

**REPORT
of the 2008 - 2010
Zonta International Bylaws and Resolutions Committee**

**PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION,
BYLAWS OF ZONTA INTERNATIONAL AND
RULES OF PROCEDURE OF ZONTA INTERNATIONAL**

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 changes and/or additions underlined on the right hand side.

Unless otherwise indicated, page numbers (P 3 etc) refer to the booklet 'Governing Documents 2008'. The rationale for each amendment is provided by the proposer.

Some proposals pertaining to the same issues have been grouped together.

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

1a. Objects. P 3

PRESENT WORDING	PROPOSED WORDING
2. The objects for which it is formed are: (a) To improve the legal, political, economic, educational, health and professional status of women through service and advocacy;	2. The objects for which it is formed are: (a) To improve the legal, political, economic, educational, health and professional status of women <u>at the global and local level</u> through service and advocacy;

PROPOSED by the Zonta International Board.

RATIONALE: To be consistent with the ZI Bylaws Article II Objects (a).
Recommended for adoption by the Zonta International Board.

1.b Dissolution. P 4

PRESENT WORDING	PROPOSED WORDING
6. In the event of dissolution or final liquidation of Zonta International, all of its assets remaining after payment of its obligations shall have been made or provided for, shall be distributed to or among such corporations organized and operated exclusively for the improvement of the legal, political, economic and professional status of women, ...	6. In the event of dissolution or final liquidation of Zonta International, all of its assets remaining after payment of its obligations shall have been made or provided for, shall be distributed to or among such corporations organized and operated exclusively for the improvement of the legal, political, economic, <u>educational, health</u> and professional status of women, ...

PROPOSED by the Zonta International Board.

RATIONALE: To be consistent with the ZI Bylaws Article II Objects (a).
Although printed in the Governing Documents booklet over the years, an article 6 with the inclusion of the words “, educational, health” has not been submitted to the authorities.
Recommended for adoption by the Zonta International Board..

Bylaws of Zonta International

2. Article IV Members, Section 2. Zonta Clubs. (b) Diversity of Classifications. (2) P6 and wherever appropriate in the Zonta International Bylaws

PRESENT WORDING	PROPOSED WORDING
(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.	(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 governor.

PROPOSED by the Zonta International Board.

RATIONALE: ‘district’ is deleted prior to ‘governor’ to be consistent with Article XIII Section 6 which states that ‘The officers of the district shall be a governor, a lieutenant governor, the area directors, a treasurer, and a secretary.’
‘district’ is unnecessary since no other level of Zonta has a governor.

Recommended for adoption by the Zonta International Board.

3. Article IV, Members, Section 2. Zonta Clubs. (c) Termination. P 7

PRESENT WORDING	PROPOSED WORDING
(c) Termination. 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.	(c) Termination. In the event of termination all legal debts 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.

PROPOSED by the Zonta International Board.

RATIONALE: Funds were raised in the name of Zonta and should stay within Zonta.

Recommended for adoption by the Zonta International Board.

4. Article IV, Members, Section 2. Zonta Clubs. (d) Disbandment. P 7

PRESENT WORDING	PROPOSED WORDING
(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.	(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 <u>the International President and</u> the Executive Director immediately.

PROPOSED by the Zonta International Board.

RATIONALE: The International President shall notify the appropriate district liaison who will follow up at the district level.

Recommended for adoption by the Zonta International Board.

5. Article IV, Members, Section 3. International Honorary Members. P 7

PRESENT WORDING	PROPOSED WORDING
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 ($\frac{2}{3}$) vote of the Zonta International Board. Membership shall carry with it none of the rights and obligations of membership. The holder shall be entitled	SECTION 3. International Honorary Members. In recognition of international achievements that advance the status of women, election to International Honorary Membership shall be by a two-thirds ($\frac{2}{3}$) vote of the Zonta International Board. Membership shall carry with it none of the rights and obligations of membership. The holder shall be entitled

PROPOSED by the Zonta International Board.

RATIONALE: Those with national achievements are to be recognized at district and club level.

Recommended for adoption by the Zonta International Board..

6. Article V, Section 7. Nonpayment of Dues and Fees. P 8

PRESENT WORDING	PROPOSED WORDING
<p>SECTION 7. Nonpayment of Dues and Fees. Unless payment is temporarily waived by the Zonta International Board, headquarters shall notify the appropriate governor, president, 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 ($\frac{2}{3}$) vote of the Zonta International Board, such a club may be reinstated</p>	<p>SECTION 7. Nonpayment of Dues and Fees. Unless payment is temporarily waived by the Zonta International Board, <u>clubs in arrears for dues and fees shall pay an additional per capita fee for administration related to nonpayment.</u> The Zonta International Board <u>shall have the power to determine the amount in U.S. dollars, which must not exceed 10% of current dues.</u> Headquarters shall notify the appropriate governor, president, 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 ($\frac{2}{3}$) vote of the Zonta International Board, such a club may be reinstated</p>

PROPOSED by the Zonta International Board.

RATIONALE: Two thirds of the membership is making payments on time. However, one third does not. This means excessive administrative costs for reminder letters and rebilling. Furthermore, if the dues processing is extended more staff time and financial outsourcing is needed. The cash flow planning is very difficult when dues are not received on time. (Recommended by the Finance Committee).

Recommended for adoption by the Zonta International Board.

7. Article V, Section 8. Emergency Assessment. P 9

PRESENT WORDING	PROPOSED WORDING
<p>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.</p>	<p>SECTION 8. Emergency Assessment. In case of emergency, the Zonta International Board or the convention may request a per capita <u>per year assessment in U.S. dollars, which must not exceed 10% of current dues.</u></p>

PROPOSED by the Zonta International Board

RATIONALE: This has been the same for 16 years. It is time to change and a percentage is more applicable than a specified dollar amount. (Recommended by the Finance Committee)

Recommended for adoption by the Zonta International Board.

8. Proposals pertaining to qualifications for Zonta International officers and directors

8a . Article VI, Officers and Directors, Section 1. Officers. (a) Qualifications. Pp 9-10

PRESENT WORDING	PROPOSED WORDING
(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 district governor, lieutenant governor, treasurer, or area director. An officer shall hold no other elective office at any level of Zonta International.	(a) Qualifications. Each Zonta International officer shall be a classified member of a club of Zonta International. <u>Each officer, except the international treasurer/secretary, shall have served as a Zonta International director. The international treasurer/secretary must have served at least one term as an elected district officer.</u> A <u>Zonta International</u> officer shall hold no other elective office at any level of Zonta International.

