



2022 Summary of Voting Results on Bylaws, Rules of Procedure and Resolutions

Following is a high-level summary of the items passed at the 2022 Zonta International Convention as amendments to the Bylaws of Zonta International and Rules of Procedure. At the end is a listing of the approved resolutions that will be in effect during the 2022-2024 Biennium.

Once ready, the revised Bylaws of Zonta International will be posted on www.zonta.org under MY ZONTA, then Governance and Governing Documents (https://www.zonta.org/Web/My_Zonta/Governance/Governing_Documents). The full Governing Documents booklet will be available for download in September 2022.

Work around these items is being prioritized and may take up to 90 days post-Convention to be implemented. Changes that require database programming, updated forms, updated website pages and more may take longer to implement.

Passed amendments to the Zonta International Bylaws June 2022

1. Article IV Members SECTION 1. Categories, p. 4.

The membership of Zonta International shall consist of Zonta clubs in good standing and of the following individual members: supporting members, international honorary members and past international presidents.

2. Article IV Members SECTION 3. Supporting Members. (NEW)

A supporting member holds direct membership at the international level.

(a) **Eligibility.** New members must:

1. Hold experience in a recognized business or profession.
2. Express a commitment to upholding the mission, objects, and vision of Zonta International.
3. Comply with the rules and policies of Zonta International.
4. Zonta International Board shall review applications for membership.

(b) **Rights.** A supporting member may:

1. Participate, without voting rights, in Zonta International Convention, events, and programs.
2. Serve on international level committees of Zonta International.

(c) **Termination.** Supporting membership in Zonta International may be terminated by the Zonta International Board if the individual:

1. Fail to pay international dues.
2. Has acted in a way to injure the good name of Zonta or to hamper its work.
3. Promotes interests in Zonta International's name that do not align with the mission and values of Zonta.
4. Fails to abide by these bylaws or Zonta's rules and policies.

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

(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~~ members. The president shall...

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

(b) Diversity of Membership.

~~(1) Each club shall have members in a variety of classifications.~~

~~(2) Clubs shall have a membership composition that is inclusive and diverse. and reflective of the Objects of Zonta International.~~

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

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

- a. Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues, or
- ~~b. Meet at least quarterly, or~~
- c. Function as a Zonta club.

6. Article VI. Member Business Meetings and Voting. NEW

SECTION 1. Business Meetings and Voting.

- (a) Zonta International business including voting may be conducted and action may be taken (i) at a meeting in-person, (ii) through the use of mail or electronic ballot, or (iii) at a meeting through conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can simultaneously hear and communicate with each other. Participation in such meeting shall constitute attendance and in-person presence at the meeting of each person so participating.
- (b) The written notice of the place, day and hour of official business meetings and the purpose or purposes shall be issued to voting members not less than 5 nor more than 60 days before the business meeting.
- (c) The Zonta International Board shall in each case determine the means of meeting and voting based on the best interests of Zonta International as a whole.

SECTION 2. Quorum. A majority of the voting members registered at convention, or participating in a business meeting, shall constitute a quorum. If a vote is taken by mail or electronic ballot, a majority of members eligible to vote shall constitute a quorum.

SECTION 3. Voting Members. Voting members at the international level shall be members of the Zonta International Board, past international presidents, governors, and delegates from each club in good standing.

(a) Clubs.

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

(b) Proxies. Any club may be represented by proxy.

- (1) A club choosing to be represented by proxy shall be entitled to its total votes by proxy.
- (2) A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.
- (3) A club with a delegate, who must leave an in-person voting event due to an emergency may give a proxy to a delegate of another club.

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

(a) Business Meetings and Voting.

- (1) District business including voting may be conducted and action may be taken (i) at a meeting in-person, (ii) through the use of mail or electronic ballot, or (iii) at a meeting through conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can simultaneously hear and communicate with each other. Participation in such meeting shall constitute attendance and in-person presence at the meeting of each person so participating.
- (2) The district board shall in each case determine the means of meeting and voting based on the best interests of the district.

(b) Quorum. A majority of the voting members registered at district conference or participating in a business meeting shall constitute a quorum. If a vote is taken by mail or electronic ballot, a majority of members eligible to vote shall constitute a quorum.

(c) Voting Members. Voting members at the district level shall be governor, lieutenant governor, area directors, treasurer and the delegates of each club in good standing.

