

**REPORT TO CONVENTION
OF THE 2016-2018
ZONTA INTERNATIONAL BYLAWS AND RESOLUTIONS COMMITTEE**

PROPOSED AMENDMENTS TO THE BYLAWS AND RULES OF PROCEDURE OF ZONTA INTERNATIONAL
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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 2016."

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

After adoption, the ZIBRC will make editorial changes as needed.

Electronic voting online is specially introduced and the necessary amendment proposals are included in this report.

Proposed Amendments to the Bylaws of Zonta International

The following two proposals from the Zonta International Board pertain to classification.

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

Present wording	Proposed wording
SECTION 2. (b) Diversity of Membership. (1) Each club shall have members in a variety of classifications, described in the Zonta Club Manual and the Zonta International Marion de Forest Membership Manual.	SECTION 2. (b) Diversity of Membership. (1) Each club shall have members in a variety of classifications. described in the Zonta Club Manual and the Zonta International Marion de Forest Membership Manual.

1.(b)_Article XIV, Clubs. SECTION 2. Members (b) Classified Member (5), p. 25

Present wording	Proposed wording
<p>SECTION 2. Members. (b) Classified Members.</p> <p>(5) Every member shall be assigned a classification based on the Zonta International Marian de Forest Membership Manual. 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>SECTION 2. Members. (b) Classified Members.</p> <p>(5) Every member shall be assigned a classification based on the Zonta International Marian de Forest Membership Manual. 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>

Proposed by the Zonta International Board

Rationale: The classifications are no longer contained in the Zonta International Marion de Forest Membership Manual. The classifications are provided on the Zonta website under Membership Tools – Membership Planning.

Recommended for adoption by the Zonta International Board

2. Article IV Members, SECTION 2.(c) Termination. P.5

Present Wording	Proposed Wording
<p>SECTION 2</p> <p>(c) Termination. Club membership in Zonta International may be terminated if the club has failed to:</p> <ul style="list-style-type: none"> (1) Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues. (2) Meet at least quarterly. (3) Function as a Zonta club. <p>In the event of termination, all legal debts and service obligations shall be paid by the</p>	<p>SECTION 2</p> <p>(c) Termination. Club membership in Zonta International may be terminated <u>by the Zonta International Board</u> if the club has failed to:</p> <ul style="list-style-type: none"> (1) Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues, <u>or</u> (2) Meet at least quarterly, <u>or</u> (3) Function as a Zonta club. <p><u>The governor shall report to the Zonta International Board if a club</u></p>

<p>club. Remaining assets must be disbursed to the Zonta International Foundation, except for operating funds which shall revert to the district for organization and membership. The club's archives shall be deposited in appropriate storage after consultation with the governor and archivist of the district.</p>	<p><u>in the District fails to perform any one of the duties described above. The Zonta International Board shall mail a notice with proof of service to ask the club concerned for clarification within 45 days from the date on which the notice is mailed. After 45 days, a decision of termination shall be made by a two-thirds vote of the entire Zonta International Board.</u></p> <p>In the event of termination, all legal debts and service obligations shall be paid by the club. Remaining assets must be disbursed to the Zonta International Foundation, except for operating funds which shall revert to the district for organization and membership. The club's archives shall be deposited in appropriate storage after consultation with the governor and archivist of the district.</p>
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Proposed by the ZI Bylaws and Resolutions Committee

Rationale: The proposal clarifies that the authority to terminate club membership lies with the Zonta International Board and outlines the procedure for carrying this out.

Section 2 provides that a club shall be accepted as member if it has, *inter alia*, the minimum charter membership established by the Zonta International Board and is based in a Zonta country approved by the Zonta International Board. The Zonta International Board is the only body under the Bylaws which has the authority to decide whether a club has continued to meet the criteria to remain as a club.

The due process of termination is also provided to give the club concerned an opportunity to respond. Since termination is a drastic action, its procedure must be provided for, as in the case of the suspension or expulsion of clubs, in the Bylaws which are mandatory and can be changed by the convention voting members only.

Recommended for adoption by the Zonta International Board

3. Article V, Dues and Fees. SECTION 2. Zonta International Dues and Fees, p. 6

Present wording	Proposed wording
<p>SECTION 2. Zonta International Dues and Fees. Zonta International dues and fees (in U.S. dollars) shall be determined by two-thirds vote of the voting members present and voting at convention and shall be payable in accordance with the Rules of Procedures of Zonta International.</p>	<p>SECTION 2. Zonta International Dues and Fees.</p> <p><u>(a)</u> Zonta International dues and fees (in U.S. dollars) shall be determined by two-thirds vote of the voting members present and voting at convention and shall be payable in accordance with the Rules of Procedures of Zonta International.</p> <p><u>(b) For members under the age of thirty (30) years dues are reduced by 50%.</u></p>

Proposed by the Zonta International Board

Rationale: The pilot project for the Young Professional Membership category has successfully attracted 226 new, young members as of 31 January 2018 and should be officially incorporated into the bylaws. Since Young Professionals have the same rights and responsibilities as any other club member, it is not necessary to create a new membership category in the ZI Bylaws. The only difference is that they pay 50 percent of the international dues.

Recommended for adoption by the Zonta International Board

4. Article VI Officers and Directors, Section 1. p. 7

Present Wording	Proposed Wording
<p>Section 1. (a) Qualifications. Each Zonta International officer shall be a classified member of a club of Zonta International, and shall have served as a Zonta International director or at least one year as a governor, lieutenant governor, district treasure or area director. An officer shall hold no other elective office at any level of Zonta International.</p>	<p>Section 1. (a) Qualifications. Each Zonta International officer shall be a classified member of a club of Zonta International, and shall have served as a Zonta International director or at least one year as a governor, lieutenant governor, district treasure or area director. An officer shall hold no other elective office at any level of Zonta International.</p> <p><u>In addition, each member shall possess the competencies which befits a member of Zonta's primary board. Such competencies shall</u></p>

	<p><u>include proven strategic thinking skills, proven fiscal and fiduciary responsibility, proven governance skills, proficiency in the use of electronic communications media, a global perspective and knowledge of world affairs, experience and knowledge of Zonta and its role as a non-governmental organisation (NGO), and a sufficient command of English to engage effectively in Board deliberations and in representing the Board internationally.</u></p>
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Proposed by District 22

Rationale:

1. Zontians who are candidates for Officers and directors of the Zonta International Board must be, themselves, competent and experienced in the practices of good corporate governance.
2. No such competencies in corporate governance are set for District level positions which is the current pathway to the Zonta International Board.
3. The Zonta International board is the equivalent of a Company Board/Board of a registered charitable organization, and higher level qualifications for Board members are essential in the interests of serving well Zonta International, clubs and members. This minimum skill set is detailed in the list of competencies in the Zonta International Manual, October 2016 edition, p.11.
4. It is imperative that such competencies be listed in the Bylaws for endorsement by clubs and also so that any changes to same are presented to clubs for approval in the interest of transparency, not adjusted/amended by the International Board itself.
5. Zonta International Board members comprise those on whom the clubs (and members) rely to drive the organization forward. To do this, they should possess the competencies as listed.

Not recommended for adoption by the Zonta International Board with the following rationale:

It would not be appropriate to include qualifications which can be subject to interpretation in the Bylaws, the highest body of rules. The further detailed qualifications should be provided in the respective manuals for nominating members and convention voting members to refer to while undertaking their respective duties.

5. Article XI Zonta International Nominating Committee, Section 2 Qualifications, p. 14

Present Wording	Proposed Wording
<p>SECTION 2. Qualifications. A member of the Zonta International Nominating Committee shall be a Past International President or a classified member of a club of Zonta International and shall have served on the Zonta International Board, or as a governor or as a Zonta International committee chairman. No member of the committee shall be eligible for nomination at the international level of Zonta International while serving on the Committee.</p>	<p>SECTION 2. Qualifications. A member of the Zonta International Nominating Committee shall be a Past International President or a classified member of a club of Zonta International and shall have served on the Zonta International Board, or as a governor or as a Zonta International committee chairman.</p> <p><u>In addition, each member shall possess the competencies which befits a member of Zonta's primary board. Such competencies shall include proven strategic thinking skills, proven fiscal and fiduciary responsibility, proven governance skills, proficiency in the use of electronic communications media, a global perspective and knowledge of world affairs, experience and knowledge of Zonta and its role as a non- governmental organisation (NGO), and a sufficient command of English to engage effectively in Board deliberations and in representing the Board internationally.</u></p> <p>No member of the committee shall be eligible for nomination at the international level of Zonta International while serving on the Committee.</p>

Proposed by District 22

Rationale:

1. Zontians who are candidates for the Nominating Committee must be, themselves, competent and experienced in the practices of good corporate governance, to ensure that only candidates with such education and experience are eligible for higher office at the international level.
2. No such qualifications in corporate governance are set for District level positions, or indeed (presently) for Zonta International positions including the Zonta International Board and Zonta International Committee Chairman positions which are the current pathways to Zonta International positions.
3. The Zonta International board is the equivalent of a company board/Board of a registered charitable organisation and higher level qualifications for Board members are essential in the interests of serving well Zonta International, clubs

and members. This minimum skills set is detailed in the list of competencies in the Zonta International Manual, October 2016 edition, p.65 for the Nominating Committee members and on p.11 for Zonta International Boardmembers.

4. It is imperative that such competencies be listed in the Bylaws for endorsement by clubs and also so that any changes to same are presented to clubs for approval, not adjusted/amended by these International Boards.
5. Zonta International Nominating Committee Board members as well as Zonta International Board members comprise those on whom the clubs (and members) rely to drive the organisation forward. They should possess the competencies as listed.

Not recommended for adoption by the Zonta International Board with the following rationale:

It would not be appropriate to include qualifications which can be subject to interpretation in the Bylaws, the highest body of rules. The further detailed qualifications should be provided in the respective manuals for nominating members and convention voting members to refer to while undertaking their respective duties.

The following six proposals from the Zonta International Board pertain to changing the word ‘Qualifications’ to ‘Prerequisites’:

6(a) Article VI, Officers and Directors. SECTION 1. Officers, (a) Qualifications, p. 7

Present wording	Proposed wording
SECTION 1. (a) Qualifications. Each Zonta international officer shall be a classified member of a club of Zonta International, and shall have served as a Zonta International director or at least one year as a governor, lieutenant governor, district treasurer or area director. An officer shall hold no other elective office at any level of Zonta International.	SECTION 1. (a) Qualifications Prerequisites. Each Zonta international officer shall be a classified member of a club of Zonta International, and shall have served as a Zonta International director or at least one year as a governor, lieutenant governor, district treasurer or area director. An officer shall hold no other elective office at any level of Zonta International.