PROPOSED by the Zonta International Board.

RATIONALE: A sound understanding of Zonta's policies and procedures, developed even further with the experience gained through membership on the international board, is required to most effectively discharge the duties of a Zonta International officer.

Recommended for adoption by the Zonta International Board.

8b. Article VI, Officers and Directors, Section 1. Officers. (a) Qualifications. Pp 9-10

PRESENT WORDING	PROPOSED WORDING
(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 district governor, lieutenant governor, treasurer, or area director. An officer shall hold no other elective office at any level of Zonta International.	(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 district governor, lieutenant governor, <u>or</u> treasurer. An officer shall hold no other elective office at any level of Zonta International.

PROPOSED by District 23.

RATIONALE: Officers of the International Board should have first-hand experience of managing the affairs of all clubs in a district in order to be knowledgeable and effective when advising district governors in their roles as international liaisons and as international representatives at district conferences.

Not recommended for adoption by the Zonta International Board. Rationale, see Proposal 8a.

8c. Article VI, Officers and Directors, Section 2. Directors. (a) Qualifications. P 12

PRESENT WORDING	PROPOSED WORDING
(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.	(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, <u>district</u> treasurer, or area director. A director shall hold no other elective office at any level of Zonta International.

PROPOSED by the Zonta International Board.

RATIONALE: ‘district’ is inserted before ‘treasurer’ for clarification that the role relates to a district, not a club.

Recommended for adoption by the Zonta International Board.

8d. Article VI, Officers and Directors, Section 2. Directors. (a) Qualifications. P 12

PRESENT WORDING	PROPOSED WORDING
(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.	(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, <u>or</u> treasurer. A director shall hold no other elective office at any level of Zonta International.

PROPOSED by District 23.

RATIONALE: Directors of the International Board should have first-hand experience of managing the affairs of all clubs in a district in order to be knowledgeable and effective when advising district governors in their roles as international liaisons and as international representatives at district conferences.

Recommended for adoption by the Zonta International Board.

9. Proposals pertaining to duties of Zonta International officers

9a. Article VI, Officers and Directors, Section 1. Officers. (d) Duties, (1) President. Pp 10-11

PRESENT WORDING	PROPOSED WORDING
<p>(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:</p> <p>...</p> <p>c. Be an ex-officio member of all committees except the International Nominating Committee.</p> <p>When the Zonta International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president shall not participate.</p>	<p>(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:</p> <p>...</p> <p>c. <u>Be a member of the Zonta International Bylaws and Resolutions Committee and the Zonta International Finance Committee and be an ex-officio member of all other committees except the Zonta International Nominating Committee.</u></p> <p>When the Zonta International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president shall not participate.</p>

PROPOSED by the Zonta International Board.

RATIONALE: This change obligates the president to serve as a regular working member of both the Bylaws and Resolutions Committee and the Finance Committee.

Recommended for adoption by the Zonta International Board.

9b. Article VI, Officers and Directors, Section 1. Officers. (d) Duties, (3) President-Elect. P 11

PRESENT WORDING	PROPOSED WORDING
<p>(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</p>	<p>(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 <u>and the Zonta International Finance Committee</u> and be ex-officio a member of all other committees except the Zonta International Nominating Committee. When the Zonta</p>

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

RATIONALE: To bring the bylaw into compliance with Article XII Section 5.

Recommended for adoption by the Zonta International Board.

10. Article VII, Zonta International Board. Section 1. How Constituted. P 14

PRESENT WORDING	PROPOSED WORDING
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 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.

PROPOSED by the Zonta International Board

RATIONALE: This is an administrative matter and not necessary to stipulate in the bylaws.

Recommended for adoption by the Zonta International Board.

11. Article VII, Zonta International Board, New Section 3. Membership on Zonta International Foundation Board. P 15

PRESENT WORDING	PROPOSED WORDING
SECTION 3. Authority. Contracts ...	<p>SECTION 3. <u>Membership on Zonta International Foundation Board.</u> No member of the <u>Zonta International Board</u> except the <u>Zonta International President</u> and the <u>Zonta International President-elect</u> shall serve on the <u>Zonta International Foundation Board</u> while <u>-serving on the Zonta International Board.</u></p> <p>SECTION 4. <u>Authority.</u> Contracts ... <i>Following sections renumbered accordingly.</i></p>

PROPOSED by District 3.

RATIONALE: The Zonta International and Zonta International Foundation boards serve different functions and it is critical that the Foundation Board include directors with specialized expertise that may not be crucial for members of the International Board. More specifically, the Foundation Board needs to have members with expertise in development and investment – indeed, the Foundation Director position description adopted by the Foundation and International Boards in 2004 lists among the qualifications for Foundations Directors that they “have a solid grasp of financial matters, have experience in raising money, (and) have an understanding of the principles of marketing.” The procedures for nominating and electing Foundation Directors adopted at the same time also instructed the Foundation Nominating Committee to “be mindful of the expertise of current directors who will be continuing on the board and ... of the qualifications for the position of Treasurer.”

The 2008 decision by the Zonta International Board to replace the Foundation Board with the International Board does not preserve this critical expertise.

Not recommended for adoption by the Zonta International Board with the following rationale: The Zonta International and Zonta International Foundation boards do not serve different functions. The purpose of the Zonta International Foundation is to carry out part of the purpose of Zonta International.

Overlapping boards allow for transparency and unity of thought throughout the organizations. Therefore, overlapping boards are also encouraged by the United States Internal Revenue Service.

Investments are not, and have not been, managed by the ZIF Board but by selected external professional investment firms.

The ZIF Board appoints standing committees of members with specialized expertise to advise the board, and other committees as needed.

12. Proposals pertaining to records of meetings at the international level

12a. Article VII, Zonta International Board, New Section 9. P 15

PRESENT WORDING	PROPOSED WORDING
SECTION 9. Removal. ...	<p><u>SECTION 9. Zonta International Headquarters shall maintain a record with the exact wording of the decisions (serially numbered) made by the ZI/ZIF board. Except are decisions on procedural matters (i.e. when the meeting started, adjourned and ended). The record will state the number of votes for and against each decision, or whether it was adopted by general consent. If the decision involves information which should be kept confidential the record will be marked "Confidential". The reason that the decision is marked "Confidential" will be stated in the record. Zontians with an interest in confidential decisions must ask the ZI president or a person authorized by the ZI president for further information. The record will be published on the members' only pages of the www.zonta.org website within two weeks after each board meeting. When there is no longer reason for keeping a decision confidential, the decision will be published on the members' only pages of the www.zonta.org website.</u></p> <p>SECTION <u>10</u>. Removal. ...</p>

PROPOSED by District 13.