- (1) Clubs.** Each club shall be entitled to one delegate and alternate.
 - i. If, as of the date specified by the district for the payment of district dues (Article XIII, Section 5), the membership of any club exceeds 30 members, the club shall be entitled to a second delegate and alternate.
 - ii. If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate.
 - iii. A delegate may carry the total votes to which the club is entitled.
 - iv. A member of the district board shall not be a club delegate or alternate.

(2) Proxies. Any club may be represented by proxy.

- i. A club choosing to be represented by proxy shall be entitled to its total votes by

- proxy.
- ii. A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.
- iii. A club with a delegate, who must leave an in-person voting event due to an emergency may give a proxy to a delegate of another club.
- iv. No club may be represented by proxy at more than two consecutive voting events, i.e. conferences, mail or electronic ballots.

- (d) **District Conference.** Each district shall hold at least one 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 60 days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.
 - (4) **Mail Ballot.** In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the clubs in the district. Each club shall be entitled to vote in accordance with the procedure in Article XIII Section 11 (c). To take action, an affirmative majority of the voting members voting shall be required, provided that more than fifty (50) percent of the district clubs respond within forty-five (45) days.

Area Meetings. Each area shall hold at least one meeting or workshop annually to promote the objects and programs of Zonta International

8. Article VI Officers and Directors SECTION 1. Officers, p. 7.

(b) Election

- (1) Election of officers shall take place no later than the day before the last day of convention or by 15 July of even numbered years.
- (2) Election shall be by ballot vote.
- (3) A majority of the votes cast shall be necessary for election of officers. In the event that no candidate receives a majority of the votes cast, the balloting for the office shall continue. Only the two candidates receiving the largest number of votes shall remain on the second ballot.

(c) Term of Office

- (1) Zonta International officers shall take office at the close of the convention or, if no convention is held, 15 days after the announcement of the election result.
- (2) The term of office shall be two years or until a successor takes office.
- (3) No member who has served previously as an officer is eligible to serve in the same office again, except the treasurer/secretary who is eligible to serve two consecutive terms in that office.

An officer who has served more than half a term shall be deemed to have served a term in that office.

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

(b) Election

- (1) Seven directors of Zonta International shall be elected by ballot vote.

- (2) Election of directors shall take place no later than the day before the last day of convention or, by 15 July of even numbered years.
- (3) Election shall be by ballot vote.
- (4) Directors shall be elected by plurality vote.

(c)Term of Office.

- (1) Each director shall take office at the close of the convention or, if no convention is held, 15 days after the announcement of the election results.
- (2) The term of office shall be two years or until a successor takes office.
- (3) No member who has served a term previously as a director is eligible to serve in the same office again.

A director who has served more than half a term shall be deemed to have served a term in that office.

10. Article VI Zonta International Nominating Committee SECTION 3. Election and Section 4 Term p. 14

SECTION 3. Election.

- (a) Election shall take place no later than the day before the last day of convention or, by 15 July of even numbered years.
- (b) Election shall be by ballot vote.
- (c) The members of the Nominating Committee shall be elected by plurality vote.

SECTION 4. Term

The term for the members of the Zonta International Nominating Committee shall be two years, beginning immediately after the announcement of election results and ending when their successors are elected.

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

SECTION 1. Purpose. Zonta International shall hold a biennial convention to present an informative, motivational, and educational program; and receive reports. The Zonta International Board shall determine business of the convention, which may include elections, voting on proposed amendments to the bylaws; on dues and fees; on resolutions and goals that establish the international service projects and programs; and for any other business that may properly come before the convention assembly.

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

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

SECTION 4. Notice of Business Meeting.

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

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

President-Elect. The president-elect shall serve for a term of two years and at the close of the convention held two years after the election, shall automatically become president. The

president-elect shall perform such duties as assigned by the president and shall have authority to make plans for the next biennium, including appointing and meeting with appropriate incoming standing committee ~~chairmen~~ chairs 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...

Based on the passing of this amendment, all instances of the appearance of chairman/chairmen across Zonta documents will be revised to chair/chairs.

13. Amending requirement of 90 days' notice time to 60 days

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

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

14. Article XII Committees SECTION 5. Finance Committee, p. 16.

SECTION 5. Finance Committee.

