice Area Directors, p. 19-20.

Present Wording	Proposed Wording
(a) Governor. The governor shall administer the affairs of the district. The Zonta International president, headquarters office and the lieutenant governor shall be kept informed about district matters.	(a) Governor. The governor <u>presides at district board meetings and shall attend area meetings; supervise the preparation of the district budget and shall authorize expenses in accordance with the approved budget;</u>

~~The governor shall work with the district board and host club in planning the district conference program, shall issue the Call to Conference at least 60 days before the conference and shall preside at the district meeting.~~

~~The governor or the governor's designee shall attend area meetings. The governor shall supervise the preparation of the district budget and shall authorize expenses in accordance with the approved budget.~~

~~The governor shall appoint a Bylaws and Resolutions Committee, a Membership Committee, a Service Committee and an Advocacy Committee, each with a chairman and such other members as the governor deems appropriate. The governor may make other appointments as appropriate to implement the programs of Zonta International.~~

(b) **Lieutenant Governor.** The lieutenant governor shall perform such duties as assigned by the governor and in the absence or inability of the governor to perform the official duties within the district, the lieutenant governor shall perform such duties of the governor. ~~The lieutenant governor shall be chairman of the District Membership Committee.~~

(c) **Area Directors.** Each area director shall attend district conferences, plan area meetings, visit clubs, and act as liaison between the clubs and the district board.

(d) **Treasurer.** The treasurer shall be responsible for the funds of the district and shall administer them in accordance with the approved district budget. ~~The treasurer shall make reports to the district board and to the conference. The treasurer shall prepare a biennial district budget, under the supervision of the governor, to be reviewed by the district board and presented at the conference for approval. No later than 45 days after the term of office ends, the treasurer shall transfer all records to the~~

appoint committees; supervise the formation of new clubs; plan the district conference program and preside at the district meeting; and keep the Zonta International President, headquarters office, lieutenant governor and clubs informed about district matters.

(b) **Lieutenant Governor.** The lieutenant governor shall perform such duties as assigned by the governor, and in the absence or inability of the governor to perform the official duties within the district, the lieutenant governor shall perform such duties of the governor.

(c) **Area Directors.** Each area director shall attend district conferences, plan area meetings, visit clubs, and act as liaison between the clubs and the district board.

(d) **Treasurer.** The treasurer shall be responsible for the funds of the district and shall administer them in accordance with the approved district budget and make reports to the district board and to the conference. The treasurer shall prepare a biennial district budget, under the supervision of the governor, to be reviewed by the district board and presented at the conference for approval. No later than 45 days after the term of office ends, the treasurer shall transfer all records to the successor. At all times, the treasurer's books shall be open to inspection by the district board and by any auditors named by the district board.

(e) **Secretary.** The secretary shall maintain records of the district. If a district conference adopts proposals to amend the Zonta International Bylaws, the secretary shall send such adopted proposals to the Zonta International Bylaws and Resolutions Committee within 30 days after conference.

SECTION 8. Vice Area Director. At the option of the district, a vice area director may be elected to assist the area director in the performance of area duties. An elected vice area director shall meet the same prerequisites as the area director. In the absence or inability

<p>successor. At all times, the treasurer's books shall be open to inspection by the district board and by any auditors named by the district board.</p> <p>(e) Secretary. The secretary shall maintain records of the district. Within 60 days after each conference, the secretary shall send a conference report to district clubs and to Zonta International headquarters signed by the governor and the secretary. If proposals to amend the Zonta International Bylaws are adopted by a conference, the secretary shall send such proposals to the Zonta International Bylaws and Resolutions Committee within 30 days after conference.</p> <p>SECTION 8. Vice Area Director. At the option of the district, a vice area director may be elected to assist the area director in the performance of area duties. An elected vice area director shall meet the same qualifications as the area director. In the absence or inability of the area director to serve, the vice area director shall perform the duties of the area director and shall be entitled to a vote on the district board or at a conference. The district shall determine additional rights and responsibilities of the vice area director.</p>	<p>of the area director to serve, the vice area director shall perform the duties of the area director and shall be entitled to a vote on the district board or at a conference. The district shall determine additional rights and responsibilities of the vice area director.</p>
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: This updated text for the Governor aligns with the new district bylaws template and simplifies this section. Additional detailed duties of the Governor are better placed in the District Manual. As there is no requirement in the Bylaws of Zonta International to have a District Membership Committee, there cannot be a reference to a responsibility for this.

The secretary's duties are changed to give more freedom for district decisions.

The word qualifications have earlier been changed to prerequisites, which is now reflected also in this article.

Recommended for adoption by the Zonta International Board

14. Article XIII Districts SECTION 13. Nominating Committee (a) How constituted, p. 23.

Present Wording	Proposed Wording
<p>(a) How Constituted. At the conference at which district officers are elected, a district Nominating Committee of three members shall be elected by plurality vote. No member of the committee shall be eligible for nomination at the district level of Zonta International while serving on the committee.</p>	<p>(a) How Constituted. At the conference at which district officers are elected, a district Nominating Committee of three members shall be elected by plurality vote. <u>The member receiving the highest number of votes shall be the chairman of the committee.</u> No member of the committee shall be eligible for nomination at the district level of Zonta International while serving on the committee.</p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: This clarification simplifies for districts to find the information how to select the committee chairman and reflects the process in most districts.

Recommended for adoption by the Zonta International Board

15. Article XIII Districts SECTION 13. Nominating Committee (e) Duties, p. 24.

Present Wording	Proposed Wording
<p>Duties. It shall be the duty of the Nominating Committee to:</p> <p>District</p> <p>(1) Provide the official slate and qualifications of each candidate for publication at least 60 days before the district conference.</p> <p>(2) Nominate one or more qualified candidates for each office to be filled at the next election of district officers.</p> <p>(3) Nominate at least five candidates for the district Nominating Committee.</p> <p>(4) Report at the conference. Additional nominations may be made from the floor provided the nominee is qualified. No member shall be proposed without that member's consent to serve if elected.</p> <p>Zonta International</p> <p>Work with the Zonta International Nominating Committee to recruit qualified Zontians for Zonta International officers, directors and Nominating Committee.</p>	<p>Duties. <u>The District Nominating Committee shall provide the official slate of candidates for election and shall work with the Zonta International Nominating Committee to recruit qualified club members for Zonta International officers, directors and Nominating Committee. Additional nominations may be made from the floor, provided the nominee meets the prerequisites and has consented to serve if elected.</u></p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Rewording better reflects requirements and reference to relevant rules/procedures. Detailed procedures should not be part of the bylaws.

Recommended for adoption by the Zonta International Board

16. Article XIII Districts, SECTION 15. Rules of Procedure, p 24.

Present Wording	Proposed Wording
<p>Rules of Procedure. Each district shall adopt district rules of procedure which conform to the Bylaws and Rules of Procedure of Zonta International. District rules of procedure shall be adopted or amended by a two-thirds vote of the district conference present and voting members, provided that notice of such proposed rules of procedure or amendments shall be sent to the president of each club within the district at least 60 days before the conference. Rules of procedure may also be adopted or amended by a mail ballot. In that case, to take action, a two-thirds vote of the voting members voting shall be required, provided more than 50 percent of the district clubs respond within 45 days.</p>	<p><u>Bylaws and Rules of Procedure.</u> Each district shall adopt <u>bylaws and</u> district rules of procedure <u>that</u> conform to the Bylaws and Rules of Procedure of Zonta International <u>and are in accordance with applicable laws and regulations.</u> <u>The initial district bylaws and rules of procedure may be adopted by the district board.</u> District <u>bylaws and</u> rules of procedure shall be amended by a two-thirds vote of the district conference <u>voting members</u> present and voting, provided that notice of such proposed rules of procedure or amendments shall be sent to the president of each club within the district at least 60 days before the conference. <u>Bylaws and</u> rules of procedure may also be adopted or amended by a mail ballot. In that case, to take action, a two-thirds vote of the voting members voting shall be required, provided more than 50 percent of the district clubs respond within 45 days.</p>

Proposed by the Zonta International Board

Rationale: District rules of procedure do not provide sufficient guidance for districts with respect to applicable laws and regulations, including taxation and financial issues; bylaws are also needed. A template has been posted at zonta.org to support this work. This template also properly documents the relationship with Zonta International and provides consistency across the organization. The proposed change provides for a district board to adopt a first set of bylaws except where a district must follow local laws.