RATIONALE: The purpose of the amendment is to assure that any interested Zontian will have very prompt access to all the decisions made by the ZI or ZIF board, but not access to the minutes themselves or to the discussion at the meetings. Information is essential in a membership organization. Up till now some information has been posted on the web-site under the headline: Highlights of board meetings. According to the district manual the person appointed to liaise is responsible for ensuring the flow of information between ZI International Board and the district. But it is time consuming for these appointees to mail to governors and for governors to mail to ADs and for ADs to mail to club presidents etc. Some inform quickly, others more slowly and some send no information at all, because they experience that members are not interested. The consequence is that everyone will not get the same information. A great many Zontians are interested in being precisely informed as soon as possible after the decisions have been taken. It is easily done by publishing the decisions on the members' only pages of the www.zonta.org website. In this way there will be no doubt about what has been decided and misunderstandings are avoided. Furthermore members who are not yet registered on the website will be motivated to do so.

The procedure is well known in Denmark. It gives no problems at all. It is used by our regional councils and local authorities, town councils and committees, university- and school boards, associations and societies. Robert's Rules of Order states that normally a board's minutes are accessible only to the board unless the board grants permission to another member to see them

or the society grants access by a two-thirds vote. A bylaws amendment would preempt Robert's Rules and is necessary if members are to be informed as proposed.

Not recommended for adoption by the Zonta International Board with the following rationale: The proposal deals with procedural and administrative matters. Rules on such matters should not be included in the ZI Bylaws. ZIF Bylaws provisions cannot be included in the ZI Bylaws since ZIF is a separate legal entity and has its own bylaws.

12b. Article VIII, Executive Committee, New Section 6. P 16

PRESENT WORDING	PROPOSED WORDING
	<p><u>SECTION 6. Zonta International Headquarters shall maintain a record with the exact wording of the decisions (serially numbered) made by the ZI/ZIF executive committee. Except are decisions on procedural matters (i.e. when the meeting started, adjourned and ended). The record will state the number of votes for and against each decision, or whether it was adopted by general consent.</u></p> <p><u>If the decision involves information which should be kept confidential the record will be marked "Confidential". The reason that the decision is marked "Confidential" will be stated in the record. Zontians with an interest in confidential decisions must ask the ZI president or a person authorized by the ZI president for further information.</u></p> <p><u>The record will be published on the members' only pages of the www.zonta.org website within two weeks after each ZI/ZIF executive committee meeting.</u></p> <p><u>When there is no longer a reason for keeping a decision confidential, the decision will be published on the members' only pages of the www.zonta.org website.</u></p>

PROPOSED by District 13.

RATIONALE: The same as for proposal nr 12a.

Not recommended for adoption by the Zonta International Board with the same rationale as for not recommending proposal 12a.

13. Proposals pertaining to the budget for Zonta International

13a. Article X, Convention, Section 1. Purpose. P 17

PRESENT WORDING	PROPOSED WORDING
<p>SECTION 1. Purpose. Zonta International shall hold a biennial convention to present an informative, motivational, and educational program; determine the policies of Zonta International; elect the Zonta International officers and directors and members of the Nominating Committee; receive reports; vote on proposed amendments to the bylaws; vote on dues and fees; vote on resolutions and goals that establish the international service projects and program; and for any other business that may properly come before the convention assembly.</p>	<p>SECTION 1. Purpose. Zonta International shall hold a biennial convention to present an informative, motivational, and educational program; determine the policies of Zonta International; elect the Zonta International officers and directors and members of the Nominating Committee; receive reports; vote on proposed amendments to the bylaws; <u>vote on biennial budget</u>; vote on <u>corresponding</u> 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.</p>

PROPOSED by District 29.

RATIONALE: We feel that it is not democratic, nor according to good governance, specially the need of separated responsibilities, that the ZI Board decides on the budget and the audit, while the members can only decide upon the dues and fees.

There is a direct relation between dues and fees on the one hand and budget on the other hand. If the budget is already decided by the board, voting by the convention about the dues/fees is effectively worthless or of no relevance.

Not recommended for adoption by the Zonta International Board with the following rationale: The proposal contradicts rules on duties and powers of the ZI Board in Bylaws Article VII Section 2 (e) and Article IX.

If the budget is voted on at convention and cannot be changed during the biennium, it would be difficult, if not impossible, to run the finances of the organization and achieve the biennial goals. A budget is a plan that outlines an organization’s financial and operational goals. It is to be used by management, allowing the organization to properly allocate resources and achieve goals. Reviewing the past biennium’s budget and performance is an important part of the budget process. The final budget is a tool for the board and staff to use as they implement the biennial goals set by convention.

The Zonta budget process is time consuming. The finance committee spends several weeks preplanning, then another week at headquarters reviewing expenses line by line comparing them to the current budget and reviewing with the President-Elect her goals for the next biennium. Zonta has long term contracts, salary commitments and other expenses that must be paid to run the organization. Zonta also has expenses for the International Board and Committees that must be estimated since elections and appointments have not been made when the budget is prepared. It would be extremely time consuming, and in reality impossible, for voting members to examine and discuss each line item of the budget at convention.

During the biennium, much can happen that has not been anticipated but needs to be taken care of. A reallocation of budget line items is almost always necessary

13b. Article XII, Committees, Section 5. Finance Committee. Pp 21-22

PRESENT WORDING	PROPOSED WORDING
<p>SECTION 5. Finance Committee. It shall: ... (c) Prepare and submit to the Zonta International Board for the next biennium a proposed budget including recommendations on per capita dues. This information shall be sent to the clubs and districts at least ninety (90) days prior to convention.</p>	<p>SECTION 5. Finance Committee. It shall: (c) Prepare and submit to the Zonta International Board for the next biennium a proposed budget including recommendations on per capita dues. This information shall be sent to the clubs and districts at least ninety (90) days prior to convention <u>for approval at convention.</u></p>

PROPOSED by District 29.

