

Bylaws of Zonta International

Article I

Name

The name of this organization shall be Zonta International.

Article II

Objects

The Objects of Zonta International shall be:

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

Article III

Policy

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

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

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Article IV Members

SECTION 1. **Categories.** The membership of Zonta International shall consist of Zonta clubs in good standing and of the following individual members: International Honorary Members, Past International Presidents.

SECTION 2. **Zonta Clubs.** A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and provided it has elected officers, is represented by the number of classifications specified in Section 2.(b), has the minimum charter membership, and has met any other requirements established by the Zonta International Board of Directors.

(a) **Bylaws.** Upon being chartered each Zonta club shall adopt club bylaws in accordance with the Zonta International bylaws. The initial adoption of the club bylaws shall be by a two-thirds (2/3) vote of the club members present and voting at any regular or special meeting called for that purpose, provided that notice of the proposed bylaws shall have been given to each member at least ten (10) days before the meeting. Each Zonta club shall be bound by the bylaws of Zonta International except that, if any provision of the bylaws is contrary to the laws of the country, state, or province in which a club is organized, that club shall notify the Zonta International Board in writing of the need to conform to such laws.

(b) **Diversity of Classifications.**

(1) Each club shall have members actively engaged in a variety of classifications. The minimum number of classifications shall equal one-fourth (1/4) the total number of members in the club. No club shall be required to have members actively engaged in more than twenty-five (25) classifications.

(2) A club which fails to maintain the required diversity of classifications shall have ten (10) months to increase the number of classifications to the required amount. This period may be extended by the district governor.

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

- (1) Pay club dues or other financial obligations to Zonta International.
- (2) Meet quarterly, and function as a Zonta unit.
- (3) Maintain the required diversity of classifications specified in Section 2.(b).

In the event of termination all legal debts shall be paid by the club. Remaining assets must be disbursed either to a service organization whose mission is consistent with the objects of Zonta International or to the Zonta International Foundation, except for operating funds which shall revert to the district for organization and membership.

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

SECTION 3. International Honorary Members. In recognition of international or national achievements that advance the status of women, election to International Honorary Membership shall be by a two-thirds (2/3) vote of the Zonta International Board. Membership shall carry with it none of the rights and obligations of membership. The holder shall be entitled to attend and speak at Zonta International conventions, district conferences, and club meetings.

SECTION 4. Past International Presidents. In recognition of service to Zonta International, the title of Past International President shall be conferred upon each outgoing president of Zonta International. The title shall carry with it the rights but none of the obligations of membership. The holder shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings, and in addition at convention shall be entitled to make motions and

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to vote. This shall in no way affect the eligibility of a Past International President for membership in a Zonta club.

Article V Dues and Fees

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

SECTION 2. Zonta International Dues and Fees (U.S. dollars). Dues and fees shall be determined by two-thirds (2/3) vote of the voting members at convention.

SECTION 3. Per Capita Dues. On 1 June of each year each club shall pay to Zonta International per capita dues in U.S. dollars as established at convention based upon club membership as of 1 June. The report of membership as of 1 June shall accompany the annual remittance of dues. For members admitted from 1 June through 30 November, clubs shall pay full year per capita dues to Zonta International; for members admitted from 1 December through 31 May, clubs shall pay one-half (1/2) the per capita dues to Zonta International.

SECTION 4. New Member/Charter Member/Reinstated Member Fee. Each club shall pay to Zonta International a fee in U.S. dollars for each new member, charter member, or reinstated member.

SECTION 5. Z Club and Golden Z Club Charter and Renewal Fee. The sponsoring Zonta club shall pay a charter fee for a Z Club or Golden Z Club in U.S. dollars and shall pay an annual renewal fee in U.S. dollars to register all of its existing Z Clubs or Golden Z Clubs of which it has been the sponsor. The renewal fee shall be used toward the administration of the Z Club program of Zonta International.

SECTION 6. Extension or Adjustment of Payment. The Zonta International Board shall have the power to adjust the payment of per capita dues and fees and grant extensions of time for payment.

SECTION 7. Nonpayment of Dues and Fees. Unless payment is temporarily waived by the Zonta International Board, headquarters shall notify the appropriate governor, president,

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and treasurer of all clubs in arrears for dues and fees that unless their financial obligations are met within forty-five (45) days after due date, the club shall forfeit its membership. After another forty-five (45) days, headquarters shall notify the appropriate governor, president and treasurer of each club still in arrears that the club has forfeited its membership through nonpayment of dues and fees. By a two-thirds (2/3) vote of the Zonta International Board, such a club may be reinstated to membership upon payment of the amounts owed at the time its membership ceased, together with the dues and fees of the current year.

SECTION 8. Emergency Assessment. In case of emergency, the Zonta International Board or the convention may request a per capita assessment of no more than \$5.00 U.S. dollars per year.

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

(1) Vote at convention.

(2) Mail ballot provided that a majority of the clubs return the mail ballot within sixty (60) days of the mailing date. Each club shall be entitled to one (1) vote. If, as of the last payment of annual dues, the membership of any club exceeds forty (40) members, the club shall be entitled to a second vote. If the membership exceeds eighty (80) members, the club shall be entitled to a third vote.