Recommended for adoption by the Zonta International Board

17. Article XIV Clubs SECTION 2. Bylaws (NEW)

Present Wording	Proposed Wording
	<p>SECTION 2. <u>Bylaws.</u> Clubs shall adopt club bylaws in accordance with Article IV Section 2 (a) of the Bylaws of Zonta International.</p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Including this provision in Article XIV makes the requirement of bylaws easier to find. A template has been posted at zonta.org to support this work.

Recommended for adoption by the Zonta International Board

18. Article XIV Clubs SECTION 3. Zonta International and Good standing (NEW)

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

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: At present the definition of “clubs in good standing” can be found in the Glossary. Placing a definition in the Bylaws simplifies how the clubs find correct information. Approval of this change would automatically remove the text from the Glossary.

Recommended for adoption by the Zonta International Board

19. Article XIV Clubs SECTION 2. Members, p. 25.

Present Wording	Proposed Wording
<p>(a) Categories. The membership of a club shall be limited to classified members, past international presidents and honorary members.</p> <p>(b) Classified Member.</p> <p>(1) Membership shall be drawn from individuals with experience in a recognized business or profession.</p> <p>(2) A candidate must be willing to actively support and implement the Objects of Zonta International.</p> <p>(3) All candidates for membership, meeting the requirements for membership in these bylaws, shall be considered.</p> <p>(4) The club Membership Committee shall review proposals for membership, whether by application or invitation, and present the names of all candidates to the club board with its recommendations. Approval for membership is made by the club board</p>	<p>(a) Club Member.</p> <p>(1) Membership shall be drawn from individuals with experience in a recognized business or profession.</p> <p>(2) A candidate must be willing to actively support and implement the Objects of Zonta International.</p> <p>(3) All candidates for <u>club</u> membership, <u>whether by application or invitation</u>, meeting the requirements for membership in these bylaws shall be considered. Approval for membership is made by the club board unless the club bylaws provide otherwise.</p> <p>(4) <u>A club member who has paid all required dues and fees and whose Zonta activities are in accordance with bylaws provisions is a member in good</u></p>

<p>unless the club bylaws provide otherwise.</p> <p>(5) Every member shall be assigned a classification. A classified member has all rights and responsibilities of membership, including the right to hold office and represent the club at meetings, except as otherwise provided in these bylaws.</p>	<p><u>standing.</u></p> <p>(5) A <u>club</u> member has all rights and responsibilities of membership, including the right to hold office and represent the club <u>as required</u>, except as otherwise provided in these bylaws.</p>
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: If item 3 amending Article IV to remove the requirement for classifications is adopted, all references to this in this article are proposed to be changed to club members.

Categories is redundant as all membership categories are described later in the article. As there is no requirement for a Club Membership Committee, the decision of approving a new member should be done by the board unless the club bylaws provide otherwise.

The additions clarify the requirements for a club member to be in good standing and allows the club member to represent the club in settings other than meetings, such as fundraisers, speaking engagements, etc, as required by the club. At present the definition of a club member in “good standing” can be found in the Glossary. Approval of this change would automatically remove the club member “good standing” text from the Glossary.

Recommended for adoption by the Zonta International Board

20. Article XIV Clubs, SECTION 4. Officers and Directors, p. 26.

Present Wording	Proposed Wording
<p>SECTION 4. Officers and Directors. The officers of the club shall be at least a president, vice president, secretary and treasurer or dual treasurer/secretary. There may be one or more directors.</p>	<p>SECTION 6. Officers and Directors. The officers of the club shall be at least a president, vice president, secretary and treasurer. There may be one or more directors. <u>With the exception of that of president, two offices may be combined if consistent with club bylaws. One individual holding two offices shall be entitled to only one vote.</u></p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: The current provision allows only the positions of treasurer and secretary to be combined. As many clubs have problems in filling all board positions, the proposal permits any offices except the presidency to be combined.

Recommended for adoption by the Zonta International Board

21. Article XIV Clubs SECTION 4(c)Term of Office, p. 26.

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

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: This new provision gives the possibility to prolong the term for officers and directors to a maximum of two biennia as some clubs have problems in recruiting officers and directors.

Recommended for adoption by the Zonta International Board

22. Article XIV Clubs SECTION 8. Nominating Committee (a – e), p. 29.

Present Wording	Proposed Wording
<p>(a) How Constituted. At its election meeting, the club may elect its Nominating Committee of at least three members for the next term.</p> <p>(b) Election. If nominees are unopposed, a voice vote may be taken and committee members may select their own chairman. If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club Nominating Committee. The member receiving the highest number of votes shall be chairman of the Nominating Committee.</p> <p>(c) Vacancies. Vacancies in the Nominating Committee shall be filled by the club board.</p> <p>(d) Duties. It shall be the duty of the Nominating Committee to nominate one or more members for each office or</p>	<p>(a) How Constituted. At its election meeting, the club may elect its Nominating Committee for the next term.</p> <p>If nominees are unopposed, a voice vote may be taken and committee members may select their own chairman.</p> <p>If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club Nominating Committee.</p> <p>The member receiving the highest number of votes shall be chairman of the Nominating Committee.</p> <p>(b) Vacancies. Vacancies in the Nominating Committee shall be filled by the club board</p> <p>(c) Duties. <u>The Nominating committee shall provide the slate of officers, directors and</u></p>

<p>directorship to be filled at the election, and at club option, to nominate at least three members for the next term's Nominating Committee.</p> <p>(e) Report of the Committee. The committee shall report the slate of officers, directors and members of the Nominating Committee (if club elects at same time) before the election meeting. Additional nominations may be made from the floor, provided the nominee has consented to serve.</p>	<p><u>members of the Nominating Committee before the election meeting.</u></p> <p><u>Additional nominations may be made from the floor, provided the nominee meets the prerequisites of the office and has consented to serve if elected.</u></p>
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: A simplified description of the responsibility of the Club Nominating Committee and that the club can choose the number of participants in their Nominating Committee.

Recommended for adoption by the Zonta International Bylaws and Resolutions Committee

23. Article XVII Resolutions SECTION 3. Powers of the Bylaws and Resolutions Committee, p. 33.

Present Wording	Proposed Wording
<p>SECTION 3. Powers of Bylaws and Resolutions Committee. The committee shall have power to initiate resolutions, to combine two or more resolutions into one resolution, and to make recommendations upon all resolutions submitted to it. It may decide not to report a proposed resolution that it concludes should have further study or that is in conflict with the Objects of Zonta International. In the event of such a decision, the committee shall notify the proposer of the resolution.</p>	<p>SECTION 3. Powers of Bylaws and Resolutions Committee. The committee shall have power to:</p> <ul style="list-style-type: none"> (a) initiate resolutions (b) combine two or more resolutions into one resolution <u>which best reflects the intent of the proposer and serves the interest of Zonta International as a whole.</u> (c) <u>reword a resolution to reflect the intent of the proposer and serve the interest of Zonta International as a whole.</u> (d) make recommendations upon all resolutions submitted to it. It may decide not to report a proposed resolution that it concludes should have further study or that is in conflict with the Objects of Zonta International. In the event of such a decision, the committee shall notify the proposer of the resolution.