RATIONALE: Governance of organizations and companies is a hot topic. On national and international level. Looking at Zonta Bylaws it occurs that governance is not really democratic. Formally even a 'no' vote for the dues and fees does not necessarily mean that the budget has to be changed by the ZI Board.

Therefore we propose that decision about the budget **and** dues/fees is on the lowest possible level in the organization, that is the Convention.

Not recommended for adoption by the Zonta International Board with the same rationale as for not recommending proposal nr 13a.

14. Article X, Convention, Section 4. Convention Voting members. (b) Proxies. P 18

PRESENT WORDING	PROPOSED WORDING
<p>(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).</p>	<p>(b) Proxies. Any club unable to send a delegate to convention may be represented by proxy <u>or alternate proxy.</u> A club electing to be represented by proxy <u>or alternate proxy</u> 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).</p>

PROPOSED by District 23.

RATIONALE: An alternate proxy would provide back-up for a proxy who may fall ill or be unable to attend Convention business session/s due to other unforeseen circumstances. This would ensure that clubs unable to send a delegate to convention could still be represented.

Not recommended for adoption by the Zonta International Board with the following rationale: Proxy is carried by a club, not by an individual. Clubs sending delegates should try also to send alternate delegates. The total votes carried by one club is limited. Alternate proxies would be extremely difficult to administer.

15. Proposals pertaining to duties of the Zonta International Nominating Committee

15a. Article XI, Zonta International Nominating Committee. Section 5. Duties. (a). Pp 19-20

PRESENT WORDING	PROPOSED WORDING
<p>SECTION 5. Duties. The duties of the Zonta International Nominating Committee shall be to:</p> <p>(a) Work with district Nominating Committees to recruit qualified Zontians for Zonta International officers, directors and for the Zonta International Nominating Committee.</p>	<p>SECTION 5. Duties. The duties of the Zonta International Nominating Committee shall be to:</p> <p>(a) Recruit qualified Zontians for Zonta International officers, directors and for the Zonta International Nominating Committee.</p>

PROPOSED by the Zonta International Board.

RATIONALE: The International Nominating Committee shall have an active role, not just administer nominations received through District Nominating Committees. A paragraph that says 'Work with the District Nominating Committee...' should not be in the ZI Bylaws. The working methods of the International Nominating Committee are detailed in the ZI Manual.

Recommended for adoption by the Zonta International Board.

15b. Article XI, Zonta International Nominating Committee. Section 5. Duties. (c). P 20

PRESENT WORDING	PROPOSED WORDING
<p>(c) Provide the official slate and qualifications for publication by 1 January of the second year of the biennium.</p>	<p>(c) Provide the official slate and qualifications for publication <u>at least ninety (90) days before convention.</u></p>

PROPOSED by the Zonta International Board.

RATIONALE: This change allows for nominations to be made later in the biennium when possible candidates' performance in current positions can be evaluated. The slate does not need to be published sooner than other convention materials.

Recommended for adoption by the Zonta International Board.

16. Proposals pertaining to removal of members of Nominating Committees

16a. Article XI, Zonta International Nominating Committee, New Section 6. P 20

PRESENT WORDING	PROPOSED WORDING
Nil	<p><u>SECTION 6. Removal.</u> <u>Members of the Zonta International Nominating Committee may be removed by the Zonta International Board for failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in Article VII, Section 9.</u></p>

PROPOSED by the Zonta International Board.

RATIONALE: This process of removing an elected member of the ZI Nominating Committee is consistent with the manner in which an elected member of the ZI Board may be removed.
Recommended for adoption by the Zonta International Board.

16b. Article XIII, Districts, Section 13. Nominating Committee, New subsection f. P 33

PRESENT WORDING	PROPOSED WORDING
	<p><u>(f) Removal.</u> <u>Members of the District Nominating Committee may be removed by the district board for failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. The procedure shall be as specified in Article XIII, Section 10 (g)(1).</u></p>

PROPOSED by the Zonta International Board.

RATIONALE: This process of removing an elected member of the district Nominating Committee is consistent with the manner in which an elected member of the district board may be removed.
Recommended for adoption by the Zonta International Board.

16c. Article XIV, Clubs, Section 8. Nominating Committee, New subsection f. P 40

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

PROPOSED by the Zonta International Board.

RATIONALE: This process of removing an elected member of the club Nominating Committee is consistent with the manner in which an elected member of the club board may be removed.
Recommended for adoption by the Zonta International Board.

17. Proposals pertaining to Zonta International committees

17a. Article XII, Committees, Section 1. Committees. P 21

PRESENT WORDING	PROPOSED WORDING
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 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. <u>In the conduct of committee work, a majority of the members of the committee shall be required for action. Committees may transact business by mail or through the use of a conference telephone or other communications equipment. Action by mail requires a unanimous vote of the Committee.</u>

PROPOSED by District 12.

RATIONALE: The Zonta International Bylaws and Rules of Procedure contain very little structure or guidance regarding how International Committees conduct their business. While the Board is charged with coordinating committee activities, the procedures to be followed are not stated. Thus it is possible for a committee chairman to act independently, without the consensus of the other committee members, and not to advise the Board regarding the internal dissent or lack of input within the committee. By adopting the proposed wording, there will be a stated emphasis on following similar procedures in the conduct of committee work as for the work of the District and International Boards. The proposed addition is consistent with the statutes of the State of Illinois and with Robert’s Rules of Order Newly Revised.

Not recommended for adoption by the Zonta International Board with the following rationale: Committees report to the ZI Board. Committees make recommendations and proposals. They normally don’t make decisions or take actions on their own. Therefore there is no need for rules other than reference to Robert’s Rules of Order, given in Article XVIII.

17b. Article XII, Committees, Section 3 Bylaws and Resolutions Committee. (d). P21

PRESENT WORDING	PROPOSED WORDING
... (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.	... (d) It shall investigate disciplinary matters of removal, suspension or expulsion and make recommendations to the Zonta International Board.

PROPOSED by the Zonta International Bylaws and Resolutions Committee.

RATIONALE: To be consistent with current and proposed Bylaws provisions.

Recommended for adoption by the Zonta International Board.