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

Article VI Officers and Directors

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

(a) **Qualifications.** Each Zonta International officer shall be a classified member of a club of Zonta International, and shall have served as a Zonta Inter-

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national director or at least one year as a district governor, lieutenant governor, treasurer, or area director. An officer shall hold no other elective office at any level of Zonta International.

(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 (2) years or until a successor takes office. No member who has served previously as an officer is eligible to serve in the same office again except the treasurer/secretary who is eligible to serve two (2) 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.

(c) **Vacancies.**

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

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

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

(d) **Duties.**

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

a. Preside at meetings of Zonta International, the Zonta International Board, and the Executive Committee.

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b. Appoint committees authorized by the bylaws or the Zonta International Board.

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

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

(3) **President-Elect.** The president-elect shall serve for a term of two (2) years and at the close of the convention held two (2) years after the election, shall automatically become president. The president-elect shall perform such duties as assigned by the president, and shall have authority to make plans for the next biennium, including appointing and meeting with appropriate incoming standing committee chairmen to develop the Zonta International program goals to be presented to the convention for approval, and selecting a professional parliamentarian to serve during the next biennium. The president-elect shall be a member of the Zonta International Bylaws and Resolutions Committee and be ex-officio a member of all other committees except the Zonta International Nominating Committee.

When the Zonta International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president-elect shall not participate.

(4) **Treasurer/Secretary.** The treasurer/secretary shall be the chief financial officer of Zonta International and be ex-officio a member of the Zonta

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International Finance Committee. The treasurer/secretary shall have the authority to certify resolutions and other documents of the organization, and shall report and perform other duties as required by these bylaws and the Zonta International Board.

SECTION 2. Directors. There shall be seven (7) International Directors.

(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 district governor, lieutenant governor, treasurer, or area director. A director shall hold no other elective office at any level of Zonta International.

(b) **Election, Term of Office.**

(1) At convention, seven (7) 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 (7) directors. Four (4) directors shall be elected for a term to commence in the year of the convention and three (3) directors for a term to commence the year following the convention.

(2) The directors shall take office, the first-mentioned ones at the close of the convention at which they have been elected, and the others one year thereafter. The term of office shall be two (2) years or until a successor takes office. No member who has served previously as a director is eligible to serve in the same office again. A director who has served more than half a term shall be deemed to have served a term in that office.

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

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(d) **Duties.** Zonta International directors may be assigned specific programs and/or responsibilities and such other duties as designated by the Zonta International president or the Zonta International Board.

Article VII Zonta International Board

SECTION 1. How Constituted. Officers and seven (7) directors shall constitute the Board of Zonta International. Officers of Zonta International shall be officers of the Board. The executive director shall serve as secretary to the Zonta International Board with no vote.

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

- (a) Exercise a general supervision over the interests and welfare of Zonta International, its districts, and its clubs.
- (b) Direct the affairs of Zonta International and control the funds in accordance with the policies established by convention, and as provided in the by-laws and rules of procedure. None of the acts of the Zonta International Board shall conflict with or modify action taken by the convention.
- (c) Employ an executive director to manage the affairs of Zonta International within the parameters established by the Zonta International Board.
- (d) Be responsible for the strategic and long-range planning of the organization.
- (e) Approve the biennial budget and the audit. Ensure that a copy of the approved budget is mailed to district board members and club presidents.
- (f) Ensure that the operation manuals reflect the policies and procedures adopted by the Zonta International Board and the convention assembly.

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

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

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

SECTION 4. Emergency Powers. In the event that extreme emergency prevents the holding of a convention, the Zonta International Board shall have the power to transact such business of Zonta International as may be necessary, and to submit to each club for a vote by mail any questions that may require action by the clubs.

SECTION 5. Meetings. The Zonta International Board shall hold no fewer than five (5) and no more than seven (7) regular meetings during the biennium, the first of which shall be held immediately following the convention, the final meeting immediately prior to the convention. Special meetings may be held at the call of the president, or upon request of five (5) members of the Board.

SECTION 6. Quorum. A majority of the members of the Zonta International Board shall constitute a quorum.

SECTION 7. Vote. A majority vote of the entire Zonta International Board shall be required for action.

SECTION 8. Mail/Telecommunication Voting. The Zonta International Board may transact business by mail, or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire Board.

SECTION 9. Removal. Zonta International officers and directors may be removed for cause by the Zonta International

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Board. Cause shall include but not be limited to failure, without excuse, to attend meetings, failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. A complaint in writing against an officer or director for such behavior may be made to the Zonta International Board, which shall refer the complaint to the Zonta International Bylaws and Resolutions Committee for investigation.

The complaint shall include specific charges and available evidence. The Committee shall give the board member concerned an opportunity to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses if any.

Thereafter, the Committee shall make a recommendation to the Zonta International Board for a final decision on removal. The member concerned shall be entitled to be present for consideration of the action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds (2/3) ballot vote of the entire Zonta International Board, excluding the member concerned.

Article VIII Executive Committee

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

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

SECTION 3. Meetings. Special meetings may be called by the president or upon request of two (2) members of the Executive Committee.