6(b) Article VI, Officers and Directors. SECTION 2. Directors, (a)Qualifications, p. 8

Present wording	Proposed wording
SECTION 2. (a) Qualifications. Each Zonta international director shall be a classified member of a Zonta club, and shall have served at least one year as a governor, lieutenant governor, district treasurer or	SECTION 2. (a) Qualifications Prerequisites. Each Zonta international director shall be a classified member of a Zonta club, and shall have served at least one year as a governor, lieutenant governor, district

area director. A director shall hold no other elective office at any level of Zonta International.	treasurer or area director. A director shall hold no other elective office at any level of Zonta International.
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6(c) Article XI, Zonta International Nominating Committee. SECTION 2. Qualifications, p. 14

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

6(d) Article XIII, Districts. SECTION 6. Officers, (a) Qualifications, p. 18

Present wording	Proposed wording
SECTION 6. (a) Qualifications. Each elected officer shall be a classified member of a club, shall have served at least two years in an elected club office and/or have been a district committee chairman. The governor, lieutenant governor and area directors shall have served at least one year as club president. An elected officer shall hold no other elective position at district level.	SECTION 6. (a) Qualifications Prerequisites. Each elected officer shall be a classified member of a club, shall have served at least two years in an elected club office and/or have been a district committee chairman. The governor, lieutenant governor and area directors shall have served at least one year as club president. An elected officer shall hold no other elective position at district level.

6(e) Article XIII Districts. SECTION 13. Nominating Committee, (b) Qualifications, p. 23

Present wording	Proposed wording
<p>SECTION 13. (b) Qualifications. Each member of the Nominating Committee shall be a classified member of a club, shall have served at least two years in an elected club office and have served in an elected or appointed capacity at the district level.</p>	<p>SECTION 13. (b) Qualifications Prerequisites. Each member of the Nominating Committee shall be a classified member of a club, shall have served at least two years in an elected club office and have served in an elected or appointed capacity at the district level.</p>

6(f) Article XIV, Clubs. SECTION 4. Officers and Directors, (a) Qualifications, p. 26

Present wording	Proposed wording
<p>SECTION 4. (a) Qualifications. To be eligible for the office of president, a member must have been at some time a member of the club board for at least one year, except in the case of a newly chartered club.</p>	<p>SECTION 4. (a) Qualifications Prerequisites. To be eligible for the office of president, a member must have been at some time a member of the club board for at least one year, except in the case of a newly chartered club.</p>

Proposed by the Zonta International Board

Rationale: These articles refer to requirements that must be met in order to hold a specific position in Zonta. The word prerequisite correctly represents the Zonta experience requirement for holding a certain position. It is either met or not. The word qualification is not the appropriate word since qualification represents a subjective evaluation.

Recommended for adoption by the Zonta International Board

The following five proposals from the ZI Bylaws and Resolutions Committee pertain to clarification of proxies carried by the voting members.

7(a) Article X Convention. Section5. Quorum, p. 13

Present Wording	Proposed Wording
<p>Section 5. Quorum. A majority of the voting members and proxies registered at convention shall</p>	<p>Section 5. Quorum. A majority of the voting members and proxies registered at convention shall</p>

constitute a quorum.	constitute a quorum.
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7(b) Article XIII Districts, SECTION 14. Election, p. 24

Present Wording	Proposed Wording
SECTION 14. Election. Election shall be by ballot vote, and a majority vote of the conference voting members and proxies shall elect district officers. In the event that no candidate receives a majority of the votes cast for any office, only the two (2) candidates receiving the largest number of votes shall remain on the second ballot. The district Nominating Committee shall be elected by plurality vote.	SECTION 14. Election. Election shall be by ballot vote, and a majority vote of the conference voting members and proxies shall elect district officers. In the event that no candidate receives a majority of the votes cast for any office, only the two (2) candidates receiving the largest number of votes shall remain on the second ballot. The district Nominating Committee shall be elected by plurality vote.

7(c) Article XIX Amendment to Bylaws, SECTION 1. Amendment, p. 32

Present Wording	Proposed Wording
SECTION 1. Amendment. These bylaws may be amended by a two-thirds (2/3) vote of the convention voting members and proxies present and voting at any convention of Zonta International, provided, that:	SECTION 1. Amendment. These bylaws may be amended by a two-thirds (2/3) vote of the convention voting members and proxies present and voting at any convention of Zonta International, provided, that:

7(d) Article XIX, SECTION 2. Process for Club/District Amendment Proposals, p. 33

Present Wording	Proposed Wording
SECTION 2. Process for Club/District Amendment Proposals. A member of a Zonta club may recommend to the club for approval proposed changes in Zonta International Bylaws or Rules of Procedure. After club approval, the club may submit the proposal to the district board.. If the district board determines that the proposal does not require further study, it shall publish the proposal to all other clubs in that district at least sixty (60) days	SECTION 2. Process for Club/District Amendment Proposals. A member of a Zonta club may recommend to the club for approval proposed changes in Zonta International Bylaws or Rules of Procedure. After club approval, the club may submit the proposal to the district board. If the district board determines that the proposal does not require further study, it shall publish the proposal to all other clubs in that district at least sixty (60) days

<p>before district conference and shall submit the proposal to delegates at the conference. The district board may also submit a proposal to the district conference in the same manner. If a majority of voting members and proxies-at district conference adopts the proposal, the district secretary shall submit the proposal to the Zonta International Bylaws and Resolutions Committee within thirty (30) days after the conference.</p>	<p>before district conference and shall submit the proposal to delegates at the conference. The district board may also submit a proposal to the district conference in the same manner. If a majority of voting members and proxies-at district conference adopts the proposal, the district secretary shall submit the proposal to the Zonta International Bylaws and Resolutions Committee within thirty (30) days after the conference.</p>
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7(e) Article XX Rules of Procedure, p. 34

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

Proposed by the ZI Bylaws and Resolutions Committee

Rationale: Proxies may only be carried by club delegates who are included in the term “voting members” under Article X SECTION 4. Therefore, the wording “and proxies ” is not necessary and also is able to be consistent with the wording in Article XIII, Section 11(5) Quorum which provides that a majority of the voting members registered at conference shall constitute a quorum. Otherwise, members may conclude that proxy carriers can be non-delegates.

Recommended for adoption by the Zonta International Board.

8. Article VI, Officers and Directors. SECTION 2. Directors, (b) Election, Term of Office (1), p. 9

Present Wording	Proposed Wording
SECTION 2 (b)(1) At convention, seven directors of Zonta International shall be elected at large with all convention voting members and proxies eligible to vote by ballot for no more than seven directors.	SECTION 2 (b)(1) At convention, seven directors of Zonta International shall be elected at large with all convention voting members and proxies eligible to vote by ballot <u>vote.</u> for no more than seven directors.

Proposed by the ZI Bylaws and Resolutions Committee

Rationale: The use of “by ballot vote” is proposed to bring the provision in line with the phraseology used in other similar provisions, namely Article VI, SECTION 1(b) Election of officers, and Article X Convention, SECTION 6 Elections.

There is no need to emphasize 'at large' in the election of directors. 'At large' is used only in situations where this is another method for electing candidates as in the case of the election for the International Nominating Committee, where 'at large' is used to differentiate from election by geographic delineation.

The definition of voting members at Convention is separately provided for in Article X Section 4. Proxies may only be carried by club delegates who are included in the term “voting members” under Article X SECTION 4. Therefore, the wording “and proxies eligible to vote” is not necessary. Otherwise, members may conclude that proxy carriers can be non-delegates.

The final phrase "for no more than seven directors" clarifies that any voting member shall not vote for more than the number of directors. This is part of the operational election rules decided at the Convention and should not be stated in the Bylaws.

Recommended for adoption by the Zonta International Board

9. Article VI, Officers and Directors. SECTION 2. Directors, p. 8

Present wording	Proposed wording
SECTION 2. Directors. There shall be seven international directors.	SECTION 2. Directors. There shall be seven <u>five</u> international directors.

Proposed by the Zonta International Board

Rationale: The role of the nominating committee is to identify the best possible candidates to serve and represent the organization, irrespective of their nationality or geographical location. With declining membership, reducing the number of directors, combined with greater use of technology, is needed for Zonta to be more competitive, more cost-effective, better coordinated, and more streamlined. Compared to the boards of other non-profit and for-profit organizations, the current Zonta International board of 11 is large. For example, Apple and the Bank of America both have boards of 8 and Soroptimist International, with 74,000 members, has recently reduced its board from 14 to 11.

Recommended for adoption by the Zonta International Board.

[The moving of the proposals in Item 10(a), Item 10 (b) and Item 10(c) will be subject to the adoption of Item 9.]

10(a) Article VI, Officers and Directors. SECTION 2. Directors, (b) Election, Term of Office (1), p. 9

Present wording	Proposed wording
SECTION 2. (b) Election, Term of Office. (1) At convention, seven directors of Zonta International shall be elected at large with all convention voting members and proxies eligible to vote by ballot for no more than seven directors.	SECTION 2. (b) Election, Term of Office. (1) At convention, seven <u>the</u> directors of Zonta International shall be elected at large with all convention voting members and proxies eligible to vote by ballot for no more than seven <u>directors.</u>

Proposed by the Zonta International Board

Rationale: Amending the wording will simplify the Bylaws.

Recommended for adoption by the Zonta International Board

10(b) Article VII, Zonta International Board. SECTION 1. How Constituted, p. 9

Present wording	Proposed wording
SECTION 1. How Constituted. Officers and seven directors shall constitute the Board of Zonta International. Officers of Zonta International shall be officers of the board.	SECTION 1. How Constituted. <u>The</u> Officers and seven directors shall constitute the Board of Zonta International. Officers of Zonta International shall be officers of the board.

Proposed by the Zonta International Board

Rationale: Amending the wording will simplify the Bylaws.

Recommended for adoption by the Zonta International Board

10(c). Article XI, Zonta International Nominating Committee. SECTION 5. Duties (a) (2), p. 14

Present wording	Proposed wording
SECTION 5. Duties. (a) (2) For Zonta International director positions, at least 14 candidates for election of seven directors.	SECTION 5. Duties. (a) (2) For Zonta International director positions, at least 14 <u>10</u> candidates for election of seven <u>five</u> directors.

Proposed by the Zonta International Board

Rationale: The role of the nominating committee is to identify the best possible candidates to serve and represent the organization, irrespective of their nationality or geographical location. With declining membership, reducing the number of directors, combined with greater use of technology, is needed for Zonta to be more competitive, more cost-effective, better coordinated, and more streamlined. Compared to the boards of other non-profit and for-profit organizations, the current Zonta International board of 11 is large. For example, Apple and the Bank of America both have boards of 8 and Soroptimist International, with 74,000 members, has recently reduced its board from 14 to 11.

Recommended for adoption by the Zonta International Board

11. Article X, Convention. SECTION 4. Convention Voting Members, p. 12

Present wording	Proposed wording
SECTION 4. (b) Proxies. Any club unable to send a delegate to convention may be represented by proxy. A club electing to be represented by proxy shall be entitled to its	SECTION 4. (b) Proxies. Any club unable to send a delegate to convention may be represented by proxy. A club electing <u>choosing</u> to be represented by proxy shall be entitled to its

total votes by proxy. A club may carry the total proxy votes from each of two other clubs except that the total votes carried by one club may not exceed five.	total votes by proxy. A club may carry the total proxy votes from each of two other clubs except that the total votes carried by one club may not exceed five.
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Proposed by the Zonta International Board

Rationale: The proposed wording clarifies the use and carrying of proxy votes.