17c. Article XII, Committees, Section 5. Finance Committee. P 21

PRESENT WORDING	PROPOSED WORDING
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:	SECTION 5. Finance Committee. The Committee shall include, but not be limited to, <u>the Zonta International president</u> , the Zonta International president-elect, the Zonta International treasurer/ <u>secretary</u> , the Zonta International Finance Committee chairman and the designated Zonta International Finance Committee chairman for the following biennium. It shall:

PROPOSED by the Zonta International Board.

RATIONALE:

Inclusion of the Zonta International President is consistent with the proposed amendment to Article VI, Section 1 (d) (1) (c), proposal 9a.

Inclusion of '/secretary' is consistent with Article VI, Section 1, (d), (4).

Deleting 'ex-officio' obligates the treasurer/secretary to serve as a regular working member of the Finance Committee.

The order of the positions is consistent with Zonta International protocol.

Recommended for adoption by the Zonta International Board.

17d. Article VI, Officers and Directors, Section 1. Officers. (d) Duties (4) Treasurer/Secretary. P11

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

PROPOSED by the Zonta International Bylaws and Resolutions Committee.

RATIONALE: To be consistent with Bylaws provisions proposed by the ZI Board, proposal 17c.

Recommended for adoption by the Zonta International Board.

17e. Article XII, Section 8. Service Committee. P 22

PRESENT WORDING	PROPOSED WORDING
SECTION 8. Service Committee. 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 8. Service Committee. It shall promote international service projects sponsored by Zonta International and <u>funded through the Zonta International Foundation,</u> and shall encourage and support local service projects.

PROPOSED by the Zonta International Board.

RATIONALE: Administration is undertaken by Zonta International.

Recommended for adoption by the Zonta International Board.

17f. Article XII, New Section 11. P 23

PRESENT WORDING	PROPOSED WORDING
	<u>SECTION 11. Amelia Earhart Fellowship Award Committee. It shall select and recommend to the Zonta International Board, candidates for annual Zonta International Amelia Earhart Fellowships.</u>

PROPOSED by District 7.

RATIONALE: The Amelia Earhart Fellowship is the signature educational award granted by Zonta International. It is the only program within the Zonta International programs that has an endowment and therefore, should be designated in our Bylaws as a program that cannot be eliminated without action by the membership.

Recommended for adoption by the Zonta International Board.

18. Proposals pertaining to committees at district and club levels

18a. Article XIII, Districts, Section 7. Duties of Officers. (a) Governor. P 26

PRESENT WORDING	PROPOSED WORDING
<p>(a) Governor. 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.</p>	<p>(a) Governor. The governor shall appoint a Bylaws and Resolutions Committee, an Organization, Membership and Classification Committee, <u>a Service Committee and a Legislative Awareness and Advocacy Committee</u>, 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.</p>

PROPOSED by the Zonta International Board.

RATIONALE: With service and advocacy being the means through which Zonta aims to advance the status of women, it is necessary for this to be reflected in committees at district level.

Recommended for adoption by the Zonta International Board.

18b. Article XIII, Districts, Section 7. Duties of Officers. (b) Lieutenant Governor. P 26

PRESENT WORDING	PROPOSED WORDING
<p>(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.</p>	<p>(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 <u>Chairman of the District Organization, Membership and Classification Committee</u> and a member of the Zonta International Organization, Membership and Classification Committee.</p>

PROPOSED by the Zonta International Board.

RATIONALE: As a member of the Zonta International Organization, Membership and Classification Committee, the Lieutenant Governor should be chairman of the district OMC Committee.

Recommended for adoption by the Zonta International Board.

18c. Article XIV, Clubs, Section 9. Committees. P 40

PRESENT WORDING	PROPOSED WORDING
<p>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.</p> <p>(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.</p> <p>(b) Other standing and special committees may include: Attendance Committee; Fellowship Committee; Intercity Committee; Newsletter Committee; and Program Committee.</p>	<p>SECTION 9. Committees.</p> <p>(a) There shall be <u>an Organization, Membership and Classification Committee, a Service Committee, a Legislative Awareness and Advocacy Committee</u> and such other committees as the club board may authorize to achieve biennium goals.</p> <p>(b) Appointment. . .</p> <p><i>etc.</i></p>

PROPOSED by the Zonta International Board.

RATIONALE: Many clubs are adopting differing combinations of responsibilities in their committees and the current list of standing committees may not be best suited to the club's operations. However, with service and advocacy the means by which we aim to advance the status of women, and with a need to focus on recruiting and retaining members, the mandated committees proposed are most important.

The committee structure should be the same at all levels of Zonta.

Recommended for adoption by the Zonta International Board.

19. Proposals pertaining to means of communication

19a. Article XIII, Districts, Section 10. District Board. (e) Mail/Telecommunication Voting. P 28-29

PRESENT WORDING	PROPOSED WORDING
<p>(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.</p>	<p>(e) Mail/Telecommunication Voting. The district board may transact business by mail, or through the use of a conference telephone or other communication equipment <u>or by email transmission</u>. Action by mail requires a unanimous vote of the entire board.</p>

PROPOSED by District 24.

RATIONALE: Decision making between District Board members and between District Board and individual clubs often requires a speedier form of communication than is available by mail and in the event where decisions need to be confirmed in writing, a more effective form of transmitting decisions and information is required. Certain decisions have been delayed in the past by the lack of an effective and swift means of recording members' and clubs' votes.

Not recommended for adoption by the Zonta International Board with the following rationale: This amendment is not necessary. According to *Black's Law Dictionary*¹, "mail" includes "one or more written or oral messages sent electronically (e.g. through e-mail or voicemail)". This will be explained in the Glossary.

Means of modern communication change frequently and should not be specified in ZI Bylaws.

¹ *Black's Law Dictionary* is the most widely used law dictionary in the USA.

19b. Article XIII, Districts, Section 10. District Board. (f) Mail Ballot. P 29

PRESENT WORDING	PROPOSED WORDING
(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. ...	(f) Mail Ballot. In the event club action is required between district conferences, the district board shall <u>have the option to</u> submit to each club for vote by mail <u>or email</u> any question that may require action by the club. ..

PROPOSED by District 24.

RATIONALE: Decision making between District Board members and between District Board and individual clubs often requires a speedier form of communication than is available by mail and in the event where decisions need to be confirmed in writing, a more effective form of transmitting decisions and information is required. Certain decisions have been delayed in the past by the lack of an effective and swift means of recording members' and clubs' votes.