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

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

Article IX Executive Director

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

Article X Convention

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

SECTION 2. Time, Place and Program. The Zonta International Board determines time, place and program of the convention. The host district(s), under the direction of the Zonta International Board, carries out the arrangements.

SECTION 3. Call. The official Call to Convention shall be published in *The Zontian* magazine ninety (90) days before the convention.

SECTION 4. Convention Voting Members. Voting members to convention shall be members of the Zonta International Board, Past International Presidents, district governors, and delegates from each club in good standing.

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(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 forty (40) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds eighty (80) members, the club shall be entitled to a third delegate and alternate. A delegate may carry the total votes to which the club is entitled. A member of the Zonta International Board shall not be a club delegate or alternate.

(b) **Proxies.** Any club unable to send a delegate to convention may be represented by proxy. A club 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 (2) other clubs except that the total votes carried by one (1) club may not exceed five (5).

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

SECTION 6. Election.

(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.

(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 (2) candidates receiving the largest number of votes shall remain on the second ballot.

(c) The Zonta International directors and the members of the Zonta International Nominating Committee shall be elected by plurality vote.

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Article XI

Zonta International Nominating Committee

SECTION 1. How Constituted. A Nominating Committee of nine (9) members shall be elected by plurality vote as follows:

- One (1) member from the clubs in North, Central and South America;
- One (1) member from the clubs in Europe;
- One (1) member from the clubs in Africa;
- One (1) member from the clubs in Australia and New Zealand;
- One (1) member from the clubs in Asia; and
- Four (4) members at large.

Voting members shall be entitled to vote for all nine (9) members of the Committee.

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

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 district governor or as a Zonta International committee chairman. No member of the committee shall be eligible for nomination at any level of Zonta International while serving on the committee.

SECTION 3. Term. The term for members of the Zonta International Nominating Committee shall be two (2) years, beginning at the close of the convention at which they were elected and ending at the close of the convention at which their successors are elected.

SECTION 4. Vacancies. Should an elected member of the Zonta International Nominating Committee be unable to attend the committee meeting at which candidates are to be selected, that committee position shall be considered vacant. Vacancies on the Zonta International Nominating Committee shall be filled by the nominees not elected from that territory or at large in descending order of votes received.

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SECTION 5. **Duties.** The duties of the Zonta International Nominating Committee shall be to:

(a) Work with district Nominating Committees to recruit qualified Zontians for Zonta International officers, directors and for the Zonta International Nominating Committee.

(b) Nominate

(1) For each Zonta International officer position to be filled, two (2) or more candidates.

(2) For Zonta International director positions, at least eight (8) candidates for election of four (4) directors for a term to commence in the year of the convention and at least six (6) candidates for election of three (3) directors for a term to commence the year following the convention.

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

- 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.

(c) Provide the official slate and qualifications for publication by 1 January of the second year of the biennium.

(d) Report at the convention. Additional nominations may be made from the floor provided the nominee is qualified and has consented to serve if elected.

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Article XII Committees

SECTION 1. Committees. There shall be standing committees as provided by these bylaws and special committees as authorized by the convention or the Zonta International Board. The Board shall coordinate the program and technical committee activities.

SECTION 2. Committee Chairmen and Members. Chairmen and members of Zonta International standing committees shall be appointed for the next biennium by the president-elect with the approval of the Zonta International Board. Each committee shall have at least three (3) members.

SECTION 3. Bylaws and Resolutions Committee.

(a) It shall consider all amendments proposed in accordance with these bylaws and submit its report to the Zonta International Board and convention.

(b) It shall review, combine as required, and make recommendations on all resolutions submitted in accordance with these bylaws.

(c) It may develop and send to the convention resolutions designed to further the Objects of Zonta International.

(d) It shall investigate disciplinary matters of removal of international officers and directors and of suspension or expulsion of Zonta clubs and make a recommendation to the Zonta International Board.

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

SECTION 5. Finance Committee. The Committee shall include, but not be limited to, the Zonta International Finance Committee chairman, the Zonta International treasurer (ex-officio), the Zonta International president-elect, and the designated Zonta International Finance Committee chairman for the following biennium. It shall:

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(a) Review the monthly financial reports of Zonta International.

(b) Provide for the annual audit of the books of Zonta International by certified or chartered public accountants, and shall have sent to district board members and club presidents a copy of the annual audit approved by the Zonta International Board. For purposes of the audit the books shall be closed on 31 May.

(c) Prepare and submit to the Zonta International Board for the next biennium a proposed budget including recommendation on per capita dues. This information shall be sent to the clubs and districts at least ninety (90) days prior to convention.

(d) Report at convention on the financial position of Zonta International. Such report shall include, but not be limited to, an unaudited Statement of Financial Position as of the end of the month not more than two months prior to convention and a Statement of Activities and Changes in Net Assets to reflect the audited first year of the biennium and the unaudited second year of the biennium as of the end of the month mentioned.

SECTION 6. Organization, Membership and Classification Committee. It may consist of, but not be limited to, the committee chairman, vice chairman, and the district Organization, Membership and Classification Committee chairmen. This committee shall promote continuing membership growth and encourage and supervise the organization of new clubs. Biennially, the committee shall review classifications and submit recommendations to the Zonta International Board.