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: With this amendment the Bylaws and Resolutions Committee will have the authority, if needed, to reword a resolution to reflect the intent of the proposer.

Recommended for adoption by the Zonta International Board

The following seven proposals [24.(a) to 24.(g)] proposed by the Zonta International Bylaws and Resolutions committee pertain to removal of detailed procedures for removal, termination and suspension from the Bylaws. The Zonta International Board has approved a new Zonta International Suspension, Expulsion and Removal Policy that covers the same information and can be found on www.zonta.org.

If item 24.(a) is adopted, 24.(c), 24.(d), 24.(e), 24.(f), 24.(g) and 24.(h) will be deemed adopted.

24.(a) Article VII Zonta International Board, SECTION 11 Removal, p. 11.

Present Wording	Proposed Wording
<p>SECTION 11. Removal. Zonta International officers and directors may be removed for cause by the Zonta International Board. Cause shall include but not be limited to failure, without excuse, to attend meetings, failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. A complaint in writing against an officer or director for such behavior may be made to the Zonta International Board, which shall refer the complaint to the Zonta International Bylaws and Resolutions Committee for investigation. The complaint shall include specific charges and available evidence. The committee shall give the board member concerned at least 20 days to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses if any.</p> <p>Thereafter, the committee shall make a recommendation to the Zonta International Board for a final decision on removal. The member concerned shall be entitled to be present for consideration of the action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds ballot vote of the entire Zonta International Board, excluding the member concerned. Notice of the decision shall be immediately mailed with proof of service to the officer or director concerned and to the complainant.</p>	<p>SECTION 11. Removal. Zonta International officers and directors may be removed for cause by the Zonta International Board. Cause shall include but not be limited to failure, without excuse, to attend meetings, failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. A complaint in writing against an officer or director for such behavior may be made to the Zonta International Board, which shall refer the complaint to the Zonta International Bylaws and Resolutions Committee for investigation.</p> <p><u>The procedure shall be as specified in a policy.</u></p>

Proposed by the Zonta International Board

Rationale: Bylaws should comprise the fundamental rules that define an organization. Detailed procedures around removal should not be included in the bylaws, but rather be placed in a policy.

The Zonta International Board has adopted the Zonta International Suspension, Expulsion and Removal Policy so this is in place.

Recommended for adoption by the Zonta International Board

24.(b) Article VII Zonta International Board, SECTION 11. Removal, p. 11.

Present Wording	Proposed Wording
SECTION 11. Removal. Zonta International officers and directors may be removed for cause by the Zonta International Board. Cause shall include but not be limited to failure, without excuse, to attend meetings, failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. A complaint in writing against an officer or director for such behavior may be made to the Zonta International Board, which shall refer the complaint to the Zonta International Bylaws and Resolutions Committee for investigation...	SECTION 11. Removal. Zonta International officers may be removed for cause by the Zonta International Board. <u>A director can be removed pursuant to applicable law.</u> Cause shall include but not be limited to failure, without excuse, to attend meetings, failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. A complaint in writing against an officer or director for such behavior may be made to the Zonta International Board, which shall refer the complaint to the Zonta International Bylaws and Resolutions Committee for investigation...

Proposed by the Zonta International Board

Rationale: The current text provides that both officers and directors can be removed by the Zonta International Board; however, upon review it was discovered that this is not in compliance with the Illinois General Not For Profit Corporation Act of 1986 (reference section 108.35 Removal of Directors and 108.55 Removal of Officers) and therefore must be amended.

While both officers and directors are elected, under the 'hierarchy of authority' the Board is charged with the responsibility and authority for the management of the organization. As such, the Zonta International Board has oversight for the elected officers.

This is supported in Article VII of the Zonta International Bylaws with SECTION 2 establishing that the Zonta International Board shall "Exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs." And under Article VIII, the Executive Committee shall act for the Board between meetings of the Board. In short, officers carry out functions delegated to them by the Zonta International Bylaws but they work for the Board and carry out decisions taken by majority of the Board vote or at the direction of the Convention.

Given this view, Illinois law mandates that Zonta International Board directors can only be removed by the voting members who elected them.

The proposed amendment needs to be passed to be in compliance with the Illinois law where Zonta International is incorporated.

Recommended for adoption by the Zonta International Board

24.(c) Article XI Zonta International Nominating Committee SECTION 6. Removal, p. 15.

Present Wording	Proposed Wording
SECTION 6. Removal. Members of the Zonta International Nominating Committee may be removed by the Zonta International Board for failure to perform the duties of the position or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in Article VII, Section 11.	SECTION 6. Removal. Members of the Zonta International Nominating Committee may be removed by the Zonta International Board for failure to perform the duties of the position or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in <u>a policy.</u>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Bylaws should comprise the fundamental rules that define an organization. Detailed procedures around removal should not be included in the bylaws, but rather be placed in a policy. The Zonta International Board has adopted the Zonta International Suspension, Expulsion and Removal Policy so this is in place.

Recommended for adoption by the Zonta International Board

24.(d) Article XIII District SECTION 10. District Board (e) Removal, p. 21-22.

Present Wording	Proposed Wording
<p>(1) Elected district officers may be removed by the district board for cause upon grounds permitted for removal at the international level (Article VII, Section 11). A complaint in writing against an officer for such behavior may be made to the district board, which shall refer the complaint to the district Bylaws and Resolutions Committee for investigation.</p> <p>The complaint shall include specific charges and available evidence and shall be mailed to the officer concerned upon receipt by the committee. The committee shall give the officer at least 20 days to respond in writing and may hold a hearing with the officer, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.</p> <p>Thereafter, the committee shall make a recommendation to the district board for a decision. The officer concerned shall be entitled to be present for the consideration of action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds ballot vote</p>	<p>(1) Elected district officers may be removed by the district board for cause upon grounds permitted for removal at the international level (Article VII, Section 11). A complaint in writing against an officer for such behavior may be made to the district board, which shall refer the complaint to the district Bylaws and Resolutions Committee for investigation. <u>The procedure shall be as specified in a policy.</u></p> <p>(2) The district secretary may be removed by the governor whenever in the judgment of the governor the best interests of the district shall be served by such removal.</p>

<p>of the entire elected district board excluding the member concerned. Notice of the elected district board's decision shall be given with proof of service to the complainant and the officer concerned forthwith.</p> <p>If dissatisfied with the district board's decision, the complainant or the officer concerned may appeal to the Zonta International Board within 45 days of the date on which the decision is mailed to the parties. Removal shall be by a two-thirds ballot vote of the entire Zonta International Board. Notice of the decision shall be immediately mailed with proof of service to the complainant and to the officer concerned.</p> <p>The decision of the International Board shall be final.</p> <p>If the district board fails to act on a written complaint, the Zonta International Board has full authority to initiate and impose discipline on its own.</p> <p>(2) The district secretary may be removed by the governor whenever in the judgment of the governor the best interests of the district shall be served by such removal.</p>	
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Bylaws should comprise the fundamental rules that define an organization. Detailed procedures around removal should not be included in the bylaws, but rather be placed in a policy.

The Zonta International Board has adopted the Zonta International Suspension, Expulsion and Removal Policy so this is in place.

Recommended for adoption by the Zonta International Board

24.(e) Article XIV Clubs SECTION 4. Officers and Directors (e) Removal, p. 27.