Recommended for adoption by the Zonta International Board

12. Article XI, Zonta International Nominating Committee. SECTION 1. How Constituted, p. 13

Present Wording	Proposed Wording
<p>SECTION 1. How Constituted. A Nominating Committee of nine members shall be elected by plurality vote as follows:</p> <ul style="list-style-type: none"> <input type="checkbox"/> • One member from the clubs in North, Central and South America <input type="checkbox"/> • One member from the clubs in Europe <input type="checkbox"/> • One member from the clubs in Africa <input type="checkbox"/> • One member from the clubs in Australia and New Zealand <input type="checkbox"/> • One member from the clubs in Asia <input type="checkbox"/> • Four members at large <p>Voting members shall be entitled to vote for all nine members of the committee.</p> <p>The chairman and the vice chairman of the committee shall be chosen by majority vote of the members of the Zonta International Nominating Committee.</p>	<p>SECTION 1. How Constituted. A Nominating Committee of nine <u>seven</u> members shall be elected by plurality vote as follows:</p> <ul style="list-style-type: none"> <input type="checkbox"/> • One member from the clubs in North, Central and South America <input type="checkbox"/> • One member from the clubs in Europe <u>and Africa</u> <input checked="" type="checkbox"/> • One member from the clubs in Africa <input type="checkbox"/> • One member from the clubs in Australia and New Zealand <input type="checkbox"/> • One member from the clubs in Asia <input type="checkbox"/> • Four <u>Three</u> members at large <p>Voting members shall be entitled to vote for all nine <u>seven</u> members of the committee.</p> <p>The chairman and the vice chairman of the committee shall be chosen by majority vote of the members of the Zonta International Nominating Committee.</p>

Proposed by the Zonta International Board

Rationale: With declining membership, reducing the size of the Nominating Committee, combined with greater use of technology, is needed for Zonta to be more competitive, more cost-effective, better coordinated, and more streamlined. Combining the continents of Europe and Africa into one geographical area could provide more balanced representation on the nominating committee. A larger nominating committee was justifiable in years when global membership was high. Meeting the costs of a large committee will become increasingly difficult.

Recommended for adoption by the Zonta International Board.

[The moving of the proposals in Item 13 will be subject to the adoption of Item 12.]

13. Article XI, Zonta International Nominating Committee. SECTION 5. Duties (a) (3), p. 14

Present Wording	Proposed Wording
<p>SECTION 5. Duties. (a) (3) For the Zonta International Nominating Committee, at least:</p> <ul style="list-style-type: none"> <input type="checkbox"/> • Two candidates from the clubs in North, Central and South America <input type="checkbox"/> • Two candidates from the clubs in Europe <input type="checkbox"/> • Two candidates from the clubs in Africa <input type="checkbox"/> • Two candidates from the clubs in Australia and New Zealand <input type="checkbox"/> • Two candidates from the clubs in Asia <input type="checkbox"/> • Eight candidates at large. 	<p>SECTION 5. Duties. (a) (3) For the Zonta International Nominating Committee, at least:</p> <ul style="list-style-type: none"> <input type="checkbox"/> • Two candidates from the clubs in North, Central and South America <input type="checkbox"/> • Two candidates from the clubs in Europe and Africa <input type="checkbox"/> • Two candidates from the clubs in Africa <input type="checkbox"/> • Two candidates from the clubs in Australia and New Zealand <input type="checkbox"/> • Two candidates from the clubs in Asia <input type="checkbox"/> • Eight Six candidates at large.

Proposed by the Zonta International Board.

Rationale: With declining membership, reducing the size of the Nominating Committee, combined with greater use of technology, is needed for Zonta to be more competitive, more cost-effective, better coordinated, and more streamlined. Combining the continents of Europe and Africa into one geographical area could provide more balanced representation on the nominating committee. A larger nominating committee was justifiable in years when global membership was high. Meeting the costs of a large committee will become increasingly difficult.

Recommended for adoption by the Zonta International Board

14. Article X Convention, Section 4. Convention Voting Members, p. 12

Present Wording	Proposed Wording
<p>(a) Clubs. Each club of Zonta International shall be entitled to one (1) delegate and alternate. If the membership of any club, based upon the dues payment through 1 March, exceeds thirty (30) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds sixty (60)</p>	<p>(a) Clubs. Each club of Zonta International shall be entitled to one (1) delegate and alternate. If the membership of any club, based upon the dues payment through 1 March, exceeds thirty (30) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds sixty (60) members, the club shall be</p>

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.	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 <u>or Zonta International Nominating Committee</u> shall not be a club delegate or alternate.
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Proposed by the ZI Bylaws and Resolutions Committee

Rationale: A member of the Zonta International Nominating Committee nominates candidates for all the elective positions at the international level and therefore should not be a club delegate or alternate who votes on those candidates in the elections.

Recommended for adoption by the Zonta International Board.

15. Article XIII District, Section 11. Meetings. (a) District Conference (4) Conference voting Members, p. 22

Present Wording	Proposed Wording
(a) Clubs. Each club shall be entitled to one (1) delegate and one (1) 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 thirty (30) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds sixty (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 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.	(a) Clubs. Each club shall be entitled to one (1) delegate and one (1) 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 thirty (30) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds sixty (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 may carry more than one of the total votes to which the club is entitled. A member of the District Board <u>or District Nominating Committee</u> shall not be a club delegate or alternate.

Proposed by the ZI Bylaws and Resolutions Committee

Rationale: A member of the District Nominating Committee nominates candidates for all the elective positions at the district level and therefore should not be a club delegate or alternate who votes on those candidates in the elections.

Recommended for adoption by the Zonta International Board.

16(a) Article XI Zonta International Nominating Committee, SECTION 5. Duties, (b), p. 14

Present Wording	Proposed Wording
<p>The Zonta International Nominating Committee shall:</p> <p>(b) Report at the convention. Additional nominations may be made from the floor, provided the nominee is qualified and has consented to serve if elected.</p>	<p>The Zonta International Nominating Committee shall:</p> <p>(b) Report at the convention.—Additional nominations may be made from the floor, provided the nominee is qualified and has consented to serve if elected.</p>

Proposed by District 16

Rationale: This remit seeks to remove the right to receive nominations from the floor for the following Zonta International roles: Officers and Directors and International Nominating Committee members. It is important that the Nominating Committee assesses all nominees for these roles fairly, and equally using the same criteria.

Nominations from the floor are not required because:

- Suitable qualified candidates are obtained without the need for these nominations. The nomination process provides sufficient time for nominations to be received (at least six months) and permits the elected International Nominating Committee to seek additional candidates without the need for nominations from the floor; and
- Receiving nominations from the floor is not equitable or fair, as the Bylaws do not require them to be subject to the same level of assessment by the International Nominating Committee as those who have submitted their nomination earlier.
- Nominations from the floor, only need to be “qualified” in terms of Officers and Directors, Article VI, Section 1 (a) and Section 2 (a), and for the International Nominating Committee, Article XI Section 2. Qualifications relate to holding specific Zonta office and do not include any assessment of how well they performed in that office, nor whether they meet the competencies and personal attributes for the Zonta International roles they are seeking nomination. For example, to be a Zonta International Director, nominees “*shall be a classified member of a Zonta club, and shall have served at least one year as a Governor, Lt Governor, District Treasurer or Area Director*” Article VI, Section 2 (a).

In recent conventions, there have been few nominations from the floor. These nominations may come from those whose nominations have been assessed and declined by the International Nominating Committee; or from those whose circumstance has changed since the closing date for nominations; or from those who chose not to submit their nomination by the earlier closing date.

Not recommended for adoption by the Zonta International Board with the following rationale:

The right for members to run from the floor is a common practice recognized in Robert’s Rules of Order. There should be sufficient flexibility to provide any qualified member a chance to run for a position without compromising the fairness of the process. A

candidate may need to withdraw and be replaced. Ultimately it is the voting members of convention who make the decision as to whether or not an individual should be elected.

[For presentation if 16 (a) is not passed].

16(b) Article XI Zonta International Nominating Committee, SECTION 5. Duties, (b), p. 14

Present Wording	Proposed Wording
<p>The Zonta International Nominating Committee shall:</p> <p>(b) Report at the convention. Additional nominations may be made from the floor, provided the nominee is qualified and has consented to serve if elected.</p>	<p>The Zonta International Nominating Committee shall:</p> <p>(b) Report at the convention. Additional nominations may be made from the floor, provided the nominee is qualified, <u>has the necessary competencies and personal attributes to perform the role, is recommended by the Nominating Committee,</u> and has consented to serve if elected.</p>

Proposed by District 16

Rationale: This remit seeks to specify the assessment criteria to be applied for nominations from the floor for the following Zonta International roles: Officers and Directors and International Nominating Committee members. It is important that the Nominating Committee assesses all nominees for these roles fairly, and equally using the same criteria.

Nominations from the floor, only need to be “qualified” in terms of Officers and Directors, Article VI, Section 1 (a) and Section 2 (a), and for the International Nominating Committee, Article XI Section 2. Qualifications relate to holding specific Zonta office and do not include any assessment of how well they performed in that office, nor whether they meet the competencies and personal attributes for the Zonta International roles they are seeking nomination. For example, to be a Zonta International Director, nominees “*shall be a classified member of a Zonta club, and shall have served at least one year as a Governor, Lt Governor, District Treasurer or Area Director*” Article VI, Section 2 (a).

In recent conventions, there have been few nominations from the floor. These nominations may come from those whose nominations have been assessed and declined by the International Nominating Committee; or from those whose circumstance has changed since the closing date for nominations; or from those who chose not to submit their nomination by the earlier closing date.

Not recommended for adoption by the Zonta International Board with the following rationale:

Descriptions of competencies and personal attributes are requirements that are subject to interpretation and should be avoided in the Bylaws. It is more appropriate to set out

requirements of this nature in manuals, as already detailed in the Zonta International Manual.

17. Article XI Zonta International Nominating Committee, Section 5(b), p. 14

Present Wording	Proposed Wording
<p>Section 5(b) Report at the convention. Additional nominations may be made from the floor, provided the nominees qualified and consented to serve if elected</p>	<p>Section 5(b) Report at the convention. Additional nominations may be made from the floor, provided the nominees qualified and consented to serve if elected</p> <p><u>Section 5 (c) Additional nominations may be made from the floor providing:</u></p> <ol style="list-style-type: none"> <u>1. Advice and an application is given to the Chairman of the Nominating Committee at least 14 days prior to the start of Convention;</u> <u>2. The nomination is subjected to the same process of review by the Nominating Committee as for other nominations received by the due date;</u> <u>3. The nominating committee advises that the nomination is in order (ie it meets all requirements).</u>

Proposed by District 22

Rationale: These provisions (i) – (iii) above ensure that all nominations are subjected to the same review process thus ensuring equity and fairness for all candidates.