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

SECTION 8. Status of Women Service Committee. It shall recommend action in accordance with the Objects of Zonta

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International to improve the status of women, promote legislative awareness, advocacy, and equal rights. It shall coordinate service programs authorized by the convention. It shall promote international service projects sponsored by Zonta International and administered by the Zonta International Foundation, and shall encourage and support local service projects.

SECTION 9. United Nations Committee. It shall disseminate and receive pertinent information and promote relations between the United Nations, its agencies, and Zonta International. The committee shall consist of, but not be limited to, representatives appointed to the various United Nations sites.

Article XIII Districts

SECTION 1. Purpose. A district comprises a number of Zonta clubs within a geographical territory or territories, as determined by the Zonta International Board. The purposes of districts are:

- (a) To function as an administrative division of Zonta International in the attainment of the Objects of Zonta International as stated in these bylaws.
- (b) To promote the programs of Zonta International within the district.
- (c) To inspire and assist clubs to implement the goals and programs of Zonta International.
- (d) To serve as a link between the clubs in the district and the Zonta International Board and Committees.

SECTION 2. How Established. The Zonta International Board shall have authority to create districts and to establish their boundaries. A proposed change in the boundaries of a district shall be subject to:

- (a) Ninety (90)-day notice to the affected clubs of the proposed change.

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(b) Participation in the voting procedure by a majority of district clubs.

(c) Approval by a majority of delegates voting from district clubs. Each club shall be entitled to one (1) vote. If, as of the last payment of annual dues, the membership of any club exceeds forty (40) members, the club shall be entitled to a second vote. If the membership exceeds eighty (80) members, the club shall be entitled to a third vote.

Districts shall be named in numerical order.

SECTION 3. Members. Each Zonta club within the established boundaries of a district shall be a member of that district.

SECTION 4. Areas. With the approval of the majority of the clubs affected, the district board shall establish areas and outline their boundaries to implement the administrative functions within the district. Areas shall be named in numerical order.

SECTION 5. Dues.

(a) **District Dues.** The district dues shall be determined by two-thirds (2/3) vote of the voting members at conference. Each district, by majority vote of the voting members of the district conference, shall specify the date on which district dues are payable by its clubs. On the specified date of each year, each club within the district shall pay to the treasurer of the district the annual per capita district dues, based on the annual membership report as of that specified date.

(b) **Area Dues.** A district conference may authorize areas in the district to collect per capita area dues.

(1) If the district authorizes area dues, the district shall specify in the district's rules of procedure the date on which area dues are payable, the purposes for which such area dues may be used, and the appropriate accountability procedures.

(2) Area dues shall be determined by a two-thirds (2/3) vote of the delegates at an area meeting.

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SECTION 6. Officers. The officers of the district shall be a governor, a lieutenant governor, the area directors, a treasurer, and a secretary.

(a) **Qualifications.** Each elected officer shall be a classified member of a club with experience in a decision-making capacity, shall have served at least two (2) 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 (1) year as club president. An elected officer shall hold no other elective position at district level.

(b) **Election.** Officers, with the exception of the secretary, shall be elected by ballot at the district conference immediately preceding the convention. Area directors shall be elected by the delegates from the clubs in that area.

(1) **Area Election.** At the option of the district, area directors and/or vice area directors may be elected by ballot vote at the area meeting immediately preceding the convention. If area directors and/or vice area directors are elected at area meetings, the voting members of the area meeting shall be the delegates of the clubs in that area. 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 forty (40) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds eighty (80) members, the club shall be entitled to a third delegate and alternate. A member of the district board shall not be a club delegate or alternate.

(c) **Term of Office.** Officers shall take office at the close of the convention. The term of office shall be two (2) years or until a successor takes office. No member who has served previously as an officer is eligible to serve in the same office again except the treasurer who is eligible to serve two (2) consecutive terms 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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(d) **Appointment, Term of Office.** The governor shall appoint the secretary who shall be an officer and a member of the district board without vote. The term of office of the secretary shall coincide with the term of the governor who made the appointment.

SECTION 7. Duties of Officers.

(a) **Governor.** The district governor shall administer the affairs of the district. The Zonta International president, headquarters office, and the lieutenant governor shall be kept informed about district matters.

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

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

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

(b) **Lieutenant Governor.** The lieutenant governor shall perform such duties as assigned by the governor and in the absence or inability of the governor to perform the official duties within the district, the lieutenant governor shall perform such duties of the governor. The lieutenant governor shall be a member of the Zonta International Organization, Membership and Classification Committee.

(c) **Area Directors.** Each area director shall attend district conferences, plan area meetings, visit

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clubs, and act as liaison between the clubs and the district board.

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

(e) **Secretary.** The secretary shall maintain records of the district. Within sixty (60) days after each conference, the secretary shall send a conference report to district clubs and to Zonta International headquarters signed by the governor and the secretary. If proposals to amend the Zonta International Bylaws are adopted by a conference, the secretary shall send such adopted proposals to the Zonta International Bylaws and Resolutions Committee within thirty (30) days after conference.

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

SECTION 9. Vacancies.

(a) **Governor.** In case of a vacancy in the office of governor, the lieutenant governor shall become governor.

Article XIII 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.