Present Wording	Proposed Wording
<p>(e) Removal. Club officers and directors may be removed by the club members for cause upon grounds permitted for removal at the international level (Article VII, Section 11). A complaint in writing against an officer or director for such behavior shall be referred by the club</p>	<p>(e) Removal. Club officers and directors may be removed for cause by the club members. <u>Cause shall include, but not be limited to failure without excuse to attend meetings, failure to perform duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work.</u> A</p>

board to a committee of club members elected by the members for investigation.

~~The complaint shall include specific charges and available evidence and shall be mailed to the officer or director concerned upon receipt by the committee. The committee shall give the officer or director concerned at least 20 days to respond in writing and may hold a hearing with the officer or director, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.~~

~~Thereafter, the committee shall make a recommendation to the club members for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to all members. The officer or director concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to participate in the deliberation or vote. Removal shall be by a two-thirds ballot vote of the club members present and voting.~~

~~Notice of the club decision shall be immediately mailed with proof of service to the complainant and to the officer or director concerned. If dissatisfied with the club's decision, the complainant or the officer or director concerned may appeal to the District Board within 45 days from the date on which the notice of decision is mailed to the parties.~~

~~If the club fails to act on a written complaint, the complainant may notify the district board, which shall initiate disciplinary proceedings. The district board shall refer the written complaint to a committee elected by the district board, which shall include the district's bylaws chairman and at least 2 other members who are not members of the officer or director's club. The committee shall mail the complaint to the officer or director concerned upon receipt by the committee.~~

complaint in writing against an officer or director for such behavior shall be referred by the club board to a committee of club members elected by the members for investigation.

The procedure shall be as specified in a policy.

<p>The committee shall give the officer or director concerned at least 20 days to respond in writing and may hold a hearing with the officer or director, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.</p> <p>Thereafter, the committee shall make a recommendation to the district board for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to the district board. The officer or director concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to participate in the deliberation or vote. Removal shall be by a two-thirds ballot vote of the entire elected district board. Notice of the board decision shall be immediately mailed with proof of service to the complainant and to the officer or director concerned. If dissatisfied with the District Board's decision, the complainant or the officer or director concerned may appeal to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties.</p> <p>If the district board fails to act, the Zonta International Board has full authority to initiate and impose discipline on its own.</p>	
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Bylaws should comprise the fundamental rules that define an organization. Detailed procedures around removal should not be included in the bylaws, but rather be placed in a policy. The Zonta International Board has adopted the Zonta International Suspension, Expulsion and Removal Policy so this is in place.

Recommended for adoption by the Zonta International Board

24.(f) Article XIV Clubs SECTION 8. Nominating Committee (f) Removal, p. 29.

Present Wording	Proposed Wording
<p>(f) Removal. Members of the club Nominating Committee may be removed by the club members for failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in Article XIV Section 4 (e).</p>	<p>(f) Removal. Members of the club Nominating Committee may be removed by the club members for failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in <u>a policy.</u></p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Bylaws should comprise the fundamental rules that define an organization. Detailed procedures around removal should not be included in the bylaws, but rather be placed in a policy. The Zonta International Board has adopted the Zonta International Suspension, Expulsion and Removal Policy so this is in place.

Recommended for adoption by the Zonta International Board

24.(g) Article XIV Clubs SECTION 12. Suspension and Expulsion (a) Club, p. 30.

Present Wording	Proposed Wording
<p>(a) Club. Any club of Zonta International that has acted in a way to injure the good name of Zonta or to hamper its work may be suspended or expelled by the Zonta International Board. A complaint in writing against a club for such behavior may be made to the district board which shall refer the matter to the District Bylaws and Resolutions Committee for investigation.</p> <p>The complaint shall include specific charges and available evidence and shall be mailed to the club president upon receipt by the committee. The committee shall give the club president at least 20 days to respond in writing and may hold a hearing with the club board and witnesses, if any. The committee shall give the complainant, club president and any known witnesses at least 30 days written notice of a hearing.</p> <p>Thereafter, the committee shall make a recommendation to the district board. The district board shall make a recommendation to the Zonta International Board. A two-thirds ballot vote of the entire elected district board shall be required for a recommendation of suspension or</p>	<p>(a) Club. Any club of Zonta International that has acted in a way to injure the good name of Zonta or to hamper its work may be suspended or expelled by the Zonta International Board. A complaint in writing against a club for such behavior may be made to the district board which shall refer the matter to the District Bylaws and Resolutions Committee for investigation.</p> <p><u>The procedure shall be as specified in a policy.</u></p>

<p>expulsion.</p> <p>Notice of the district board recommendation shall be mailed with proof of service to the complainant and the club concerned. Suspension or expulsion shall be by a two-thirds ballot vote of the entire Zonta International Board. The decision of the Zonta International Board shall be final.</p> <p>If the district board fails to act, the Zonta International Board has full authority to initiate proceedings and impose discipline on its own.</p> <p>In the event of expulsion, all legal debts shall be paid and the remaining assets shall be disbursed as provided in Article IV, Section 2(c).</p>	
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Bylaws should comprise the fundamental rules that define an organization. Detailed procedures around suspension should not be included in the bylaws, but rather be placed in a policy. The Zonta International Board has adopted the Zonta International Suspension, Expulsion and Removal Policy so this is in place.

Recommended for adoption by the Zonta International Board

24.(h) Article XIV Clubs SECTION 12. (b) Member, p. 30-31.

Present Wording	Proposed Wording
<p>(b) Member. Any member of a club who has acted in a way to injure the good name of Zonta or to hamper its work may be expelled by the club members. A complaint in writing against a member for such behavior may be made to the club board. The board shall refer the complaint to a committee appointed by the board for investigation. Neither the member concerned, nor the complainant shall be appointed to the committee.</p> <p>The complaint shall include specific charges and available evidence. The committee shall give the member concerned at least 20 days to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses, if any. The committee shall give the member, the</p>	<p>(b) Member. Any member of a club who has acted in a way to injure the good name of Zonta or to hamper its work may be expelled by the club members. A complaint in writing against a member for such behavior may be made to the club board. The board shall refer the complaint to a committee appointed by the board for investigation. Neither the member concerned, nor the complainant shall be appointed to the committee.</p> <p><u>The procedure shall be as specified in a policy.</u></p>

~~complainant, and any known witnesses at least 30 days written notice of the hearing.~~

~~Thereafter, the committee shall make a recommendation to the club board. If the club board determines that further action regarding expulsion is necessary, it shall make a recommendation to the club members for a decision at a meeting of which written notice has been given to all members. The member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to participate in the deliberation or vote. A two-thirds ballot vote of club members present and voting shall be necessary for expulsion of a member.~~

~~Notice of the club decision shall be mailed with proof of service to the complainant and to the member concerned forthwith. The decision of the club members may be appealed by the complainant or the member concerned to the district board within 45 days from the date on which the notice of decision is mailed to the parties. Expulsion shall be by a two-thirds ballot vote of the entire elected district board. The decision of the district board shall be mailed with proof of service to the complainant and to the member concerned forthwith.~~

~~The decision of the district board may be appealed by the parties concerned to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties. Expulsion shall be by a two-thirds ballot vote of the entire Zonta International Board. The decision of the Zonta International Board shall be final.~~

~~If the club fails to act, the complainant may refer the matter to the district board, which shall initiate disciplinary proceedings. The district board shall refer the written complaint to a committee appointed by the district board, which shall include the district's bylaws chairman and at least 2 other members who are not members of the club of the member concerned or the complainant. The committee shall mail the complaint to the member concerned upon~~

<p>receipt by the committee. The committee shall give the member concerned at least 20 days to respond in writing and may hold a hearing with the member, the complainant and witnesses, if any. The committee shall give the member, complainant and any known witnesses at least 30 days written notice of the hearing.</p> <p>Thereafter, the committee shall make a recommendation to the district board for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to the board and to the member concerned, who shall be entitled to be present for consideration of the action to be taken but shall not be entitled to participate in the deliberation or vote. Expulsion shall be by a two-thirds vote of the entire district board. Notice of the board decision shall be immediately mailed with proof of service to the member concerned and to the complainant. If dissatisfied with the district board's decision, the member concerned or the complainant may appeal to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties.</p> <p>If the district board fails to act, the Zonta International Board has full authority to initiate proceedings and to impose discipline on its own.</p>	
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Bylaws should comprise the fundamental rules that define an organization. Detailed procedures around suspension should not be included in the bylaws, but rather be placed in a policy. The Zonta International Board has adopted the Zonta International Suspension, Expulsion and Removal Policy so this is in place.