Provisions (i) – (iii) above ensure that members cannot attempt to circumvent the nominating committee process either by avoiding scrutiny by the committee, or by attempting to ‘reverse’ an initial rejection of their application.

Not recommended for adoption by the Zonta International Board with the following rationale:

Procedures for the process of receiving applications, whether within the stated deadline or ‘from the floor’, should be set out in the International Manual and not in the ZI Bylaws. Detailing this process in the manuals would provide for greater clarity for the committee and the applicants. There should be sufficient flexibility in procedures of this nature to provide any qualified member a chance to run for a position without compromising the fairness of the process. A candidate may need to withdraw and be replaced later than 14 days pre-convention. Ensuring a full slate of candidates must be a first priority. Therefore, updating the International Manual, if required, is preferred to adding restrictive details in the bylaws.

18. Article XI, Zonta International Nominating Committee, Section 5. Duties, p. 14

Present Wording	Proposed Wording
<p>SECTION 5. Duties. The Zonta International Nominating Committee shall:</p> <p>(a) Provide the official slate and qualifications for publication at least ninety (90) days before convention, including, when possible, nominations as follows:</p> <p>(1) For each Zonta International officer position to be filled, two (2) or more candidates.</p> <p>(2) For Zonta International director positions, at least fourteen (14) candidates for election of seven (7) directors.</p> <p>(3) For the Zonta International Nominating Committee, at least:</p> <ul style="list-style-type: none"> • Two (2) candidates from the clubs in North, Central and South America; • Two (2) candidates from the clubs in Europe; • Two (2) candidates from the clubs in Africa; • Two (2) candidates from the clubs in Australia and New Zealand; • Two (2) candidates from the clubs in Asia; and • Eight (8) candidates at large. 	<p>SECTION 5. Duties. <u>The Zonta International Nominating Committee is an independent committee and is empowered to make all decisions regarding the nomination process and candidates in compliance with the Zonta International Bylaws.</u> The Zonta International Nominating Committee shall:</p> <p>(a) Provide the official slate and qualifications for publication at least ninety (90) days before convention, including, when possible, nominations as follows:</p> <p>(1) For each Zonta International officer position to be filled, two (2) or more candidates.</p> <p>(2) For Zonta International Director positions, at least fourteen (14) candidates for election of seven (7) directors.</p> <p>(3) For the Zonta International Nominating Committee, at least:</p> <ul style="list-style-type: none"> • Two (2) candidates from the clubs in North, Central and South America; • Two (2) candidates from the clubs in Europe; • Two (2) candidates from the clubs in Africa; • Two (2) candidates from the clubs in Australia and New Zealand; • Two (2) candidates from the clubs in Asia; and • Eight (8) candidates at large.

Proposed by District 12

Rationale: To preserve the integrity and transparency of the ZI and ZIF election processes, the International Nominating Committee must discharge its duties independent from any other committee or group and make impartial and objective decisions, without pressure from those that may seek nomination who desire to have particular individuals nominated, all within the confines and directives set forth in the ZI Bylaws. The language added to Article XI, Section 5, is similar to that which was

previously found in the Zonta International Manual: “The Zonta International Nominating Committee is elected and is independent in fulfilling its duties.” Similar language should be included in the ZI Bylaws to ensure that the Nominating Committee can discharge its duties in an independent and impartial manner. The additional language does not prevent the Nominating Committee from seeking the names of potential candidates from the ZI Board, District Nominating Committees or any other member of Zonta, but preserves a fair and equitable democratic process. Both Robert’s Rules of Procedure and the Illinois General Not-For-Profit Corporation Act of 1986 (the “Act”) allow for elected, independent nominating committees. Because the Zonta International Bylaws set forth the manner in which the Nominating Committee is elected by Zonta members, the committee can be an independent committee. Elected nominating committees are treated differently than other committees under the Act. Section 108.40(c) of the Act specifically provides that “To the extent specified by the board of directors or in the articles of incorporation or bylaws, each committee may exercise the authority of the board of directors under Section 108.05 of this Act... .” Further, “committees appointed by the board or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of directors or other committees involved in the process of electing directors may make recommendations to the members relating to electing directors... .” It is essential that members of the Nominating Committee be independent in both fact and appearance and have the ability to exercise objective judgment free from any relationship or influence that could compromise their ability to approach nominating issues decisively and independently. Adding the proposed language will not allow the Nominating Committee to usurp any powers or duties of the Board, since the Nominating Committee must remain in compliance with the ZI Bylaws and policies.

Not recommended by Zonta International Board with the following rationale:

The ZI Board is responsible for the legality of the procedures used in the nominating process. Stating that the ZI Nominating Committee is independent from the ZI Board could jeopardize the legal responsibilities of the Board. For example, a future Nominating Committee might exclude a candidate on grounds that could be perceived as discriminatory. That action could subject ZI to legal action under the Illinois Human Rights Act and possibly other laws. This is why the ZI Board shall at all times retain the authority to step in and prevent the ZI Nominating (and of course any other) Committee from violating law, engaging in defamation, or taking other actions which could damage the assets or goodwill of ZI. This includes but is not limited to making the final decision regarding any proposed changes to the International Nomination Form.

For these reasons, this proposed bylaws amendment is not recommended as the ZI Board would hold the liability and responsibility for actions into which they have no visibility.

19. Article XIII, Districts, Section 13, Nominating Committee, (d) Duties, p. 23

Present Wording	Proposed Wording
<p>(d) Duties. It shall be the duty of the Nominating Committee to:</p> <p style="text-align: center;">District</p> <p>(1) Provide the official slate and qualifications of each candidate for publication at least sixty (60) days before the District Conference.</p> <p>(2) Nominate one (1) or more qualified candidates for each office to be filled at the next election of district officers.</p> <p>(3) Nominate at least five (5) 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.</p> <p>No member shall be proposed without that member's consent to serve if elected.</p> <p style="text-align: center;">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>(d) Duties. <u>A District Nominating Committee is an independent committee and is empowered to make all decisions regarding the nomination process and candidates in compliance with the Zonta International Bylaws and District policies and procedures.</u> It shall be the duty of a Nominating Committee to:</p> <p style="text-align: center;">District</p> <p>(1) Provide the official slate and qualifications of each candidate for publication at least sixty (60) days before the District Conference.</p> <p>(2) Nominate one (1) or more qualified candidates for each office to be filled at the next election of district officers.</p> <p>(3) Nominate at least five (5) 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.</p> <p>No member shall be proposed without that member's consent to serve if elected.</p> <p style="text-align: center;">Zonta International</p> <p>Work with the Zonta International Nominating Committee to recruit qualified Zontians for Zonta International officers, directors, and Nominating Committee.</p>

Proposed by District 12

Rationale: To preserve the integrity and transparency of the District election process, the District Nominating Committee must discharge its duties independent from any other committee or group and make impartial and objective decisions, without pressure from those that may seek nomination or who desire to have particular individuals nominated, all within the confines and directives set forth in the ZI Bylaws and the District policies and procedures. The language added to Article XIII, Section 13, is consistent with the

proposed amendment to the ZI Bylaws, Section XI, Zonta International Nominating Committee, Section 5, Duties, which adds language previously contained in the International Manual. The additional language should be included in the ZI Bylaws to ensure that each District Nominating Committee can discharge its duties in an independent and impartial manner. The proposed amendment does not prevent a District Nominating Committee from seeking the names of potential candidates from club nominating committees, the District Board or any other member of Zonta, but preserves a fair and equitable democratic process. It is essential that members of a District Nominating Committee be independent in both fact and appearance and have the ability to exercise objective judgment free from any relationship or influence that could compromise their ability to approach nominating issues decisively and independently. Adding the proposed language will not allow the District Nominating Committee to usurp any powers or duties of the District Board, since the District Nominating Committee must remain in compliance with the ZI Bylaws and District policies and procedures.

Not recommended for adoption by the Zonta International Board with the following rationale:

The district board is responsible for the legality of the procedures used in the nominating process. Stating that the District Nominating Committee is independent from the district board could jeopardize the legal responsibilities of the board. For example, a future Nominating Committee might exclude a candidate on grounds that could be perceived as discriminatory. This is why the district board shall at all times retain the authority to step in and prevent the District Nominating (and of course any other) Committee from violating law, engaging in defamation, or taking other actions which could damage the assets or goodwill of Zonta.

For these reasons, this proposed bylaws amendment is not recommended as the district board would hold the liability and responsibility for actions into which they have no visibility.

20. Article XIV, Clubs, Section 8. Nominating Committee, (d) Duties, p. 28

Present Wording	Proposed Wording
<p>SECTION 8. (d) Duties.</p> <p>(d) Duties. It shall be the duty of the Nominating Committee to nominate one (1) or more members for each office or directorship to be filled at the annual election, and at club option, to nominate at least three (3) members for the next term's Nominating Committee</p>	<p>SECTION 8. (d) Duties.</p> <p>(d) Duties. <u>A Club Nominating Committee is an independent committee and is empowered to make all decisions regarding the nomination process and candidates on compliance with the Zonta International Bylaws and the club bylaws.</u> It shall be the duty of the Nominating Committee to nominate one (1) or more members for each office or directorship to be filled at the annual election, and at club option, to nominate at least three (3) members for the next term's Nominating Committee.</p>

Proposed by District 12

Rationale: To preserve the integrity and transparency of the club election process, a club Nominating Committee must discharge its duties independent from any other committee or group and make impartial and objective decisions, without pressure from those that may seek nomination or who desire to have particular individuals nominated. The language added to Article XIV, Section 8, is consistent with the proposed amendment to the ZI Bylaws, Section XI, Zonta International Nominating Committee, Section 5, Duties, which adds language previously contained in the International Manual. The additional language should be included in the ZI Bylaws to ensure that each club Nominating Committee can discharge its duties in an independent and impartial manner. The proposed amendment does not prevent the Nominating Committee from seeking the names of potential candidates from the club board or any member of Zonta, but preserves a fair and equitable democratic process. It is essential that members of a club Nominating Committee be independent in both fact and appearance and have the ability to exercise objective judgment free from any relationship or influence that could compromise their ability to approach nominating issues decisively and independently. Adding the proposed language will not allow the club Nominating Committee to usurp any powers or duties of the club board, since the club Nominating Committee must remain in compliance with both the ZI Bylaws and the club bylaws.

Not recommended for adoption by the Zonta International Board with the following rationale:

The club board is responsible for the legality of the procedures used in the nominating process. Stating that the Club Nominating Committee is independent from the club board could jeopardize the legal responsibilities of the board. For example, a future Nominating Committee might exclude a candidate on grounds that could be perceived as discriminatory. This is why the club board shall at all times retain the authority to step in and prevent the Club Nominating (and of course any other) Committee from violating law, engaging in defamation, or taking other actions which could damage the assets or goodwill of ZI.