(c) **Area Director.** Vacancy in the office of area director shall be filled from the same area by appointment of the district board. If the area has an elected vice area director the vacancy shall be filled by the vice area director.

(d) **Treasurer.** Vacancy in the office of treasurer shall be filled by appointment of the district board.

(e) **Secretary.** Vacancy in the office of secretary shall be filled by appointment of the governor.

SECTION 10. District Board.

(a) **How Constituted.** Elected officers of the district and the appointed secretary shall constitute the district board.

(b) **Duties.** Subject to the general supervision of the Zonta International Board and its officers and directors, the district board shall have general supervision over clubs and administration of the district. It shall make decisions upon those matters requiring action between meetings of the district conference, provided that none of its acts shall conflict with action taken by the conference. It shall perform such duties as are prescribed by the bylaws. The Zonta District Manual shall serve as a guideline for district operation.

(c) **Quorum.** A majority of the elected members of the district board shall constitute a quorum.

(d) **Vote.** A majority vote of the elected members of the district board shall be required for action.

Article XIII Section 10

(e) **Mail/Telecommunication Voting.** The district board may transact business by mail, or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire board.

(f) **Mail Ballot.** In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the club. Each club shall be entitled to one (1) vote. If, as of the last payment of annual dues, the membership of any club exceeds forty (40) members, the club shall be entitled to a second vote. If the membership exceeds eighty (80) members, the club shall be entitled to a third vote. To take action, an affirmative majority of the delegates voting shall be required, provided more than fifty (50) percent of the district clubs respond within forty-five (45) days.

(g) **Removal.**

(1) Elected district officers may be removed by the district board for cause upon grounds permitted for removal at the international level (Article VII, Section 9). A complaint in writing against an officer for such behavior may be made to the district board, which shall refer the complaint to the district Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in Article VII, Section 9.

Thereafter, the committee shall make a recommendation to the district board for a decision. The officer concerned may be present for the consideration of action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds (2/3) ballot vote of the entire elected district board excluding the member concerned. Notice of the elected district board's decision shall be given with proof of service to the complainant and the officer concerned forthwith.

If dissatisfied with the district board's decision, the complainant or the officer concerned may appeal to the

Article XIII Section 10

Zonta International Board within 45 days of the date on which the decision is mailed to the parties. Removal shall be by a two-thirds (2/3) ballot vote of the entire Zonta International Board. The decision of the International Board shall be final.

If the district board fails to act, the Zonta International Board has full authority to initiate and impose discipline on its own.

(2) The district secretary may be removed by the district governor whenever in the judgment of the governor the best interests of the district shall be served by such removal.

SECTION 11. Meetings.

(a) **District Conference.** Each district shall hold at least one (1) district conference per biennium, on dates approved by the Zonta International president.

(1) **Purpose.** The district conference shall be for the purpose of promoting the Objects and programs of Zonta International and to conduct the business of the district.

(2) **Authority.** The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.

(3) **Call to Conference.** Notice of proposed changes affecting the district or Zonta International shall be sent to the president of each club within the district at least sixty (60) days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.

(4) **Conference Voting Members.** The voting members of the district conference shall be elected district officers and the delegates of each club in good standing.

Article XIII Section 11

(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 forty (40) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds eighty (80) 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.

(b) **Proxies.** A club may be represented by one (1) proxy at a district conference. 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.

(5) **Quorum.** A majority of voting members registered at conference shall constitute a quorum.

(b) **Area Meetings.** Each area shall hold at least one (1) meeting or workshop annually, preferably during the months of March, April, or May, to promote the Objects and programs of Zonta International. At the option of the district, area meetings are permitted to set area dues and/or elect the area director and/or vice area director. Each club in that area shall be entitled to one delegate and one alternate. If, as of the date specified by the district for the payment of district dues, the membership of any club exceeds forty (40) members the club shall be entitled to a second delegate and alternate. If the membership exceeds eighty (80) members the club shall be entitled to a third delegate and alternate. A member of the district board shall not be a club delegate or alternate.

SECTION 12. **Audit.** At least at the close of the biennium, the district board shall cause the district financial records to be au-

Article XIII Section 12

dated or reviewed by certified/chartered public accountants or by a qualified individual independent of the district board. For purposes of the audit or review, the books shall be closed 31 May. The audited or reviewed financial statement shall be presented at the district conference together with the audit or review report.

SECTION 13. **Nominating Committee.**

(a) **How Constituted.** At the conference at which district officers are elected, a district Nominating Committee of three (3) members shall be elected by plurality vote. The three (3) nominees receiving the largest number of votes shall constitute the district Nominating Committee with the nominee receiving the greatest number of votes acting as chairman. No member of the committee shall be eligible for nomination at any level of Zonta International while serving on the committee.

(b) **Term.** The term of the members of the district Nominating Committee shall be two (2) years, beginning at the close of the convention.

(c) **Vacancies.** In case of a vacancy on the district Nominating Committee, or the inability of a member to serve, nominees not elected shall be selected to fill the vacancy in the descending order of the number of votes received for election.

(d) **Duties.** It shall be the duty of the Nominating Committee to:

District

(1) Stress qualifications required; receive and secure suggestions for nominees for the positions to be filled.