Recommended for adoption by the Zonta International Board

The following seven amendments pertains to editorial changes to facilitate the reading of the Zonta International Bylaws and Rules of Procedure, will be proposed as one motion.

25.(a) Article IV, Members SECTION 1. Categories, p. 4.

Present Wording	Proposed Wording
SECTION 1. Categories. The membership of Zonta International shall consist of Zonta clubs in good standing and of the following individual members: international honorary members and past international presidents.	SECTION 1. Categories. The membership of Zonta International shall consist of Zonta clubs in good standing, <u>composed of individuals, who have joined the club and agreed to support the Objects of Zonta International, independent members,</u> international honorary members and past international presidents.

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: This amendment is aimed to clarify the difference between a club (which is a member of Zonta International) and a person who is a club member. If Article IV, Members SECTION 3 NEW Independent members is not adopted the words “independent members” will be deleted.

Recommended for adoption by the Zonta International Board

25.(b) Article IV SECTION 2. Zonta Clubs, p. 4.

Present Wording	Proposed Wording
<p>SECTION 2. Zonta Clubs. A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and provided it has elected officers, has the minimum charter membership established by the Zonta International Board, and is based in a country that has been approved as a Zonta country by the Zonta International Board.</p> <p>Guidelines for the organization of clubs are in the Zonta International Marian de Forest Membership Manual.</p> <p>(a) Bylaws. Upon being chartered, each Zonta club shall adopt club bylaws in accordance with the Zonta International Bylaws. The initial adoption of the club bylaws shall be by a two-thirds vote of the club members present and voting at any regular or special meeting called for that purpose, provided that notice of the proposed bylaws shall have been given to each member at least 10 days before the meeting. Each Zonta club shall be bound</p>	<p>SECTION 2. <u>Eligibility for membership.</u></p> <p>(a) A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and has elected officers, has the minimum charter membership established by the Zonta International Board, and is based in a country that has been approved as a Zonta country by the Zonta International Board.</p> <p>Guidelines for the organization of clubs are in the Zonta International Marian de Forest Membership Manual.</p> <p>(b) Bylaws. Each Zonta club shall adopt club bylaws, <u>that are consistent</u> with the Zonta International Bylaws. The initial adoption of the club bylaws shall be by a two-thirds vote of the club members present and voting at any regular or special meeting called for that purpose, provided that notice of the proposed bylaws shall have been given to each member at least 10 days before the meeting. Each Zonta club</p>

<p>by the bylaws of Zonta International except that, if any provision of the bylaws is contrary to the laws of the country, state or province in which a club is organized, that club shall notify the Zonta International Board in writing of the need to conform to such laws.</p>	<p>shall be bound by the bylaws of Zonta International except that, if any provision of the bylaws is contrary to the laws of the country, state or province in which a club is organized, that club shall notify the Zonta International Board in writing of the need to conform to such laws.</p>
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Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Editorial changes – no substantive change

Recommended for adoption by the Zonta International Board

25.(c) Article IV, Members SECTIONS 3 and 4, p. 6.

Present Wording	Proposed Wording
<p>SECTION 3. International Honorary Members. In recognition of international achievements that advance the status of women, election to international honorary membership shall be by a two-thirds vote of the Zonta International Board. Membership shall carry with it none of the rights and obligations of membership. The holder shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings.</p>	<p>SECTION 3. International Honorary Members. In recognition of international achievements that advance the status of women, election to international honorary membership shall be by a two-thirds vote of the Zonta International Board. Membership shall carry with it none of the rights and obligations of membership <u>except that the honorary member</u> shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings.</p>
<p>SECTION 4. Past International Presidents. In recognition of service to Zonta International, the title of past international president shall be conferred upon each outgoing president of Zonta International. The title shall carry with it the rights but none of the obligations of membership. The holder shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings, and in addition at convention shall be entitled to make motions and to vote. This shall in no way affect the eligibility of a past international president for membership in a Zonta club.</p>	<p>SECTION 4. Past International Presidents. The title of past international president shall be conferred upon each outgoing president of Zonta International. The title shall carry with it the rights but none of the obligations of membership. <u>Past International Presidents</u> shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings, and at convention be entitled to make motions and to vote. This shall in no way affect the eligibility of a past international president for membership in a Zonta club.</p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Editorial changes – no substantive change

Recommended for adoption by the Zonta International Board

25.(d) Article VII Zonta International Board SECTION 2. Duties and Powers, p. 9-10.

Present Wording	Proposed Wording
<p>The Zonta International Board shall:</p> <p>(a) Exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs.</p> <p>(b) Direct the affairs of Zonta International and control the funds in accordance with the policies established by convention, and as provided in the bylaws and rules of procedure. None of the acts of the Zonta International Board shall conflict with or modify action taken by the convention.</p> <p>(c) Employ an executive director to manage the affairs of Zonta International within the parameters established by the Zonta International Board.</p> <p>(d) Be responsible for the strategic and long-range planning of the organization.</p> <p>(e) Approve the biennial budget and the audit. Ensure that a copy of the approved budget is sent to district board members and club presidents.</p> <p>(f) Ensure that the operation manuals reflect the policies and procedures adopted by the Zonta International Board and the convention assembly.</p> <p>(g) Ensure that the treasurer/secretary, executive director and other persons entrusted with the handling of funds and property of Zonta International are sufficiently bonded.</p> <p>(h) Perform such other duties as designated in these bylaws and rules of procedure. The Zonta International Manual shall serve as a guideline for international operation.</p>	<p>The Zonta International Board shall:</p> <p>(a) Exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs.</p> <p>(b) Direct the affairs of Zonta International and control the funds in accordance with the policies established by convention, and as <u>set forth in these</u> bylaws and the Rules of Procedure of Zonta International. None of the acts of the Zonta International Board shall conflict with or modify action taken by the convention.</p> <p>(c) Employ an executive director to manage the affairs of Zonta International within the parameters established by the Zonta International Board.</p> <p>(d) Be responsible for the strategic and long-range planning of the organization.</p> <p>(e) Approve the biennial budget and the audit <u>and ensure</u> that a copy of the approved budget is sent to district board members and club presidents.</p> <p>(f) Ensure that the operation manuals reflect the policies and procedures adopted by the Zonta International Board and the convention assembly.</p> <p>(g) Ensure that the treasurer/secretary, executive director and other persons entrusted with the handling of funds and property of Zonta International are sufficiently bonded <u>or that other protections are in place.</u></p> <p>(h) Perform such other duties as designated in these bylaws and <u>R</u>ules of <u>P</u>rocedure. The Zonta International Manual shall serve as a guideline for international operation.</p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Minor editorial changes.