For these reasons, this proposed bylaws amendment is not recommended as the club board would hold the liability and responsibility for actions into which they have no visibility.

21. Article XII, Committees. SECTION 14. Jane M. Klausman Women in Business Scholarship Committee, p. 17

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

International Jane M. Klausman Women in Business Scholarships.	Klausman Women in Business Scholarships. <u>Promotional materials shall reference that the scholarship was established by a grant from Jane M. Klausman.</u>
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Proposed by the Zonta International Board

Rationale: A shorter, less complicated name will facilitate promotional efforts for the scholarship. The suggested name will make the purpose of the scholarship clear to potential candidates and their supporters. The Zonta International Foundation Fund and the Committee will retain the name of Jane M. Klausman to honor the benefactor.

Recommended for adoption by the Zonta International Board

22. Article XII, Committees. SECTION 15. Young Women in Public Affairs Award Committee, p. 17

Present Wording	Proposed Wording
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.	SECTION 15. Young Women <u>Leaders</u> in <u>Public Affairs Service</u> 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 <u>Leaders</u> in <u>Public Affairs Service</u> Awards.

Proposed by the Zonta International Board

Rationale: The term “public affairs” is not widely understood in non-Anglo-American cultures. This may be one reason for the fact that, since its inception, the vast majority of applicants and subsequently awardees haven’t had any focus in public affairs. Instead, they have excelled as leaders in various areas of service. Therefore, the name change will not only facilitate global marketing but also be an adjustment to reality.

Recommended for adoption by the Zonta International Board

23. Article XIII, Districts. SECTION 6. Officers (c) Terms of Office, p. 18

Present wording	Proposed wording
SECTION 6. (c) Terms 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	SECTION 6. (c) 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 consecutive 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.	eligible to serve in the same office again except (1) the treasurer who is eligible to serve two consecutive 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.
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Proposed by the Zonta International Board

Rationale: The position of treasurer can be difficult to fill. Allowing the treasurer to serve two terms but not necessarily consecutive terms gives the districts greater flexibility in filling the position.

Recommended for adoption by the Zonta International Board

24. Article XIII Districts, SECTION 9. Vacancies. (b) Lieutenant Governor, p. 20

Present Wording	Proposed Wording
SECTION 9 (b) Lieutenant Governor. In case of vacancy in the office of lieutenant governor, the office may remain vacant until filled by election at the next district conference, or the vacancy may be filled by mail ballot, provided the candidate receives a majority vote of clubs in the district, or the vacancy may be filled by appointment of the district board.	SECTION 9 (b) Lieutenant Governor. In case of vacancy in the office of lieutenant governor, the office may remain vacant until filled by election at the next district conference, or the vacancy may be filled by mail ballot, provided the candidate receives a majority vote of clubs <u>district voting members, as defined in Article XIII, Section 11(a)(4) in the district</u> , or the vacancy may be filled by appointment of the district board.

Proposed by the ZI Bylaws and Resolutions Committee

Rationale: This proposal clarifies that not only clubs have the right to vote for lieutenant governor. Elected district board members may vote for lieutenant governor as well, in case of vacancy in the office. The definition of district voting members is the same as conference voting members' prescribed in Article XIII, Section 11(a)(4).

Recommended for adoption by the Zonta International Board

25. Article XIII Districts, Section 11(a)(4)(b) Proxies, p. 22

Present Wording	Proposed Wording
<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 (2) consecutive conferences. A club may carry the proxy votes from no more than two other clubs.</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 (2) consecutive conferences. A club may carry the proxy votes from no more than two other clubs <u>except that the total votes carried by one(1) club may not exceed five(5).</u></p>

Proposed by District 17

Rationale: It is submitted that district elections are relatively more closely contested than elections for international positions. To avoid district election results being unduly influenced by a club carrying an unusually large number of votes on account of carrying proxy votes, it is proposed that the total number of votes carried by a club at a district conference shall be limited to five (5). This amendment would be in conformity with the limitation on number of votes carried by a club in ZI conventions as provided in Article X, Section 4, (b) of the ZI By-Laws which states: “Any club unable to send a delegate to convention may be represented by proxy. A club electing to be represented by proxy shall be entitled to its total votes by proxy. A Club may carry the total proxy votes from each of two other clubs except that the total votes carried by one (1) club may not exceed five (5).”

Recommended for adoption by the Zonta International Board

26. Article XIV Clubs, SECTION 8. Nominating Committee. (a) How Constituted, p. 28

Present Wording	Proposed Wording
<p>SECTION 8(a). How Constituted. At its election meeting, the club may elect its Nominating Committee of at least three (3) members for the next year.</p>	<p>SECTION 8(a). How Constituted. At its election meeting, the club may elect its Nominating Committee of at least three (3) members for the next <u>year-term.</u></p>

Proposed by the ZI Bylaws and Resolutions Committee

Rationale: Clubs’ practice varies on whether they hold elections every year or every two years. Therefore, it is more accurate to use “term” rather than “year”.

Recommended for adoption by the Zonta International Board

27. Article XIV Clubs, SECTION 8. Nominating Committee. (d) Duties, p. 28

Present Wording	Proposed Wording
SECTION 8(d) Duties .. It shall be the duty of the Nominating Committee to nominate one (1) or more members for each office or directorship to be filled at the annual election, and at club option, to nominate at least three (3) members for the next term’s Nominating Committee.	SECTION 8(d) Duties .. It shall be the duty of the Nominating Committee to nominate one (1) or more members for each office or directorship to be filled at the annual election, and at club option, to nominate at least three (3) members for the next term’s Nominating Committee.

Proposed by the ZI Bylaws and Resolutions Committee

Rationale: Same rationale as proposal 26. It is more accurate to delete “annual” to allow for varying practice between clubs.

Recommended for adoption by the Zonta International Board

28. Article XV International Identification, Section 4.Name and Marks, p. 31

Present Wording	Proposed Wording
SECTION 4. Name and Marks. The name and symbol of Zonta may be used by any district, club or member of Zonta International only in accordance with regulations issued from time to time by the Zonta International Board. Use of the name and symbol of Zonta by nonmembers other than in news reporting or commentary is permitted only with prior approval of the Zonta International president.	SECTION 4. Name and Marks. The name and symbol of Zonta may be used by any district, club or member of Zonta International only in accordance with regulations issued from time to time by the Zonta International Board. <u>Any substantial changes that will result in costs to districts, clubs or members must first be ratified by an international convention.</u> Use of the name and symbol of Zonta by nonmembers other than in news reporting or commentary is permitted only with prior approval of the Zonta International president.

Proposed by District 23

Rationale: The latest change to Zonta identification branding came without warning, along with the recommendation that name badges and banners be changed.

As Zonta is an organisation to empower women through service and advocacy, many members believe that we should be concentrating on such activity rather than spending limited resources on changing the brand which was becoming recognisable to the wider community. A short while before the announcement some clubs had been involved in purchasing new banners at some expense, and these subsequently became obsolete – a

real waste of funding. The recommended change to name badges has had the result that individual detail is not as easy to identify as in the past. There has been some pressure put on individual members to change their badge, at personal cost, and there has been some noticeable resistance to do so.

If a substantial change to Zonta identification branding is planned, the implications need to be thoroughly considered in ways which allow members to express their opinion – through being put at International Convention - prior to it being actioned. This would involve clubs and members in knowing proposed changes well in advance and allow them to consider the effects of changes appropriately.

Not recommended for adoption by the Zonta International Board with the following rationale:

The convention voting members elect a Board to direct and oversee the organization. Directing includes decisions on image building such as symbols and slogans. The process to implement changes in an existing design can be organized in a way that would not give rise to cost implications through careful planning and consideration. These matters are operational in nature and should not be included in the Bylaws.

The following proposals (29 ~ 33) from the ZI Board pertain to electronic voting with the following rationale,

The following proposals for amendments to our Bylaws create the option of conducting electronic* (online) debates and voting prior to and at Conventions. Other organizations already rely on this process. Should the proposed amendments be adopted, the Zonta International Board could determine whether it would be beneficial to organize debate and/or voting in this alternative way. In this case, Zonta clubs would experience:

1. Higher participation in decision making and more time to study arguments

- a) The electronic* (online) process will give **each** club the opportunity not only to cast votes, but to express its opinion and participate in amendment debates. Today's practice is that debates only take place live at Convention. This gives only very few delegates the possibility of speaking.
- b) Language barriers will be reduced, since members can more easily follow and study the arguments, and get help with translations if needed.
- c) The electronic* (online) process would give the delegates the opportunity to consider more arguments and thus make better decisions. With today's practice, this time is limited to a few minutes at the business session at Convention.

2. More flexibility

- a) Should it be, for any reason, impossible to hold a Convention, electronic* (online) debates and/or voting would be a cost- and time-efficient way to hear the arguments of the Zonta members and to conduct business.

- b) Time not used for bylaw debates at Convention could be used for other activities. It would also make it possible to shorten the Convention.

* The term “electronic” is required by the State of Illinois law

29. Glossary of Zonta International, Vote, p. 41

Present Wording	Proposed Wording
<p>Vote Formal expression of opinion or preference. In Zonta, the vote is based on members present and voting.</p>	<p>Vote Formal expression of opinion or preference. In Zonta, the vote is based on members present and voting. <u>Electronic voting may proceed as determined by the Zonta International Board and as permitted by applicable law.</u></p>

Proposed by the Zonta International Board

Rationale: Electronic voting, including debating, has several benefits, e.g. the possibility to conduct business without meeting physically or saving time and money at convention. Debating will be available for weeks instead of hours, so more people can participate by offering arguments themselves or reflecting on the arguments of others. The new wording is to allow electronic voting as one of the voting methods in the ZI Bylaws as members may not be present during electronic voting online before or during the convention.

Recommended for adoption by the Zonta International Board

[Only when the above proposal is adopted at convention the following proposals will be discussed. The proposals are listed in the order that they appear in the Bylaws.]

The following seven proposals from the Zonta International Board pertain to adding the new wording for electronic voting.

30.(a). Article VI, Officers and Directors, SECTION 1. Officers (b) Election, Term of Office, p. 7

Present Wording	Proposed Wording
<p>SECTION 1. (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</p>	<p>SECTION 1. (b) Election, Term of Office. Elected by ballot <u>or electronic</u> 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</p>

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.	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.
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30.(b). Article VI, Officers and Directors, SECTION 2. Directors (b) Election, Term of Office (1), p. 9

Present Wording	Proposed Wording
SECTION 2. (b) Election, Term of Office. (1) At convention, seven directors of Zonta International shall be elected at large with all convention voting members and proxies eligible to vote by ballot for no more than seven director	SECTION 2. (b) Election, Term of Office (1) At convention, seven directors of Zonta International shall be elected at large with all convention voting members and proxies eligible to vote by ballot or electronic vote for no more than seven directors.

30.(c), Article X, Convention, SECTION 6, Election (a), p. 13

Present Wording	Proposed Wording
SECTION 6. (a) Election of Zonta International officers, 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.	SECTION 6. (a) Election of Zonta International officers, 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 <u>or electronic</u> vote.