(2) Nominate one (1) or more qualified candidates for each office to be filled at the next election of district officers.

(3) Nominate at least five (5) candidates for the district Nominating Committee.

Article XIII Section 13

No member shall be proposed without that member's consent to serve if elected.

Zonta International

Work with the Zonta International Nominating Committee to recruit qualified Zontians for Zonta International officers, directors, and Nominating Committee.

(e) **Report.** At least sixty (60) days before the conference at which the election is to take place, the district Nominating Committee shall send its report to each district officer and to each club in the district. At the conference, additional nominations may be made from the floor. The nominee shall be qualified and have submitted the consent to serve to the district Nominating Committee.

SECTION 14. Election. Election shall be by ballot 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 15. Rules of Procedure. Each district shall adopt district rules of procedure which conform to the Zonta International bylaws. District rules of procedure shall be adopted or amended by a two-thirds (2/3) vote of the district conference voting members provided that notice of such proposed rules of procedure or amendments thereto shall be sent to the president of each club within the district at least sixty (60) days before the conference. Rules of procedure may be adopted or amended by a mail ballot. In that case to take action a two-thirds (2/3) vote of the delegates voting shall be required, provided more than fifty percent (50%) of the district clubs respond within forty-five (45) days.

SECTION 16. Parliamentary Authority. Each district shall adopt a recognized parliamentary authority used in the country or countries in which the clubs in that district reside. The rules contained in the parliamentary authority shall govern the dis-

Article XIII Section 16

strict in cases in which they are not inconsistent with these bylaws or the rules of procedure adopted by the district.

Article XIV Clubs

SECTION 1. How Established. The Zonta clubs shall exist only as chartered clubs of Zonta International. The name of the Zonta club shall reflect the geographical location where it is organized.

SECTION 2. Members.

(a) **Categories.** The membership of a club shall be limited to classified members, Past International Presidents, and Honorary Members.

(b) **Classified Member.**

(1) A classified member is a decision-maker accepted for membership under a major classification as shown in the Zonta International Marian de Forest Membership and Classification Manual.

(2) Eligible for membership are executives and professionals, or others in a decision-making capacity who are willing to support and implement the Objects of Zonta International. Membership candidates should be sought among community leaders in a variety of activities.

(3) To be invited to membership, a candidate shall be actively engaged in a recognized business or profession in a decision-making capacity.

(4) The club Organization, Membership and Classification Committee shall consider all proposals for membership and present the names of candidates to the club board. On approval, the Organization, Membership and Classification Committee chairman shall extend a written invitation to the person accepted to become a member and notify the club members. At club option, membership may be informed of the candidates for club membership before invitation to become a member is extended.

Article XIV Section 2

(5) 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.

(c) **Past International President.** The club may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, any Past International President.

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

(e) **Referral Privileges.** A member who moves to the geographical location of another Zonta club may be elected to membership in that club, provided the required dues have been paid.

(f) **Duration of Membership.**

(1) Classified membership shall be for life after five (5) years' membership except as otherwise provided in these bylaws.

(2) At the option of the club, a member dropped for nonpayment of dues may be reinstated upon payment of current obligations. The member shall pay a reinstatement fee in U.S. dollars to Zonta International.

(3) The resignation by a member shall be sent in writing to the club president who shall present it to the next meeting of the board. No member's

Article XIV Section 2

resignation shall be accepted in good standing unless dues are paid.

(g) **Leave of Absence.** At the option of the club, leave of absence may be granted to a member upon approval of the club board. Payment of Zonta International and district dues shall be required. Payment of club dues shall be left to the decision of the club.

(h) **Club Attendance Requirements.** At the option of the club, or to comply with district attendance requirements, any member who is absent from all club meetings for two (2) consecutive months, without excuse deemed adequate in the opinion of the board, may be notified that membership may be forfeited. Should the absences continue following this notice, the board may notify the member that membership is forfeited. Attendance requirements can be met by attending a meeting of another Zonta club.

SECTION 3. Club Dues.

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

(b) **Annual Dues.** The annual dues of a club member shall be established by the club to include Zonta International, district, area (if applicable) and club requirements. Dues shall be payable on or before 1 April. Any member in arrears for dues for sixty (60) days shall forfeit membership.

SECTION 4. Officers and Directors. The officers of the club shall be at least a president, vice president, secretary, and treasurer. There shall be at least two (2) directors.

(a) **Qualifications.** Officers shall have experience in a decision-making capacity. 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 (1) year, except in the case of a newly chartered club.

Article XIV Section 4

(b) **Election.** At the election meeting, officers and directors shall be elected by ballot unless there is but one (1) nominee for the office, in which case a voice vote may be taken. A majority vote shall elect. At the option of the club, balloting may be by mail.

(c) **Term of Office.** The officers and directors shall assume office on 1 June. The officers shall hold office for at least one (1) year or until their successors assume office. An officer or director shall be limited to two (2) consecutive years in the same office with the exception of the treasurer who shall be limited to four (4) consecutive years in the same office. A member who has served more than half a term shall be deemed to have served a full term in that office. At club option a member who has served previously as an officer or director is eligible to serve in the same office again after an intermission.