Recommended for adoption by the Zonta International Board

25.(e) Article XIII Districts SECTION 6. Officers, p. 18.

Present Wording	Proposed Wording
<p>Officers. The officers of the district shall be a governor, a lieutenant governor, the area directors, a treasurer and a secretary.</p>	<p>Officers. The <u>elected</u> officers of the district shall be a governor, a lieutenant governor, the area directors, <u>and</u> a treasurer. <u>The governor shall appoint a secretary, who shall be an officer and a member of the board without a vote.</u></p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Rewording reflects elected members as distinct from appointed member.

Recommended for adoption by the Zonta International Board

25.(f) Article XVII SECTION 1. Definition and Duration, SECTION 2. How Proposed, p. 33.

Present Wording	Proposed Wording
<p>SECTION 1. Definition and Duration. A resolution is a statement proposing a policy, procedure or action. A resolution adopted by an international convention shall remain in effect for the biennium proposed.</p> <p>SECTION 2. How Proposed. To be considered by the convention, the resolution must:</p> <p>(a) have been proposed by the Zonta International Board, or by any of its members, by a district conference, by a club, or by a committee of Zonta International; and</p> <p>(b) have been mailed to the Zonta International Bylaws and Resolutions Committee at least 180 days before the convention except as prescribed in this article.</p>	<p>SECTION 1. Definition and Duration. A resolution is a statement proposing a policy, procedure or action. A resolution adopted by an international convention shall remain in effect <u>only</u> for the biennium proposed, <u>unless it is renewed at the next convention.</u></p> <p>SECTION 2. How Proposed. To be considered by the convention, the resolution must <u>have been:</u></p> <p>(a) proposed by the Zonta International Board, or by any of its members, by a district conference, by a club, or by a committee of Zonta International; and</p> <p>(b) mailed to the Zonta International Bylaws and Resolutions Committee at least 180 days before the convention except as prescribed in this article.</p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Minor rewording.

Recommended for adoption by the Zonta International Board

25.(g) Rules of Procedure 5 Club Liability Insurance (US/Canada), p. 38.

Present Wording	Proposed Wording
<p>5. Club Liability Insurance (U.S./Canada). With the payment of dues to Zonta International, each U.S./Canada Zonta club shall pay per member in U.S. dollars a premium for group liability insurance in an amount assessed by the Zonta International Board after obtaining, prior to each annual renewal date, competitive renewal bids for the subject coverage. The Zonta International Board shall be empowered to execute the renewal application for this insurance period. The premium shall be commensurate with premiums of other like organizations carrying the same limits and experiencing a like loss ratio. Such payments of premium are to be made also for each charter member, new member or reinstated member. Group liability insurance is recommended and is voluntary in country grouping to all clubs outside Canada and the United States.</p>	<p>5. Club Liability Insurance (U.S./Canada). With the payment of dues to Zonta International, each U.S./Canada Zonta club shall pay per member in U.S. dollars a premium for group liability insurance in an amount assessed by the Zonta International Board after obtaining, prior to each annual renewal date, competitive renewal bids for the subject coverage. The Zonta International Board shall be empowered to execute the renewal application for this insurance period. The premium shall be commensurate with premiums of other like organizations carrying the same limits and experiencing a like loss ratio. Such payments of premium are to be made also for each charter member, new member or reinstated member. <u>Group liability insurance is voluntary but recommended for all clubs outside Canada and the United States.</u></p>

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: Minor editorial change

Recommended by the Zonta International Board

Amendments to the Rules of Procedures of Zonta International

26. Rules of Procedure 3. Dues and Fees, p. 37.

Present Wording	Proposed Wording
<p>3. Dues and Fees</p> <p>(a) International Per Capita Dues. On 1 June of each year, each club shall pay to Zonta International per capita dues in U.S. dollars as established at convention based upon club membership as of 1 June. The report of membership as of 1 June shall accompany the annual remittance of dues. For members admitted from 1 June through 30 November, clubs shall pay full year per capita dues to Zonta International; for members admitted from 1 December through 31 May, clubs shall pay one-half the per capita dues to Zonta International.</p> <p>(b) Nonpayment of international dues and fees. After the established due date, and unless payment is temporarily waived by the Zonta International Board, the appropriate governor, president and treasurer of all clubs in arrears for dues and fees shall be notified that unless their financial obligations are met within forty-five (45) days after due date, the club shall forfeit its membership. After the forty-five (45) day, the appropriate governor, president and treasurer of each club still in arrears shall be notified that the club has forfeited its membership through nonpayment of dues and/or fees. By a two-third (2/3) vote of the Zonta International Board, such a club may be reinstated to membership upon payment of the amounts owed at the time its</p>	<p>3. Dues and Fees</p> <p>(a) Clubs</p> <p>(1) International Per Capita Dues. On 1 June of each year, each club shall pay to Zonta International per capita dues in U.S. dollars as established at convention based upon club membership as of 1 June. The report of membership as of 1 June shall accompany the annual remittance of dues.</p> <p>For <u>new</u> members admitted from 1 June through 30 November, clubs shall pay full year per capita dues to Zonta International; for <u>new</u> members admitted from 1 December through 31 <u>March</u>, clubs shall pay one-half the per capita dues to Zonta International; <u>and, for new members admitted from 1 April through 31 May, clubs shall pay full year per capita dues to Zonta International as if the individual had joined on the following 1 June.</u></p> <p>(2) Nonpayment of international dues and fees. After the established due date, and unless payment is temporarily waived by the Zonta International Board, the appropriate governor, president and treasurer of all clubs in arrears for dues and fees shall be notified that unless their financial obligations are met within forty-five (45) days after due date, the club shall forfeit its membership. After the forty-five (45) day, the appropriate governor, president and treasurer of each club still in arrears shall be notified that the club has forfeited its membership through nonpayment of dues and/or fees. By a two-third (2/3) vote of the Zonta International Board, such a club may be <u>granted a special exception to extend the payment deadline by an additional sixty (60) days.</u> Reinstatement to membership</p>

<p>membership ceased, together with the dues and fees of the current year.</p>	<p><u>may be permitted</u> upon payment of the amounts owed at the time <u>club membership ceased</u>, together with the <u>applicable dues and fees of the current year including a reinstatement fee.</u></p> <p>(b) <u>Independent Members</u></p> <p>(1) <u>International Per Capita Dues.</u> On 1 June of each year, each independent member shall pay to Zonta International dues in U.S. dollars as established at <u>convention.</u></p> <p><u>A new independent member admitted from 1 June through 30 November shall pay full year dues to Zonta International.</u> <u>A new independent member admitted from 1 December through 31 March shall pay one-half the dues to Zonta International.</u> <u>A new independent member admitted from 1 April through 31 May shall pay full year per capita dues as if the individual had joined on the following 1 June.</u></p> <p>(2) <u>Nonpayment of international dues and fees.</u> After the established due date of 1 June, and unless payment is temporarily waived by the Zonta International Board, <u>the individual will no longer have access to membership until dues and fees are submitted in full.</u></p>
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Proposed by the Zonta International Board

Rationale: The proposed amendments provide for clarification for current practices around club dues including incorporation of the initiative which allows for new members to join in April or May at the same dues as if they had waited to join on 1 June. Procedure is also updated regarding the handling of clubs requesting special exceptions for late dues payments and to remove the practice that a club could only be approved to return to membership by a vote of the Zonta International Board which is impractical in practice. Clarification of the dues and fees payment process for independent members is needed.