30.(d). Article X, Convention, SECTION 6, Election (b), p. 13

Present Wording	Proposed Wording
SECTION 6. (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.	SECTION 6. (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 <u>or electronic voting</u> for the office shall continue. Only the two candidates receiving the largest number of votes shall remain on the ballot.

30.(e) Article XIX, Amendment to Bylaws, SECTION 1. Amendment, p. 32

Present Wording	Proposed Wording
SECTION 1. Amendment. These bylaws may be amended by atwo-thirds vote of the convention voting members and proxies present and voting at any convention of Zonta International, provided that:	SECTION 1. Amendment. These bylaws may be amended by a two-thirds vote of the convention voting members and proxies present and voting at any convention of Zonta International <u>or by electronic vote.</u> provided that:

30.(f) Article XIX, Amendment to Bylaws, SECTION 5. Articles of Incorporation, p. 34

Present Wording	Proposed Wording
SECTION 5. Articles of Incorporation. The Articles of Incorporation of Zonta International may be amended by a two-thirds vote at any convention of Zonta International to include the changes to the articles brought about by amendments to the Zonta International Bylaws or in accordance with the procedure for amending bylaws.	SECTION 5. Articles of Incorporation. The Articles of Incorporation of Zonta International may be amended by a two-thirds vote of the voting members and proxies at any convention of Zonta International <u>or by electronic vote</u> to include the changes to the articles brought about by amendments to the Zonta International Bylaws or in accordance with the procedure for amending bylaws.

30.(g). Article XX, Rules of Procedure, p. 34

Present Wording	Proposed Wording
Rules of procedure prescribe standard operating procedures of Zonta International and remain in effect until rescinded or changed by majority vote of the voting members and proxies at a future convention. In the interim between conventions, the Zonta International Board may adopt rules of procedure and shall inform the clubs of these rules and their rationale. These new rules may remain in effect until convention by which time they shall be rescinded by the Zonta International Board or presented to the convention for ratification. If the Zonta International Board chooses to rescind a rule of procedure, that rule may not be adopted by the immediately succeeding board. Any rule of procedure submitted to	Rules of procedure prescribe standard operating procedures of Zonta International and remain in effect until rescinded or changed by majority vote of the voting members and proxies at a future convention <u>or by electronic vote.</u> In the interim between conventions, the Zonta International Board may adopt rules of procedure and shall inform the clubs of these rules and their rationale. These new rules may remain in effect until convention by which time they shall be rescinded by the Zonta International Board or presented to the convention for ratification. If the Zonta International Board chooses to rescind a rule of procedure, that rule may not be adopted by the immediately succeeding board. Any rule of procedure

and ratified by a convention shall remain in force until rescinded or otherwise disposed of by a convention. Proposed amendments to the rules of procedure may be submitted by the Zonta International Bylaws and Resolutions Committee to the convention for action.	submitted to and ratified by a convention shall remain in force until rescinded or otherwise disposed of by a convention. Proposed amendments to the rules of procedure may be submitted by the Zonta International Bylaws and Resolutions Committee to the convention for action.
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Proposed by the Zonta International Board

Rationale: The new wording allows for electronic voting in addition to ballot vote at Convention.

Recommended for adoption by the Zonta International Board

31. Article X, Convention. SECTION. 1 Purpose, p. 12

Present Wording	Proposed Wording
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 projects and programs; and for any other business that may properly come before the convention assembly.	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 projects and programs; and for any other business that may properly come before the convention assembly. <u>Electronic voting may proceed as determined by the Zonta International Board and as permitted by applicable law.</u>

Proposed by the Zonta International Board

Rationale: The new wording allows the ZI board to decide whether to allow electronic voting in addition to voting at convention.

Recommended for adoption by the Zonta International Board

32. Article XIX, Amendment to Bylaws, SECTION 1 Amendment (e), p. 33

Present Wording	Proposed Wording
	<p><u>SECTION 1.</u> <u>(e) Electronic debate of the proposed amendments shall start on the date that is at least 90 days before convention and end on the day before voting commences.</u></p> <p><u>(f) Electronic voting shall start on the date that is at least 30 days before convention and end on a date during Convention as determined by the Zonta International Board.</u></p>

Proposed by the Zonta International Board

Rationale: Convention voting members shall receive the report of the Zonta International Bylaws and Resolutions Committee at least 90 days before convention. This new section sets a timeline for electronic debate and electronic voting.

Recommended for adoption by the Zonta International Board

33, Article XIX, Amendment to Bylaws, (NEW) SECTION 6. Power of Bylaws and Resolutions Committee, p. 34

Present Wording	Proposed Wording
	<p><u>SECTION 6. Power of Bylaws and Resolutions Committee.</u> <u>The committee shall have the power to review electronic amendments to proposed amendments and make a recommendation to the Zonta International Board. The Zonta International Board shall decide whether to accept the amendments for voting or not.</u></p>

Proposed by the Zonta International Board

Rationale: Electronic debating and voting have several benefits, e.g. the possibility to conduct business without meeting physically or saving time and money at convention. Debating will be available for weeks instead of hours, so more people can participate by offering arguments themselves or reflecting on the arguments of others.

To take advantage of the benefits, some changes to the current process are required. Today, all convention voting members can propose amendments to proposed amendments. The convention voting members then take the decision whether or not to adopt these proposed amendments. For all members to vote electronically on proposals to amend proposed amendments would be a very long process. Therefore, this new

provision authorizes the ZI Bylaws and Resolutions Committee to review proposed electronic amendments to the original proposed amendments and recommend to the ZI Board whether or not to accept them. The ZI Board decides what proposed amendments shall be put forward for voting by the convention voting members.

Recommended for adoption by the Zonta International Board

The following proposals (34 ~ 42) from District 16 pertain to online voting with the following rationale:

This proposal is to have voting and discussion done on-line before a District Conference or International Convention. This would allow more time for careful consideration of ideas presented both in favour and against proposed Bylaw amendments. Many worthwhile ideas are presented verbally at Conventions and Conferences, but they get minimal consideration, because of time limitations.

The main purpose of the Zonta International Convention, according to our Bylaws is “to present an informative, motivational and educational program”. The majority of Convention attendees are delegates, but delegates now spend most of their Convention time voting, so they miss most of the Convention program. On-line voting would also allow more time for interaction with Zontians at International Conventions and District Conferences. This would strengthen the bonds between members and so strengthen Zonta.

With on-line voting and discussion, each club can have a direct say in the running of the organisation. A proxy would only be needed if a motion must be heard at the International Convention or District Conference.

On-line voting is commonly done by all major corporations, for their Board elections. This is not a radical, new idea. It would be done at a secure on-line location, at the discretion of Zonta’s IT people, like ProxyVote.com or possibly the Zonta International web site “Zonta Communities” part, where members must log on.

These proposals do not restrict voting to on-line only, but would allow most Zonta business to be conducted in the most efficient manner. A request for a vote to be held in person at the International Convention or a District Conference must be submitted by 3 members.

As in the past, the voting results would be announced at the International Convention or District Conference.

34. Article X, Convention, Section 5. Quorum, p. 13

Present Wording	Proposed Wording
A majority of the voting members and proxies registered at Convention shall constitute a quorum.	A majority of the voting members and proxies registered at Convention shall constitute a quorum. <u>For on-line voting, a majority of the voting</u>

	<u>members registered shall constitute a quorum.</u>
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Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

This section of the bylaws addresses Convention only. At Convention, it is clear that a majority of the voting members registered at Convention shall constitute a quorum whether the method of voting is ballot or electronic voting. Therefore, this added section is redundant.

35. Article XIII, Districts, Section 11 (a)(4)(a)Clubs. p22

Present Wording	Proposed Wording
<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 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>(a) Clubs. <u>If a vote is needed at an International Convention or District Conference</u>, 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 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>

Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

The proposed amendment is not necessary. This article addresses District Conferences, not international conventions. The process is already defined in the article.

36. Article XIII, Districts, Section 11 (a) (5) Quorum, p. 22

Present Wording	Proposed Wording
A majority of voting members registered at Conference shall constitute a quorum.	A majority of the voting members registered at Conference shall constitute a quorum. <u>For on-line voting, a majority of the voting members registered shall constitute a quorum.</u>

Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

This section of the bylaws addresses Districts only. At Conference, it is clear that a majority of the voting members registered at Conference shall constitute a quorum whether the method of voting is ballot or electronic voting. Therefore, this added section is redundant.

37. Article XIX, Amendment to Bylaws, Section 1. Amendment, p. 32

Present Wording	Proposed Wording
These Bylaws may be amended by a two-thirds vote of the Convention voting members and proxies present and voting at any Convention of Zonta International, provided that:	These Bylaws may be amended by a two-thirds vote of the Convention voting members and proxies present and voting at any convention of Zonta International, <u>or by on-line voting, to begin no later than 60 days before, and end no later than 30 days before, the first day of Convention,</u> provided that:

Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

With electronic voting the results would be available almost immediately after the voting deadline has passed. Thus, it is not necessary to complete voting 30 days prior to convention. Continuing to allow electronic voting until a date during convention allows for greater flexibility in the electronic voting process

38. Article XVII, Resolutions, Section 8. Voting, p. 32

Present Wording	Proposed Wording
	<p><u>All voting and discussion will, in the first instance, be held on-line prior to the International Convention or District Conference, at a secure on-line location, as detailed in the relevant sections of these Bylaws. A vote will be held in person at the International Convention or a District Conference, if a request for this has been submitted by 3 members.</u></p>

Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

The proposal is inherently contradictory. The first sentence expressly prohibits all voting and discussions at Convention, yet it goes on to provide an exception. The provision that allows for only 3 members to change the process is not appropriate as 1) it does not clarify if they shall be registered delegates and 2) this is only .01% of the total membership at the international level. We should not have a bylaw that allows 3 individuals to override the International Board or Bylaws Committee as it would be ill-advised to let such a minority control actions of the majority.

39. Article X, Convention, Section 6, Election(a), p. 13

Present Wording	Proposed Wording
<p>(a) Election of Zonta International officers, 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>(a) Election of Zonta International officers, directors and members of the Zonta International Nominating Committee shall take place <u>by on-line voting, to begin no later than 60 days before, and end no later than 30 days before, the first day of Convention, subject to the need for a second ballot, below. A vote will be held in person at the International Convention if a request for this has been submitted by 3 members.</u></p>

Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

With electronic voting the results would be available almost immediately after the voting deadline has passed. Therefore, it is not necessary to achieve a majority vote prior to

convention. There will still be time for a second ballot during the convention and no later than the day before the last day of the Convention (Article X Section 6).

The provision that allows for only 3 members to change the process is not appropriate as 1) it does not clarify if they shall be registered delegates and 2) this is only a small percentage of the total membership at the international level. We should not have a bylaw that allows 3 individuals to override the International Board as it would be ill-advised to let such a minority control actions of the majority.