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

(e) **Removal.** Club officers and directors may be removed by the club members for cause upon grounds permitted for removal at the international level (Article VII, Section 9). A complaint in writing against an officer or director for such behavior shall be referred by the club board to a committee of club members elected by the members for investigation. The procedure shall be as specified in Article VII, Section 9.

Thereafter, the committee shall make a recommendation to the club members for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to all members. The board member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. Removal shall be by a two-thirds (2/3) ballot vote of the club members present and voting.

If the club fails to act, the district board shall initiate disciplinary proceedings. If the district board fails to act, the Zonta International Board has full authority to initiate and impose discipline on its own.

Article XIV Section 5

SECTION 5. Duties of Officers. The officers of the club shall perform the duties prescribed by the club, by the bylaws and rules of procedure of Zonta International, and by the parliamentary authority adopted by the organization.

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

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

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

(d) **Treasurer.** The treasurer shall be responsible for the funds of the club and shall administer them in accordance with the approved club budget. The treasurer shall make monthly reports to the board and the club, and be ex-officio a member of the Finance Committee. No later than forty-five (45) days after the term of office ends, the treasurer shall turn all records over to the successor.

SECTION 6. Club Board.

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

(b) **Duties.** The club board shall have general supervision of the affairs of the club between meetings of the club provided that none of its acts shall conflict with action taken by the club. It may act upon

Article XIV Section 6

routine questions in carrying out established policies but shall not determine policy, authorize projects and donations, or adopt the budget. It shall perform such duties as are required by the bylaws and rules of procedure of Zonta International. The Zonta Club Manual shall serve as a guideline for club operation.

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

SECTION 7. Meetings.

(a) **Regular Meetings.** Regular meetings of the club shall be held each month unless otherwise ordered by the club board.

(b) **Annual Meeting.** The meeting in March, April or May shall be known as the annual meeting and shall be for the purpose of receiving reports of officers, the club board, committees, and for any other business that may arise.

(c) **Special Meetings.** Special meetings may be called by the president and shall be called upon the written request of five (5) members of the club. At least ten (10) days notice of a special meeting shall be given. The business to be transacted at a special meeting shall be limited to that mentioned in the meeting notice.

(d) **Quorum.** The quorum shall be determined by vote of the club provided that no less than one-fourth (1/4) of the members shall constitute a quorum at any regular or special meeting of the club.

SECTION 8. Nominating Committee.

(a) **How Constituted.** At its election meeting, the club may elect its Nominating Committee of at least three (3) members for the next year.

(b) **Election.** If nominees are unopposed, a voice vote may be taken and committee members may se-

Article XIV Section 8

lect their own chairman. If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club Nominating Committee. The member receiving the highest number of votes shall be chairman of the Nominating Committee.

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

(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.

(e) **Report of the Committee.** The committee shall report the slate of officers, directors, and members of the Nominating Committee (if club elects at same time) before the election meeting. Additional nominations may be made from the floor, provided the nominee has consented to serve.

SECTION 9. Committees. There shall be at least the following standing committees and such other standing and special committees as the club board may authorize to achieve biennium goals.

(a) **Standing committees shall be:** Finance Committee; Organization, Membership and Classification Committee; Public Relations and Communications Committee; Status of Women Service Committee; and United Nations Committee.

(b) **Other standing and special committees may include:** Attendance Committee; Fellowship Committee; Intercity Committee; Newsletter Committee; and Program Committee.

(c) **Appointment.** Except as otherwise provided in the bylaws, the club president shall appoint committee chairmen, subject to approval by the club board.

Article XIV Section 9

(d) **Reports.** Committees shall report regularly to the club board and to the club.

SECTION 10. Audit. The club board shall cause the club financial records to be examined by a person independent of the board. For purposes of the examination, the books shall be closed at the end of the fiscal year.

SECTION 11. Suspension or Expulsion.

(a) **Club.** Any club of Zonta International that has acted in a way to injure the good name of Zonta or to hamper its work may be suspended or expelled by the Zonta International Board. A complaint in writing against a club for such behavior may be made to the district board which shall refer the matter to the District Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in Article VII Section 9.

Thereafter, the committee shall make a recommendation to the district board. The district board shall make a recommendation to the Zonta International Board. A two-thirds (2/3) ballot vote of the entire elected district board shall be required for a recommendation of suspension or expulsion.

Notice of the district board recommendation shall be mailed with proof of service to the complainant and the club concerned. Suspension or expulsion shall be by a two thirds (2/3) ballot vote of the entire Zonta International Board. The decision of the Zonta International Board shall be final.

If the district board fails to act, the Zonta International Board has full authority to initiate proceedings and impose discipline on its own.

In the event of expulsion, all legal debts shall be paid and the remaining assets shall be disbursed as provided in Article IV, Section 2(c).

(b) **Member.** Any member of a club who has acted in a way to injure the good name of Zonta or to hamper its

Article XIV Section 11

work may be expelled by the club members. A complaint in writing against a member for such behavior may be made to the club board. The board shall refer the complaint to a committee appointed by the board for investigation. The procedure shall be as specified in Article VII Section 9.