Recommended for adoption by the Zonta International Board

27. Rules of Procedure 4. District Voting, p. 38.

Present Wording	Proposed Wording
<p>(a) Mail/Telecommunication Voting. The district board may transact business by mail, or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote.</p> <p>(b) Mail Ballot. In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the clubs in the district. Each club shall be entitled to vote in accordance with the procedure in Article XIII, Section 11 (a)(4)(a) of the bylaws of Zonta International. To take action, an affirmative majority of the voting members voting shall be required, provided that more than fifty (50) percent of the district clubs respond within forty five (45) days.</p>	

Proposed by the Zonta International Bylaws and Resolutions Committee

Rationale: If item 5.b Article XIII Districts Section 11. Business Meetings and Voting is adopted by the delegates, provision (a) is not needed in the Rules of Procedures. Provision (b) is moved to the same article to facilitate for members to find all information in one place.

Recommended by the Zonta International Board

28. Rules of Procedure 8. United Nations and Council of Europe, p. 39.

Present Wording	Proposed Wording
<p>United Nations and Council of Europe</p> <p>(a) Status. Zonta International is recognized as having:</p> <ul style="list-style-type: none"> (1) general consultative status with the United Nations Economic and Social Council (ECOSOC); (2) consultative status with the United Nations Educational, Scientific and Cultural Organization (UNESCO); (3) special relationships with United Nations entities promoting women's rights; and (4) participatory status with the Council of Europe. <p>(b) Representatives. Zonta representatives to the United Nations and to the Council of Europe shall be appointed by the Zonta International president-elect with the approval of the Zonta International Board. They shall function in</p>	

accordance with the guidelines approved by the Zonta International Board.	
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Proposed by the Zonta International Board

Rationale: Rules of Procedure should apply to the membership. This section of text is more appropriate as a policy since part (a) is providing explanation and part (b) relates to actions of the Zonta International Board. The Zonta International Board has approved a policy with this text so there will be continuity once this proposal is approved. This change has also been endorsed by the Zonta International Risk Manager.

See the Representation at the United Nations and Council of Europe Policy on www.zonta.org.

Recommended for adoption by the Zonta International Board

PROPOSED RESOLUTIONS

1. RESOLUTION regarding a policy on women's reproductive health

Proposed by: District 21

Rationale:

Worldwide, 25 million unsafe abortions (45% of all abortions) occurred every year between 2010 and 2014, according to a study by WHO and the Guttmacher Institute published in 2017 in the medical journal *The Lancet*. The majority of unsafe abortions, or 97%, occurred in developing countries in Africa, Asia and Latin America. Every year an estimated number of at least 22,800 women die from complications of unsafe abortions.

According to the above-mentioned study, restricting access to abortions does not reduce the number of abortions. However, restricting access to abortion causes a higher rate of unsafe abortions and a higher number of women injured or dead. In countries where abortion is completely banned or permitted only to save the woman's life or preserve her physical health, only 1 in 4 abortions were safe; whereas, in countries where abortion is legal on broader grounds, nearly 9 in 10 abortions were done safely.

According to WHO, the provision of safe, legal abortion is essential to fulfilling the global commitment to the Sustainable Development Goal of universal access to sexual and reproductive health (target 3.7).

Thus, District 21 proposes that Zonta International issues a *Women's Reproductive Health Policy* with the proposed wording so that Zonta International calls on governments to ensure access to safe, legal abortions.

Proposed wording:

POLICY STATEMENT

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

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

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

Not recommended by the Zonta International Board

Rationale from Zonta International Board: Zonta International is a nonpartisan and nonsectarian organization with members in 63 countries. As a global organization with a diverse membership, we cannot take a one size fits all approach to advocacy, especially on issues that are seen as partisan in many countries in the Zonta world.

Zonta International's current Statement on Women's Sexual and Reproductive Health supports universal access to sexual and reproductive health and rights, including for family planning, free of

coercion, discrimination, and violence. This statement (adopted April 2019), together with Zonta International's Advocacy Policy, empower Zonta clubs to determine the best course of action for advocacy at the country level. This statement is printed below and can be found on www.zonta.org under Zonta Statements.

Statement on Women's Sexual and Reproductive Health

Adopted by Zonta International Board April 2019

Equality and empowerment of women are global issues. Women's rights are human rights and a prerequisite for poverty eradication and for positive sustainable development. Reproductive rights are human rights.

Background

Zonta International is an organization pledged to empower women at the global and local levels, and to promote justice and universal respect for human rights and fundamental freedoms.

Zonta International, districts and clubs advocate at the international, national and local levels on issues related to human rights and gender equality. At the international level, Zonta International advocates primarily through the United Nations (UN) and the Council of Europe. At the national level, Zonta districts, areas and clubs take action in support of, or in opposition to, legislation on issues affecting women and girls. At the local level, Zonta clubs monitor laws and policies and their impact on women, participate in hearings and meetings with local politicians and administrators, and host speakers and panels to raise awareness about issues affecting women in their local communities.

In accordance with the UN Human Rights Commission statement reproductive rights are human rights and human rights are fundamental to women's reproductive health. Zonta International has longstanding relations with the UN and has been a steadfast partner to UN agencies. Zonta's support of UN projects and programs has been critical to their success.

The Statement

Zonta International endorses the values expressed in the UN Universal Declaration of Human Rights and focusses on status of women issues according to Articles 1-16 of CEDAW, the UN Convention on the Elimination of all forms of Discrimination against Women.

Every person should have the freedom to make decisions about their bodies and to safely and privately access healthcare.

Zonta International supports that each of the 17 Sustainable Development Goals is integral to sustainable development but promotes particularly Goal No. 5: Achieve gender equality and empower all women and girls. Goal No. 5 seeks, among other things, to:

- eliminate all harmful practices, such as child, early and forced marriage and female genital mutilation, and

- ensure universal access to sexual and reproductive health and reproductive rights as agreed in accordance with the Programme of Action of the International Conference on Population and Development and the Beijing Platform for Action and the outcome documents of their review conferences.

Zonta International supports the agreed conclusions of CSW63, March 2019, whereby, among other things,

The Commission urges governments at all levels and as appropriate, with the relevant entities of the United Nations system and international and regional organizations, within their respective mandates and bearing in mind national priorities,to take the following actions:

Strengthen women's and girls' access to social protection

uu. Ensure universal access to sexual and reproductive health and reproductive rights in accordance with the Programme of Action of the International Conference on Population and Development and the Beijing Platform for Action and the outcome documents of their review conferences, including universal access to sexual and reproductive health-care services, including for family planning, information and education, and the integration of reproductive health into national strategies and programmes, and recognizing that the human rights of women include their right to have control over and decide freely and responsibly on all matters related to their sexuality, including sexual and reproductive health, free of coercion, discrimination and violence, as a contribution to the achievement of gender equality and the empowerment of women and the realization of their human rights;

Additionally, ZI Bylaws Article III SECTION 2 states that districts and clubs may express themselves about and become involved in principles and public issues having a bearing on the Objects of Zonta International. This permits District 21 to adopt their proposed text as a policy at the district level if the text reflects the position and needs of its clubs and is adopted in accordance with district bylaws/rules of procedure.

This same Article and the Zonta International Glossary define that only the Zonta International Board may adopt or change operating policies outside of the Zonta International Bylaws. General policies (overall principles) found in ZI Bylaws Article III may be adopted or changed by convention which would require a bylaws amendment. Therefore, if this Resolution were to be approved it cannot be a policy but only a statement. In that case, Zonta International would have two statements on the same topic for the two years this resolution would be in effect, which would be confusing to the Zonta membership.