Not recommended for adoption by the Zonta International Board with the same rationale as for not recommending proposal 19a.

20. Article XIII, Districts, Section 12. Audit. Pp 31-32

PRESENT WORDING	PROPOSED WORDING
SECTION 12. Audit. At least at the close of the biennium, the district board shall cause the district financial records to be audited 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 12. Audit. At least at the close of the biennium, the district board shall cause the district financial records to be audited, reviewed <u>or compiled</u> by certified/chartered public accountants or by a qualified individual independent of the district board. For purposes of the audit, review <u>or compilation</u> , the books shall be closed 31 May. The audited, reviewed <u>or compiled</u> financial statement shall be presented at the district conference together with the audit, review <u>or compilation</u> report.

PROPOSED by the Zonta International Board.

RATIONALE: Reviews can only be performed in the United States by Certified Public Accountants and not by qualified persons independent of the district board. The requirement for Districts to have reviews or audits has grown progressively more expensive for North American Districts. It should be up to the district to determine the level of accounting report that they require for their district. By changing this bylaw, districts could decide to have audits, reviews or compilations based on their requirements and their finances instead of being mandated to have a higher level than they require.

Recommended for adoption by the Zonta International Board.

21. Article XIV, Clubs, Section 2. Members. (b) Classified Member. P 34

PRESENT WORDING	PROPOSED WORDING
<p>(b) Classified Member. ... (3) To be invited to membership, a candidate shall be actively engaged in or have experience in a recognized business or profession in a decision-making capacity.</p>	<p>(b) Classified Member. (3) To be invited to membership, a candidate shall be actively engaged in a recognized business or profession in a decision-making capacity.</p>

PROPOSED by District 27.

RATIONALE: Being actively engaged is the essential part of our identity as Zontians assuring the reputation of Zonta International among other highly recognized international service organizations.

Especially regarding successful Zonta Advocacy we need the engagement and contacts of our professionally active members.

To grow our membership we need to attract women who want to join a service organization offering an interesting network of professional women.

The phrase “or have experience” is too vague and inexact to give real direction.

With only professionals as members Zonta avoids developing in an organization of “two classes”.

Not recommended for adoption by the Zonta International Board with the following rationale: The present wording provides a club with an option.

22. Article XVI, Indemnification. P 40

PRESENT WORDING	PROPOSED WORDING
<p>The Zonta International Board may from time to time establish and implement policies for indemnification of officers, directors, employees, and agents of Zonta International.</p>	<p>The Zonta International Board may from time to time establish and implement policies for indemnification of officers, directors <u>and</u> employees of Zonta International.</p>

PROPOSED by the Zonta International Board.

RATIONALE: Agents (e.g. lawyers, contractors) are required to have their own insurance.

Recommended for adoption by the Zonta International Board.

23. Article XVII, Resolutions, Section 1. Definition and Duration. P 44

PRESENT WORDING	PROPOSED WORDING
SECTION 1. Definition and Duration. A resolution is a statement proposing a policy, procedure, or action. A resolution adopted by an international convention shall remain in effect until the action contemplated by the resolution is accomplished.	SECTION 1. Definition and Duration. A resolution is a statement proposing a policy, procedure, or action. A resolution adopted by an international convention shall remain in effect <u>for the biennium proposed.</u>

PROPOSED by the Zonta International Board.

RATIONALE: This wording provides for a specific end point. Should it not be completed within the biennium, the resolution could be submitted to the subsequent convention.

Recommended for adoption by the Zonta International Board.

Rules of Procedure of Zonta International

24. Club Liability Insurance (U.S./Canada). P48

PRESENT WORDING	PROPOSED WORDING
<p>2. Club Liability Insurance (U.S./Canada). With the payment of dues to Zonta International, each U.S./Canada Zonta club shall pay per member in U.S. dollars a premium for group liability insurance in an amount assessed by the Zonta International Board after the executive director has obtained, prior to each annual renewal date, competitive renewal bids for the subject coverage. ...</p>	<p>2. Club Liability Insurance (U.S./Canada). With the payment of dues to Zonta International, each U.S./Canada Zonta Club shall pay per member in U.S. dollars a premium for group liability insurance in an amount assessed by the Zonta International Board after <u>obtaining</u>, prior to each annual renewal date, competitive renewal bids for the subject coverage. ...</p>

PROPOSED by the Zonta International Board.

RATIONALE: This is an administrative matter and not necessary to stipulate in the rules of procedure adopted by convention.

Recommended for adoption by the Zonta International Board.

25. Proposals pertaining to circularization

25a. Circularization. P 49

PRESENT WORDING	PROPOSED WORDING
<p>3. Circularization. (1) (2) Zontians will not use membership lists to contact other Zontians for the purposes of lobbying for proposals that will be voted on, or candidates who are running for office, at international conventions, district conferences or other Zonta meetings. (3) ...</p>	<p>3. Circularization. (1) (2) Zontians will not use membership lists <u>or act in any other way</u> to contact other Zontians for the purposes of lobbying for <u>or against</u> proposals that will be voted on, or <u>for or against nominations for office or candidates</u> who are running for office, at international conventions, district conferences or other Zonta meetings. (3)</p>

PROPOSED by the Zonta International Board.

RATIONALE: These additions clarify that no form of lobbying is permitted. Fairness is crucial in a democratic organization. Proposals and candidates should be presented to voting members on equal terms.

Recommended for adoption by the Zonta International Board.

25b. Circularization. P 49

PRESENT WORDING	PROPOSED WORDING
<p>3. Circularization. (1)</p> <p>(2) Zontians will not use membership lists to contact other Zontians for the purposes of lobbying for proposals that will be voted on, or candidates who are running for office, at international conventions, district conferences or other Zonta meetings.</p>	<p>3. Circularization. (1)</p> <p>(2) Zontians will not use membership lists to contact other Zontians for the purposes of lobbying for <u>or against</u> candidates who are running for office, at international conventions, district conferences or other Zonta meetings.</p>

PROPOSED by District 3.

RATIONALE: Zontians are sophisticated professionals and business executives, and do not need to be protected from the free flow of ideas. The current ban on communicating with other Zontians about candidates and proposals impedes the free exchange of ideas and insights on issues that are critical to our organization.

Not recommended for adoption by the Zonta International Board with the following rationale: No form of lobbying should be permitted. Fairness is crucial in a democratic organization. Proposals and candidates should be presented to voting members on equal terms.