Thereafter, the committee shall make a recommendation to the club board. If the club board determines that further action regarding expulsion is necessary, it shall make a recommendation to the club members for a decision at a meeting of which written notice has been given to all members. The member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. A two-thirds (2/3) ballot vote of club members present and voting shall be necessary for expulsion of a member.

Notice of the board or club decision shall be mailed with proof of service to the complainant and to the member concerned forthwith. The decision of the club board or club members may be appealed by the complainant or the member concerned to the district board within 45 days from the date on which the notice of decision is mailed to the parties. Expulsion shall be by a two-thirds (2/3) ballot vote of the entire elected district board. The decision of the district board shall be mailed with proof of service to the complainant and to the member concerned forthwith.

The decision of the district board may be appealed by the parties to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties. Expulsion shall be by a two-thirds (2/3) ballot vote of the entire Zonta International Board. The decision of the Zonta International Board shall be final.

If the club fails to act, the district board shall initiate disciplinary proceedings. If the district board fails to act, the Zonta International Board has full authority to initiate proceedings and to impose discipline on its own.

SECTION 12. Parliamentary Authority. Each club shall adopt a recognized parliamentary authority used in the country in which the club is organized. The rules contained in the parliamentary authority shall govern the club in cases in which they

Article XIV Section 12

are not inconsistent with Zonta International bylaws and rules of procedure, the rules of procedure of the district in which the club resides, the club bylaws, or with the rules of procedure adopted by the club.

SECTION 13. Bylaws Amendments. Club bylaws may be amended by a two-thirds (2/3) vote of the club members present and voting at any regular or special meeting called for that purpose, provided that notice of such proposed amendment shall have been given to each member at least ten (10) days before the meeting.

Article XV International Identification

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

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

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



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

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

Article XVI

Article XVI

Indemnification

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

Article XVII

Resolutions

SECTION 1. How Proposed. A resolution (statement of opinion proposing a policy or procedure) to be considered by the convention must:

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

SECTION 2. Powers of Bylaws and Resolutions Committee. The committee shall have power to initiate resolutions, to combine two (2) or more resolutions into one (1) resolution, and to make recommendations upon all resolutions submitted to it. It may decide not to report a proposed resolution that it concludes should have further study or that is in conflict with the Objects of Zonta International. In the event of such a decision, the committee shall notify the proposer of the resolution.

SECTION 3. Exemptions from Requirements. If, due to unavoidable circumstances, a resolution proposed by the Zonta International Board, by a committee of Zonta International, or by a district conference cannot be mailed to the Zonta International Bylaws and Resolutions Committee 180 days before the convention, the resolution may be exempt from the requirement of referring the resolution to the Bylaws and Resolutions Committee. Such resolution may be submitted directly to the convention, provided that the resolution has either been published in *The Zontian* magazine with the Call to Convention or has been submitted to members of the Zonta International Board

Article XVII Section 3

and to each club at least ninety (90) days before the convention. A resolution proposed by a club shall in all cases be sent to the Zonta International Bylaws and Resolutions Committee.

SECTION 4. Ninety (90) Day Notice Requirement. A copy of all resolutions, by whichever way presented, shall be sent to members of the Zonta International Board, district board, and to each club at least ninety (90) days before convention.

SECTION 5. Convention Report. The chairman of the Zonta International Bylaws and Resolutions Committee in reporting to the convention, shall state the Zonta International Board designation of "recommended," "not recommended," or "no recommendation" with a reference to each resolution presented.

SECTION 6. Resolution Without Advance Notice. In cases where the need for a recommendation or for a resolution could not have been foreseen in time to give the advance notice as required in this article, and where delayed action would render the resolution or the recommendation valueless, the convention may by a two-thirds (2/3) vote, decide to consider a recommendation or a resolution.

Article XVIII Parliamentary Authority

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

Article XIX Amendment to Bylaws

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:

- (a) the amendment has been proposed by the Zonta International Board, by a district conference, by the Zonta International Bylaws and Resolutions Committee, or by a Revision Committee authorized by a convention or by the Zonta International Board;

Article XIX Section 1

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

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

(d) a report of the Bylaws and Resolutions Committee, indicating the Zonta International Board's designation on each proposed amendment of "recommended for adoption," "not recommended for adoption," or "no recommendation" has been sent by headquarters to the Zonta International Board, district governors, lieutenant governors, and to the president of every club at least ninety (90) days before convention.

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

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

SECTION 3. Amendment Duplication. Should more than one (1) proposed amendment to the Zonta International Bylaws be submitted with the same intent covering the same subject matter, it shall be the duty of the Zonta International Bylaws and Resolutions Committee to review such proposed amendments and to present to the Zonta International Board an amend-

Article XIX Section 3

ment which best incorporates the intent and serves the interest of Zonta International as a whole. In the event that any proposed amendment will not be reported to the convention, the committee shall notify the proposer of the amendment.

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

SECTION 5. Articles of Incorporation. The Articles of Incorporation of Zonta International may be amended by a two-thirds (2/3) vote at any convention of Zonta International to include the changes to the articles brought about by amendments to the Zonta International Bylaws.

Article XX Rules of Procedure

Rules of procedure prescribe standard operating procedures of Zonta International and remain in effect until rescinded or changed by majority vote of the voting members 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.