2. RESOLUTION on continuing an overall review of Zonta International

Proposed by: Zonta International Board

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

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

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

The continued review requires the involvement and support of the membership so that all aspects of Zonta can be considered and potential recommended changes can be prepared and presented latest at the 2024 Zonta International Convention in Brisbane, Australia.

Rationale:

In 2020 97% of delegates voted for Resolution on conducting an overall review of Zonta International.

The 2020 – 2022 Zonta International Board established a Working Group to undertake a study of Zonta International to ensure it is fit-for-the-future. The scope of the review included all aspects of the governance and operations of the organization with a prioritized focus on the fields of strategy, governance, membership and advocacy. The study is based on the comprehensive terms of reference which were put together by the Zonta International Board defining the scope for the overall review, its approach and key milestones during the 2020 – 2022 biennium. The study was a significant effort carried out by all members of the Zonta International Board, after consultation of the members as described in the report on the work to the 2022 Convention, in addition to the Board's fiduciary duties, duties for supervision of implementation of the biennial goals and the customary Board duties.

During the 2020 – 2022 biennium the Working Group focused on four areas: strategy, governance, membership and advocacy. For each area the review involved understanding the current state, seeking input from members through a survey undertaken in 2021 and engagement with a range of stakeholders including members, club presidents, Governors, Past International Presidents and relevant International Committees as well as headquarters' staff. Research was also undertaken to understand external practices, including other international membership organizations. An external advisor assisted in the work in order to have an experienced external view on the matters and to help with the extensive project and its management. The work completed to date is presented in a

report to the 2022 Convention. The report includes a number of proposals for change, some of which require changes to Zonta International Bylaws.

As reflected in the report to the 2022 Convention there are recommendations for the fields of strategy, governance, membership and advocacy that could be implemented in the next biennium (some of which require changes to bylaws) taking into account the feedback from the members and the status of Zonta International in the post-pandemic environment. In addition, further work is required to evaluate Zonta's programs, fundraising, support operations etc. so that they are fully evaluated and the study completed.

In order to ensure that the momentum for this work is maintained, without loss of continuity, the Zonta International Board is proposing this resolution to ensure that the work can continue in 2022 – 2024 biennium and would assist in drafting the strategic and business plans for Zonta as proposed in the Biennial Goals 2022 – 2024.

Recommended for adoption by the Zonta International Board

3. RESOLUTION on daily registration fee at Zonta

Proposed by: District 27

In addition to the full registration fee, a daily registration is offered allowing Zonta members, who are not delegates, and guests to attend the conventions for single days. The Board may also determine fees for single events.

Rationale:

1. Daily registration fees have been successfully offered at several Conventions, enabling Zonta members who could not participate in the whole Convention to participate at least in some events.
2. In order to effectively allow attendance of motivated members who cannot attend the whole convention, the "daily" fee should be an actual and reduced fee, adequate for and proportional to the attendance.
3. The decrease of income for the fees will be compensated for by the increased income due to more Zontians attending the convention.
4. The considerations having motivated the vote of this proposal at the previous conventions are still pertinent:
 - To allow Zonta members to attend conventions only for single days (due to lack of free days, desire just to taste the character of a convention, not able to leave children alone during 6 days, the convention city is too close or too well-known to spend holidays in).
 - To create revenues from those members who (without day tickets) would not attend at all.
 - To attract more volunteers assisting the convention for single days (who would not want to pay the full registration fee for only single days or who cannot leave their jobs for 6 days or who can only volunteer part time).
 - It is nowadays technically feasible to create name tags indicating for how many and for which days registration fee has been paid. Those name tags would also facilitate checking on identities of attendees and/or volunteers. In the past some members used a fellow member's entry card to avoid paying.

Not recommended by the International Board

Rationale from Zonta International Board: The Zonta International Convention has been shortened throughout the years making it easier for members to attend. This year's Convention has only a 4-day program. The Convention organizers need flexibility to determine in which instances daily rates can be allowed or not. Mandating a daily rate could have unforeseen implications for the budget.

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

Proposed by: District 27

The campaign “Zonta says NO to violence against women” shall be continued in the biennium 2022 – 2024.

Rationale: “Zonta says No” was developed in 2012 to promote Zonta's credibility and visibility, according to the goals of the biennium 2012-2014 and was successfully continued in the following biennia. The need to attract attention for Zonta's mission is an ongoing demand and should not be ended. Therefore, it is proposed that the campaign should be continued, since it helps to bring Zonta into the public consciousness and raises awareness for Zonta's mission. Besides, the campaign has a strong impact within the Zonta world. It shall be continued for the following reasons:

1. The campaign “Zonta Says No to violence against women” is a Zonta-owned instrument that will further enhance Zonta's credibility and visibility.
2. Also, it is a tool that helps all clubs to work on Zonta's mission. It combines local action with the International Service Projects run by ZI. “Zonta says No to violence against women” links the local work to ZI and helps to promote at a wider range.
3. The campaign involves all main Zonta fields of activities (Advocacy, Service, PR & Communication, UN and Council of Europe, Membership). Furthermore, it helps Zontians on all levels to get connected and work together. Consequently, the campaign supports the exchange and networking of all members within the Zonta world.
4. Many Zonta Clubs around the world already take part in “Zonta says No to violence against women”. This can be seen at zontasaysno.com. This fruitful work should not be jeopardized by discontinuing the campaign. All clubs should have the opportunity to benefit from lessons already learned.

Recommended for adoption by the Zonta International Board.

5. RESOLUTION to extend WIT Scholarship for another biennium with a slight modification.

Proposed by: District 14

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

Rationale: The Women in Technology Scholarship was set up as a pilot program for two biennia because women are still largely underrepresented in information technology and other STEM fields.

To give women equal opportunities as men in technological developments, Zonta launched this pilot scholarship program in 2018. In 2020 the Scholarship was limited to international applications only.

Women are still underrepresented in all engineering and STEM fields. Therefore, WIT scholarship could have the effect of empowering women not only in IT but also in engineering. Furthermore, it will encourage young women to work in these areas. This will be the perfect counterpart to woman in business scholarship (JMK).

Not recommended by the Zonta International Board

The Women in Technology (WIT) scholarship pilot program was a great idea. After extensive review of available funding and sustainability of programs, it was determined that it is not practical to continue the WIT Scholarship for the 2022-2024 biennium.

It is a priority for the Zonta International Board and the Zonta Foundation for Women Board to appropriate resources and funds to standing programs ahead of pilot programs.

Overall contributions have not kept pace with fundraising goals for the last two biennia. The Zonta International Board also recognizes the pressure on clubs and individuals during the current economic environment and has scaled back the spending proposal for international service projects and Amelia Earhart fellowships.

Accumulated reserves for JMK provides an opportunity to increase scholarships and restructure the JMK Scholarship to include business technology and information technology in business studies to acknowledge these fields where female students are underrepresented.

The process of the overall review of Zonta International could not be finished in this biennium, especially with regards to the topics 'programs' and 'fundraising'. If this process continues in 2022-2024 (see proposed Biennial Goals 2022-2024 and Resolution #2), the programs workstream will study the education programs and will make recommendations for a future-oriented conception of the programs.

6. RESOLUTION regarding age of young professional Proposed by District 7

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

Rationale: Changing the age offers the opportunity for more young professionals to take advantage of reduced membership fees, in order to enhance club efforts to increase membership recruitment

Not recommended by the Zonta International Board

Rationale from Zonta International Board: The Young Professional membership fee was introduced as a pilot project 2016 and was then meant to attract mainly, but not only, former members of the Z and Golden Z clubs and awardees of Zonta International educational programs. With many of them still studying, they might not have the financial resources to become club members. Most young professional are expected to have started their careers at 30 and can then afford to pay full dues.