40. Article X, Convention, Section 6, Election(b), p. 13

Present Wording	Proposed Wording
(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.	(b) A majority vote shall be necessary for election of officers. In the event that no candidate receives a majority of the votes cast <u>by 30 days before Convention, the balloting for the office shall continue up to 1 week before Convention.</u> Only the two candidates receiving the largest number of votes shall remain on the second ballot.

Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

With electronic voting the results would be available almost immediately after the voting deadline has passed. Therefore, it is not necessary to achieve a majority vote prior to convention. There will still be time for a second ballot during the convention and no later than the day before the last day of the Convention (Article X Section 6).

41. Article XIII, Districts, Section 6 (b) Election, p. 18

Present Wording	Proposed Wording
Officers, with the exception of the secretary, shall be elected at the District Conference immediately preceding the Convention. Election shall be by ballot vote of voting members present and voting. Area directors and/or vice area directors shall be elected by the delegates from the clubs in that area, either at the District Conference, or, at the option of the District, at the area meeting immediately preceding the Convention. Elections at area meetings shall be in accordance with	Officers, with the exception of the secretary, shall be elected <u>on-line prior to, or</u> at the District Conference immediately preceding the Convention. Election shall be by ballot vote of voting members present and voting. Area directors and/or vice area directors shall be elected by the delegates from the clubs in that area, <u>either on-line prior to or</u> at the District Conference, or, at the option of the District, at the area meeting immediately preceding the Convention. Elections at area meetings shall be in accordance with the procedures in Article XIII, Section 11 (a)(4)(a). <u>A vote will be held in person at</u>

the procedures in Article XIII, Section 11 (a)(4)(a).	<u>the District Conference, if a request for this has been submitted by 3 members.</u>
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Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

The text would need to be altered prior to adoption. Under the advice of the Zonta International attorney the words ‘where applicable by law’ would need to be added as there is a possibility that at the district level (and club level) there could be laws prohibiting electronic voting.

The provision that allows for only 3 members to change the process is not appropriate as 1) it does not clarify if they shall be registered delegates and 2) this is only a small percentage of the total membership at the district level. We should not have a bylaw that allows 3 individuals to override the district board as it would be ill-advised to let such a minority control actions of the majority.

42. Article XIII, Districts, Section 14. Election, p. 24

Present Wording	Proposed Wording
<p>Section 14. Election. Election shall be by ballot vote, and a majority vote of the Conference voting members and proxies shall elect District officers. In the event that no candidate receives a majority of the votes cast for any office, only the two candidates receiving the largest number of votes shall remain on the second ballot. The District Nominating Committee shall be elected by plurality vote.</p>	<p>Section 14. Election. Election shall be by ballot vote, and a majority vote of the Conference voting members and proxies shall elect District officers <u>by on-line voting, to begin no later than 60 days before, and end no later than 30 days before, the first day of Conference, subject to the need for a second ballot, as follows.</u> In the event that no candidate receives a majority of the votes cast for any office, <u>by 30 days before Conference, the balloting for the office shall continue up to 1 week before Conference.</u> Only the two candidates receiving the largest number of votes shall remain on the second ballot. The District Nominating Committee shall be elected by plurality vote. <u>A vote will be held in person at the District Conference, if a request for this has been submitted by 3 members.</u></p>

Proposed by District 16

Not recommended for adoption by the Zonta International Board with the following rationale:

The proposed text contains details that are operational in nature and should be defined in a manual. The provision that allows for only 3 members to change the process is not appropriate as 1) it does not clarify if they shall be registered delegates and 2) this is only a small percentage of the total membership at the district level. We should not have a bylaw that allows 3 individuals to override the district board as it would be ill-advised to let such a minority control actions of the majority.

Proposed amendments to the Rules of Procedure of Zonta International

[Only when Proposal 29 is adopted at convention the following proposals will be discussed.]

1. Rules of Procedure of Zonta International, 4. Electronic Voting, p. 36

Present Wording	Proposed Wording
	<p><u>4. Electronic Voting</u></p> <p><u>(a) To adopt a bylaw amendment, a two-thirds affirmative vote of the convention voting members shall be required, provided that more than 50 percent of registered convention voting members vote electronically.</u></p> <p><u>(b) To adopt a resolution or an amendment to Rules of Procedure of Zonta International, a majority affirmative vote of the convention voting members shall be required, provided that more than 50 percent of registered convention voting members vote electronically.</u></p>

Proposed by the Zonta International Board

Rationale: This new section sets forth requirements for electronic voting to be effective and amendments or resolutions to be adopted. Convention voting members, who are ZI board members, past international presidents, governors and club delegates, need to register before electronic voting.

Recommended for adoption by the Zonta International Board

2. Rules of Procedure of Zonta International, 6. Circularization, p. 36

Present Wording	Proposed Wording

<p>6. Circularization. (1) Membership lists (i.e. club rosters, Zonta International directories, district directories, or other lists including members' addresses and/or telecommunications numbers) are not to be made available to non-Zontians, or used by Zontians for the purposes of selling goods and services or for personal, financial or political gain. (2) Zontians will not use membership lists or act in any other way to contact other Zontians for the purposes of lobbying for or against proposals that will be voted on, or for or against nominations for office or candidates who are running for office, at international conventions, district conferences or other Zonta meetings. (3) Membership lists may be provided to other organizations with the approval of the International Board and with that of the district boards and in compliance with any local privacy legislation. (4) Except as is mentioned above, Zontians are encouraged to network with each other for business purposes.</p>	<p>6. Circularization. (1) Membership lists (i.e. club rosters, Zonta International directories, district directories, or other lists including members' addresses and/or telecommunications numbers) are not to be made available to non-Zontians, or used by Zontians for the purposes of selling goods and services or for personal, financial or political gain. (2) Zontians will not use membership lists or act in any other way to contact other Zontians for the purposes of lobbying for or against proposals that will be voted on <u>except on Zonta International sponsored discussion forums</u>, for or against nominations for office or candidates who are running for office, at international conventions, district conferences or other Zonta meetings. (3) Membership lists may be provided to other organizations with the approval of the International Board and with that of the district boards and in compliance with any local privacy legislation. (4) Except as is mentioned above, Zontians are encouraged to network with each other for business purposes.</p>
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Proposed by the Zonta International Board

Rationale: The new wording allows for electronic debate before voting and avoids violating the current Rules of Procedure.

Recommended for adoption by the Zonta International Board

PROPOSED RESOLUTIONS

1. Resolution on WOMEN RESPONDING TO CLIMATE CHANGE

PROPOSED by District 17

Whereas, women are most vulnerable to the impacts or effects of climate change;

Whereas, women have the greater role of making provisions, and ensuring the safety for their households in the event of natural disasters, as most of them spend their time in the home;

Whereas, the women in view of this situation should be more actively involved in discussions and planning for climate resiliency, especially in their communities, so that they can better cope with the continuing effects of climate change;

Whereas, adaptation measures at the household, community, and country levels will help mitigate the risks and effects of climate change.

NOW, THEREFORE, BE IT RESOLVED AS IT IS HEREBY RESOLVED:

That Zontians, in their mission of empowering women through service and advocacy worldwide, and with its rich pool of managerial, executive and legislative skills, propose to undertake programs that could empower women to realistically respond to climate change;

That Zontians, through their respective club and areas, propose to introduce programs in their adopted communities on climate change resiliency, minimizing the effects of destruction from natural disasters, and effecting change to improve the plight of the future generation;

That Zontians focus their projects aligned with the programs of their respective governments on climate change;

That Clubs must endeavor to collaborate with like-minded organizations in responding to climate change;

That District 17 of Zonta International adopt a sustainable training program for member Zontians and Z Clubs, in collaboration with government units on climate change, to educate Zontians in taking an active role in the prevention of emissions and other activities that bring about climate change, and in properly responding to the effects of climate change.

Rationale:

Climate Change as One of the Biggest Threats to Humanity

Climate Change is considered as one of the biggest security threats to humanity in the 21st century. The phenomenon, which intensifies typhoons, accelerates sea-level rise and causes droughts, greatly impacts on food security, water resources, human settlements, livelihood and health, among others.

It is projected that “continued emission of greenhouse gases will cause further warming and long-lasting changes in all components of the climate system, increasing the

likelihood of severe, pervasive and irreversible impacts for people and ecosystems.” (IPCC AR5 Summary for Policy Makers, 2014, 8) This changing climate will amplify existing risks and create new ones. These risks “are unevenly distributed and are generally greater for disadvantaged people and communities.” (IPCC AR5 Summary for Policy Makers, 2014, 13)

The Global Climate Risk Index 2017 lists the top 10 countries most affected by the effects of climate change from 1996 to 2015. Making the list are countries where Zonta maintains presence including the Philippines, Bangladesh, and Thailand, ranking 5th, 6th, and 10th respectively. Both the Philippines and Bangladesh are members of the Climate Vulnerable Forum (CVF), a partnership of countries that are disproportionately affected by global warming. The CVF, through the Manila-Paris Declaration, lobbied to limit global temperature increase to well below 1.5 degrees Celsius above pre-industrial levels. Even developed countries such as the United States are not spared from the impacts of climate change. The recent hurricanes that caused tremendous devastation in some parts of the Atlantic are clear manifestations of weather conditions exacerbated by global warming.

Women as One of the Most Vulnerable Sectors

Zonta leaders around the world must start getting involved in addressing climate change if they are serious in advocating gender equality because the effects of climate change are directly linked to the lives of women.

As primary caregivers in their respective families or in the community, women are considered one of the sectors most vulnerable to the impacts of climate change. Women are affected disproportionately and there is increasing recognition of climate change exacerbating gender inequality. The Sendai Framework (for Disaster Risk Reduction) 2015-2030, which was adopted by the United Nations in Sendai Japan in March 2015, acknowledges that women, along with children and other people in vulnerable situations, have been disproportionately affected by these climate change risks.

Women and girls, especially in rural areas, are usually the ones tasked to collect water or gather firewood for the family. Depleting resources caused by climate change takes a greater toll on their bodies as they are forced to search farther and walk longer distances. This also means that they lose more time to participate in productive activities such as education and income-generating livelihood. In times of food scarcity, women are also more likely to reduce food intake as a coping strategy in favor of other household members.

Further, their ability to safeguard their families and themselves is compromised in times of disasters. In terms of survival, women are said to be five (5) times more likely to die from natural disasters than men, according to Greenpeace. There are health and sanitation issues as well. During Typhoon Haiyan that devastated the Philippines, as many as 3.5 million women and girls were affected, around 250,000 of whom were pregnant. They also become more vulnerable to sexual violence and displacement. A study shows that by 2050, the number of global climate refugees could rise to 150 million and 80% of them will be women and children.

This nexus between gender vulnerability and climate change vulnerability should translate into increased participation from women in planning, implementing and monitoring climate change policies and actions, to ensure that these are gender equitable, and are responsive and appropriate to women’s needs and experiences.