26. Proposals pertaining to grievances

26a. Grievances other than those concerning removal, suspension or expulsion. P 49

PRESENT WORDING	PROPOSED WORDING
<p>4. Grievances other than those concerning removal, suspension or expulsion. Disagreements arising within a Zonta club or a district or at the international level shall be handled by the club in question, the district in question or the Zonta International Board respectively. Complaints against a decision of a club may be handled by the proper district board. Complaints against a decision of a district may be handled by the Zonta International Board. The parliamentary authority as provided in the Bylaws of Zonta International for clubs, districts and Zonta International shall be used as the authority in the respective case.</p>	<p>4. Grievances other than those concerning removal, suspension or expulsion. Disagreements arising within a Zonta club or a district or at the international level shall be handled by the club in question, the district in question or the Zonta International Board respectively. Complaints against a decision of a club may be handled by the proper district board. Complaints against a decision of a district may be handled by the Zonta International Board. <u>Complaints against a decision of an International Committee or Committee Chairman may be submitted by a district board in writing to the Zonta International Board for resolution.</u> The parliamentary authority as provided in the Bylaws of Zonta International for clubs, districts and Zonta International shall be used as the authority in the respective case.</p>

PROPOSED by District 12.

RATIONALE: The Zonta International Bylaws and Rules of Procedure offer no opportunity or structure to challenge the decisions of International Committees or International Committee Chairmen. International Committee chairmen and members are appointed, not elected. The proposed additional sentence would afford a mechanism for the presentation to the elected

members of the International Board of other points of view that may be in the best interests of Zonta International.

Not recommended for adoption by the Zonta International Board with the following rationale: Committees report to the ZI Board. Committees make recommendations and proposals. They normally don't make decisions or take actions on their own. District boards, through governors, can always communicate with the ZI Board through their board liaisons.

26b. Grievances other than those concerning removal, suspension or expulsion. P 49

PRESENT WORDING	PROPOSED WORDING
<p>.... The parliamentary authority as provided in the Bylaws of Zonta International for clubs, districts and Zonta International shall be used as the authority in the respective case.</p>	<p>.... The parliamentary authority as provided in the Bylaws of Zonta International for clubs, districts and Zonta International shall be used as the authority in the respective case. <u>Requests for reconsideration of a decision of the Zonta International Board shall be submitted in writing by a district board to a dispute resolution committee. The dispute resolution committee shall consider the merit of requests that the Board review a decision it has made and may dismiss requests that the committee determines lack merit, recommend to the International board that it reverse or change the decision in question, and/or recommend other possible resolutions to the dispute. The dispute resolution committee shall be appointed and convened, as needed, and shall consist of at least three (3) past or present district governors who are not serving on the Zonta International Board at the time of the request and who were not serving at the time of the decision in question. The members of the dispute resolution committee shall be appointed by the Zonta International president, and confirmed by the Board.</u></p>

PROPOSED by District 12.

RATIONALE: The Zonta International Bylaws and Rules of Procedure offer no procedure for requesting reconsideration of a decision of the Zonta International Board. It appears at present that a lawsuit could be required to achieve this. It is better to have a democratic process in place to help resolve disputes and offer additional information regarding decisions at the highest levels of Zonta. By adopting the proposed amendment, there will be an opportunity for mediation of disagreements and/or the presentation of additional information and different points of view that may have merit for the overall best interests of Zonta International. Both district boards and the dispute resolution committee will act as filters so the International board is not presented with frivolous requests.

Not recommended for adoption by the Zonta International Board with the following rationale: Convention is the highest decision-making level of Zonta International. Between conventions, the ZI Board is authorized to direct the affairs of Zonta International. District boards, through governors, communicate with the ZI Board through their board liaisons.

27. United Nations and Council of Europe. P 49-50

PRESENT WORDING	PROPOSED WORDING
<p>5. United Nations and Council of Europe</p> <p>(a) Consultative Status. Zonta International is recognized as having general consultative status with the United Nations Economic and Social Council (ECOSOC); consultative status of “Operational Relations” with the United Nations Educational, Scientific and Cultural Organization (UNESCO); consultative status with the United Nations Children’s Fund (UNICEF), with the United Nations Development Fund for Women (UNIFEM), and with the International Labour Organization (ILO); and participatory status with the Council of Europe.</p> <p>(b) Representatives. Zonta representatives to the United Nations shall be appointed by the Zonta International president-elect with the approval of the Zonta International Board. They shall function in accordance with the guidelines approved by the Zonta International Board.</p>	<p>5. United Nations and Council of Europe</p> <p>(a) Status. Zonta International is recognized as having:</p> <p>(1) general consultative status with the United Nations Economic and Social Council (ECOSOC);</p> <p>(2) consultative status of “Operational Relations” with the United Nations Educational, Scientific and Cultural Organization (UNESCO);</p> <p>(3) consultative status with the United Nations Children’s Fund (UNICEF), with the United Nations Development Fund for Women (UNIFEM), and with the International Labour Organization (ILO); and</p> <p>(4) participatory status with the Council of Europe.</p> <p>(b) Representatives. Zonta representatives to the United Nations <u>and to the Council of Europe</u> shall be appointed by the Zonta International president-elect with the approval of the Zonta International Board. They shall function in accordance with the guidelines approved by the Zonta International Board.</p>

PROPOSED by the Zonta International Board.

RATIONALE: The proposed wording does not change basic content but clarifies the differences in Zonta International status with the United Nations and the Council of Europe.

Recommended for adoption by the Zonta International Board.

PROPOSED RESOLUTIONS

1. RESOLUTION TO SUPPORT ESTABLISHMENT OF CODES OF ETHICAL CONDUCT

Zonta International is working to prevent trafficking .

The 2002 ZI Convention in Gothenburg adopted a resolution against trafficking in persons, especially women and children. We agreed to promote the Protocol, supplementing the United Nations Convention against Transnational Organized Crime (Annex II supplementing UN document A/RES/55/25), both documents adopted by the UN General Assembly in November 2000. A Zonta International service project (later a ZISVAW project) was established to prevent trafficking in women in the Balkans.

Trafficking is demand driven. Trafficking for sexual exploitation tends to flourish in countries during and after armed conflicts and other disasters. Sadly, peace-keeping forces and relief workers are part of the problem.