Women Empowerment and Education as Key Solutions

Despite their vulnerability, women, especially influential leaders and groups such as Zonta International and like-minded organizations, are in a position to play critical roles in leading communities towards climate action and contribute in addressing climate change impacts. This has been repeatedly recognized in international documents and agreements. The Sendai Framework for Disaster Risk Reduction emphasizes the role of women as valuable stakeholders for reducing disaster risk (par. 36 a. (i)). Priority 4 on enhancing disaster preparedness in particular encourages the empowerment of women to promote gender equitable response, recovery, rehabilitation and reconstruction (Priority 4, par. 32). Parties to the Paris Agreement also acknowledge that climate change actions should consider human rights obligations as well as gender equality and the empowerment of women (Preamble, par. 11), and that adaptation actions (Art. 7 par. 5) and capacity building processes (Art. 11 par. 2) in particular should be gender-responsive.

Women have to be empowered and included in decision-making processes to reduce the vulnerabilities they face. Women who are more empowered at home, at work and in the society are more resilient and can make smarter decisions for themselves and the family.

The growing world population, through consumption and waste, is seen as one of the many factors contributing to environmental impact. As it continues to grow, the world's finite resources needed to sustain it are becoming even more strained while total greenhouse gas emissions increase. In addition to better technologies and services that lead to improved living conditions, unintended pregnancies, especially in low-income countries, add about 74 million more people to the planet yearly. Therefore, women have to be given the fundamental right to choose when to become pregnant. Being able to plan for their own families contributes not only to social and economic development, but also to curbing carbon footprints. In fact, the 5th assessment report of the Intergovernmental Panel on Climate Change (IPCC) already considered the role of family planning as a potential climate change adaptation strategy.

Women empowerment through livelihood skills will help them adapt despite their increasing vulnerability to climate variability. Local women groups in some countries are already taking the initiative to make communities more climate-resilient through low-carbon technologies, water conservation practices, and sustainable livelihood. For instance, The BOMA Project in Kenya helps vulnerable women adapt to climate change by starting small businesses in their villages, which enables them to develop a diversified livelihood. To date, BOMA has lifted more than 44,000 women and children out of extreme poverty.

Educating women and girls is another key solution. A recent study concluded that female education "is the single most important social and economic factor associated with a reduction in vulnerability to natural disasters." Girls who have more years of education are more likely to have higher wages and are more productive. They are also less likely to marry or have children at a younger age, helping curb population growth. From the perspective of adaptation, girls who are properly equipped with knowledge are more resilient to the effects of climate change and can better cope with the shocks of disasters.

Considering the need for gender-sensitive responses, women empowerment and education for girls are acknowledged as key solutions to climate change that translates into relevant climate policies and programs.

Not recommended for adoption by the Zonta International Board with the following rationale:

Climate change is clearly an important issue to be addressed. However, the resource implications - in time, money and organization – required to implement the resolution at the international level would have the effect of diverting Zonta's focus away from current programs. Implementing existing proposed Biennial Goals will require full commitment of international resources. It is up to individual Districts and Clubs to consider what is appropriate and feasible for them to undertake in this field at a local level.

2. RESOLUTION regarding the “Zonta Says NO to violence against women” Campaign

The campaign “Zonta says NO to violence against women” shall be continued in the biennium 2018 – 2020.

PROPOSED by District 27.

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 continued in the 2016-2018 biennium. The need to attract attention for Zonta's mission is an ongoing demand and should not be limited to two biennia. Therefore, it is proposed that the campaign should be continued, since it helps to bring Zonta into public 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. So, the campaign supports the exchange and networking of all members within the Zonta world.
4. A lot of Zonta Clubs around the world already take part in “Zonta says No to violence against women”. That can be seen at “zontasaysno.com”. This fruitful work should not be cut down by not continuing with the campaign. All clubs should have the opportunity with and benefit from lessons learned the first and second time.

Recommended for adoption by the Zonta International Board

3. RESOLUTION ON THE USE OF EGG CELLS (OOCYTES) WORLDWIDE RESPECTING WOMEN'S HEALTH AND RIGHTS

PROPOSED by District 27

PREAMBLE

The Objects of Zonta International include:

- To improve the legal, political, economic, educational, health, and professional status of women at the global and local level through service and advocacy.
- To promote justice and universal respect for human rights and fundamental freedoms.

In order to support these goals Zonta International has adopted a Women's Reproductive Health Policy in 2014.

As early as 2004 Zonta International has been concerned about the correct use of umbilical cord blood and egg cells (cf. Resolution on Umbilical Cord Blood, Stem Cells and the Involvement of Women, adopted by the Zonta International Convention New York July 2004). Through this resolution, we envisage the active participation of women themselves in matters of women's primary health and fundamental rights related to the evolutions in the stem cell science.

This resolution follows the tradition and rationale of the above-mentioned policies and resolutions. The topic was discussed during the International Convention in Nice and the vast majority of participants agreed that a project aiming to rise women's awareness about consequences of the use of egg cells (oocytes) worldwide is covered by the goals of Zonta International.

PROJECT SUMMARY

Stem cell science is extraordinarily promising. The use of embryonic stem cells (ES cells) and egg cells, mother of all stem cells, is growing in importance in the medical world, scientific research and biotechnical industries. As such, the worldwide demand for egg cells increases.

This scientific and medical evolution, that needs to be encouraged, has made it possible to isolate and store egg cells and ES cells outside the human body.

Extracting egg cells is a demanding procedure for women with known short-term risks, but uncertain long-term risks.

Egg cells can fall into the hands of third parties, bringing potential risks of international "commercialisation", especially when there is a lack of (inter)national legislation.

The focus of this resolution is on (i) creating **knowledge** about the use of egg and ES cells, (ii) raising **awareness** about the health risks for women and the possible abuses, (iii) **encouraging** policymakers to strive for international **uniform regulations** respecting women's health and rights.

BE IT RESOLVED THEREFORE THAT

Taking into consideration the rapid scientific developments, that are to be considered a positive evolution, but without ignoring the worldwide increase of the problems that this may engender, Zonta International concentrates efforts to adapt a project aiming to rise women's awareness about consequences of the use of egg cells (oocytes) worldwide, with full respect of women's health and rights.

GOALS/STRATEGIES

We need Zonta International to put on the international agenda:

- the fact that there is a real need worldwide for women to have access to and obtain **objective and accessible information** concerning the harvesting procedure of egg cells and the potential physical harm. These health risks are often unknown to women
- the concern that the harvesting and the granting of patents on egg cells often takes place in a **legal vacuum**
- the need, considering the development of an international egg cell trade, for a transparent/stringent (inter)national legislation **protecting** the egg cell donors

ACTIONS

We would like to urge Zonta International - as an international NGO that aims to improve the health, education and legal status of women worldwide, as well as their political, economical and professional status within the universal respect for human rights and fundamental freedom - **to support the following indispensable actions:**

- distribute, produce and document knowledge/awareness through posters, social media and educational programmes
- launch public awareness campaigns about these issues and the worldwide dissemination of information about the possible abuse of women
- empower the links between female academics/policymakers/activists in order to motivate them to participate actively in the debate on issues concerning the female body
- encourage the development of women-friendly strategies. This entails strengthening collaboration between women's organisations worldwide on the topic of egg cells and commercial excesses, including acting together in the UN (UN Women) and placing this issue on the international political agenda
- influence governments and institutions in charge of public policies on medical and scientific matters, in order to entail the revision of the different existing legislations, striving for an international uniform regulation.

Not recommended by the Zonta International Board with the following rationale:

It is appreciated that the topic of the use/abuse of embryonic stem cells (ES cells) and egg cells is brought to the attention of the membership. Medical and technical advances are creating challenges for women in this and many other areas.

Responsible and effective advocacy on this topic needs further research into the legal status of the use of embryonic stem cells in various Zonta countries and the technical and

medical background. This resolution would require significant additional effort for Zonta International and its volunteer officers and this will not be possible in the near future.

4. RESOLUTION on a pilot project “Individual Membership Category” for the 2018-2020 Biennium

PROPOSED by the Zonta International Board

Whereas, The **Zonta International Bylaws Article IV, Members, SECTION 1. Categories**, defines the Zonta International membership categories as “The membership of Zonta International shall consist of Zonta clubs in good standing, and the following individual members: International Honorary Members and Past International Presidents”; and

Whereas, The **Zonta International Bylaws, Article XIV, Clubs, SECTION 2. Members (b) Classified Member** (1) Membership shall be drawn from women and men with experience in a recognized business or profession. (2) A candidate must be willing to actively support and implement the Objects of Zonta.; and

Whereas, The **Zonta International Bylaws, Article V, Dues and Fees, SECTION 2. Zonta International Dues and Fees** defines dues and fees shall be payable in accordance with the Rules of Procedure of Zonta International; and

Whereas, The **Zonta International Bylaws, Article V, Dues and Fees, SECTION 3. New Member/Charter Member/Reinstated Member** defines these fees to be paid to Zonta International; and

Whereas, Persons who want to support Zonta’s mission and want to become a member of Zonta without being affiliated with a club; and

Whereas, To seek ways to expand Zonta’s global reach to further its mission to empower women through service and advocacy;

now, therefore, be it Resolved,

That a pilot project for a new membership category is conducted during the 2018-2020 Biennium under the name “Individual Membership” to attract women and men with experience in a recognized business or profession and who want to support the Objects of Zonta without being a member of a club. For the 2020 convention, the Zonta International Board shall prepare a report with the results of the pilot project.

DEFINITIONS

Individual Membership: An individual member is a person in a recognized business or profession who wants to join Zonta without being committed to a club. An individual member holds direct membership with Zonta International and may later transfer to a club.

Period for Individual Membership: If it is decided at the 2020 Convention not to continue with this new membership category, those members in this category may continue under the terms of this resolution until they terminate their membership.

International dues for individual members: An individual member shall pay per capita dues (North American members pay an additional US \$3.00 for insurance liability),

new member fee and, if applicable, reinstated member fee. No additional dues and fees (club and district) apply unless the individual transfers to a club, at which time the individual pays the club and district dues.

RIGHTS AND RESPONSIBILITIES

The individual member is directly connected to Zonta International. They may attend an international convention. They may attend a district conference and/or club meeting with the approval of the district and/or club. They are not entitled to vote at any level of Zonta. They may serve on an International Committee but are not eligible to serve on the International Board. The individual member shall comply with the rules and policies of Zonta International.

Rationale:

Zonta has had declining membership. With the resulting decline in dues revenue, it is prudent for Zonta to explore additional membership opportunities. This proposed pilot project for a new membership category named "Individual Membership" would allow a person in a recognized business or profession to join Zonta without being affiliated with a Zonta club. This category could attract women and men who want to be a part of Zonta without being a member of a club. This new category has the potential to increase membership.

Recommended for adoption by Zonta International Board

Reported by the Zonta International Bylaws and Resolutions Committee, 2016~2018

Chairman: Vivienne Shen

Members: Pauline Ng, Morag Stalker, Jane Adams, Sonja Honig Schough, Susanne von Bassewitz