In October 2000, the UN Security Council adopted the Resolution 1325. *Inter alia*, it reaffirmed “the need to implement fully international humanitarian and human rights law, that protects the rights of women and girls during and after conflicts”.

An example in line with Resolution 1325 is the Code of Ethical Conduct, which has been drawn up by a network of different authorities and organizations in Sweden. It contains the following rules for people working abroad:

Buying sexual services is not allowed. Buying sexual services includes not only cash payment to prostitutes, visits to brothels et cetera, but also private support, like payment of bills, rents, and school fees, in exchange for sexual services. Visits to sex-clubs, striptease-clubs and similar places are not allowed, as such visits can support sex-trade and other criminal activities.

The Objects of Zonta International include

- “To improve the legal, political, economic, educational, health, and professional status of women” and
- “To promote justice and universal respect for human rights and fundamental freedoms”:

Be it resolved therefore that:

Zonta International supports the ratification of the Resolution 1325 (2000).

Zonta International encourages its members to

- prepare for effective advocacy by informing themselves about the content of Resolution 1325

- make serious efforts to support the establishment of national Codes of Ethical Conduct
- work for the implementation of existing Codes of Ethical Conduct in order to advance the status of women worldwide.

PROPOSED by District 21.

Recommended for adoption by the Zonta International Board.

2. RESOLUTION TO PROMOTE WHO FRAMEWORK CONVENTION ON TOBACCO CONTROL

During the last century, women's health improved notably in developed countries. Women have greater access to health care, they can expect to live longer, and they have fewer and healthier children. In other countries women are still caught in the high-fertility, high-mortality poverty trap. Basic health care for women and family planning are key factors in development.

Improved standard of living tends to bring new threats, caused by changes in lifestyles. Smoking is one of them. According to UN World Health Organization, WHO, tobacco kills 5 million people each year. If the trend is not broken, in twenty years numbers will rise to 10 million tobacco related deaths, including 7 million people in developing countries. Smoking is declining in industrialized countries, but many smokers are women. Strong economic interests work to spread the use of tobacco in developing countries especially among the young. In May 2003, members of WHO adopted the Framework Convention on Tobacco Control (FCTC). In summary the Convention recognizes the need for countries to give priority to their right to protect public health, keeping in mind the need for full participation of women at all levels of policymaking and implementation and the need for gender-specific tobacco control strategies. The Convention requires countries to impose restrictions on tobacco advertising, sponsorship and promotion, establish new labeling and clean indoor air controls and strengthen legislation on tobacco smuggling. The final text is contained in World Health Assembly Resolution 56.1.

The objectives were

- 1) To protect present and future generations from the devastating health, social, environmental and economic consequences of tobacco consumption and exposure of tobacco smoke
- 2) To provide a framework of tobacco control measures to be implemented by the Parties at national, regional and international level
- 3) To promote public health by reducing the prevalence of tobacco use and exposure to tobacco smoke

Efforts to improve tobacco control include

- 1) Measures relating to the reduction of demand for tobacco
- 2) Measures relating to the reduction of supply of tobacco
- 3) Protection of the environment
- 4) Questions related to liability
- 5) Scientific and technical cooperation and communication of information
- 6) Institutional arrangements and financial resources

WHEREAS

Zonta International Objects include "to improve the legal, political, economic, educational, health and professional status of women" and "to promote justice and universal respect for human rights and fundamental freedoms"

BE IT RESOLVED THAT

Zonta International supports ratification of the Framework Convention on Tobacco Control, and encourages Zonta Clubs and Zontians to

- 1) Prepare for effective advocacy by informing themselves on the content of the framework convention
- 2) Advocate for their governments to ratify the framework convention
- 3) Cooperate with other NGOs in monitoring the actions of their governments for the implementation of the framework convention
- 4) Advocate to discourage tobacco use and exposure to tobacco smoke and to increase awareness in particular of parents and guardians, education, health and law enforcement officials
- 5) In all actions emphasize the importance of serious efforts to *prevent* smoking.

PROPOSED by District 21.

Not recommended for adoption by the Zonta International Board with the following rationale: Smoking is not a specific women's issue. Zonta International is already working on a wide scope of women's health. There is now general awareness of the consequences of tobacco consumption.

3. RESOLUTION ON THE ZONTA REPORTING SYSTEM

May it be resolved that the reporting system within ZI, its Districts and clubs is maintained as developed and implemented in the biennium 2008-2010.

PROPOSED by District 14.

RATIONALE: In order not to be confronted with new reporting systems after each biennium and that there is a possibility to compare statistics, it is useful and necessary to maintain the present valid and committing concept for the reporting system on all levels.

Not recommended for adoption by the Zonta International Board with the following rationale: This would tie the hands of the incoming ZI Board and prevent improvements and development of reporting systems.

4. RESOLUTION ON DAILY REGISTRATION FEE AT ZONTA CONVENTIONS

At conventions, in addition to the full registration fee, a daily registration fee is offered allowing Zonta members and guests to attend conventions for 1-2 days and/or for single events. The region of validity will be defined by the ZI Board together with the Convention Committee.

PROPOSED by District 27.

RATIONALE: At times of economic uncertainty and turbulence ZONTA traditions and principles need to be reconsidered and adjusted to the demands of our members. During several conventions in the past members made clear that – in addition to the full registration fee – there is an increasing demand of daily registration fee:

1. To allow Zonta members to attend conventions only for 1 or 2 days (due to lack of free days, desire just to taste the character of a convention, not able to leave children alone during 6 days, the convention city is too close or too well-known to spend holidays in).
2. To create revenues from those members who (without day tickets) would not attend at all.
3. To attract more volunteers assisting in the convention for 1-2 days (who would not want to pay the full registration fee for only 1-2 days or who cannot leave their jobs for 6 days or who can only volunteer part time).
4. To allow Zonta members and guests to attend single events like the opening or gala event.
5. It is nowadays technically feasible to create name tags indicating for how many and which days registration fee has been paid. Those name tags would also facilitate checking on identities of attendees and/or volunteers. In the past some members used a fellow member's entry card to avoid paying.

Not recommended for adoption by the Zonta International Board with the following rationale: Registration fees cover the fixed costs of conventions such as venue, AV-equipment etc. Offering different registration fees would make budgeting a financial and administrative nightmare. Policing the system during convention would be extremely difficult. Fees for 1 – 2 days' attendance would necessarily be high.