The purpose of the Finance Committee is to assist the Board in the discharge of its fiduciary / stewardship responsibilities. It shall:

- Provide oversight for monthly financial statements, budget, financial policies, and internal controls.
- Provide oversight of the annual audit, including selection of the audit firm and reporting on any performance concerns to the Zonta International Board.
- Provide oversight for financial risk management
- Provide an annual report of financial position and activity to members.

15. Article XIII SECTION 1. Definition and Purpose, p. 17.

A district is a group of Zonta clubs and e-clubs within a geographical territory or territories, as determined by the Zonta International Board.

16. Article XIII Districts SECTION 3 Members p. 18

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

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

The Zonta International Board shall have authority to create districts and to establish their boundaries....

~~...Districts shall be named in numerical order.~~

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

Officers shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served previously as an elected officer is eligible to serve in the same office again except that the treasurer and the area directors are eligible to be elected to a second term which may be either consecutive or not. An officer who has served more than half a term is considered to have served a full term in that office.

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

- (a) **Governor.** The governor presides at district board meetings and shall attend area meetings; supervise the preparation of the district budget and shall authorize expenses in accordance with the approved budget; appoint committees; supervise the formation of new clubs; plan the district conference program and preside at the district meeting; and keep the Zonta International President, headquarters office, lieutenant governor and clubs informed about district matters.
- (b) **Lieutenant Governor.** The lieutenant governor shall perform such duties as assigned by the governor, and in the absence or inability of the governor to perform the official duties within the district, the lieutenant governor shall perform such duties of the governor.
- (c) **Area Directors.** Each area director shall attend district conferences, plan area meetings, visit clubs, and act as liaison between the clubs and the district board.
- (d) **Treasurer.** The treasurer shall be responsible for the funds of the district and shall administer them in accordance with the approved district budget and make reports to the district board and to the conference. The treasurer shall prepare a biennial district budget, under the supervision of the governor, to be reviewed by the district board and presented at the conference for approval. No later than 45 days after the term of office ends, the treasurer shall transfer all records to the successor. At all times, the treasurer's books shall be open to inspection by the district board and by any auditors named by the district board.
- (e) **Secretary.** The secretary shall maintain records of the district. If a district conference adopts proposals to amend the Zonta International Bylaws, the secretary shall send such adopted proposals to the Zonta International Bylaws and Resolutions Committee within 30 days after conference.

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

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

How Constituted. At the conference at which district officers are elected, a district Nominating Committee of three members shall be elected by plurality vote. The member receiving the highest number of votes shall be the chair of the committee. No member of the committee shall be eligible for nomination at the district level of Zonta International while serving on the committee.

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

Duties. The District Nominating Committee shall provide the official slate of candidates for election and shall work with the Zonta International Nominating Committee to recruit qualified club members for Zonta International officers, directors and Nominating Committee. Additional nominations may be made from the floor, provided the nominee meets the prerequisites and has consented to serve if elected.

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

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

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

Clubs shall adopt club bylaws in accordance with Article IV Section 2 (a) of the Bylaws of Zonta International.

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

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

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

(a) Club Member.

- (1) Membership shall be drawn from individuals with experience in a recognized business or profession.
- (2) A candidate must be willing to actively support and implement the Objects of Zonta International.
- (3) All candidates for club membership, whether by application or invitation, meeting the requirements for membership in these bylaws shall be considered. Approval for membership is made by the club board unless the club bylaws provide otherwise.
- (4) A club member who has paid all required dues and fees and whose Zonta activities are in accordance with bylaws provisions is a member in good standing.

A club member has all rights and responsibilities of membership, including the right to hold office and represent the club as required, except as otherwise provided in these bylaws.

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

The officers of the club shall be at least a president, vice president, secretary and treasurer. There may be one or more directors. With the exception of that of president, two offices may be combined if consistent with club bylaws. One individual holding two offices shall be entitled to only one vote.

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

The officers and directors shall assume office on 1 June. The officers shall hold office for at least one year or until their successors assume office. The officers and directors shall be limited to four consecutive years in the same office. A member who has served more than half a term shall be deemed to have served a full term in that office. At club option, a member who has served previously as an officer or director is eligible to serve in the same office again after an intermission.

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

- (a) **How Constituted.** At its election meeting, the club may elect its Nominating Committee for the next term.

If nominees are unopposed, a voice vote may be taken and committee members may select their own chairman.

If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club Nominating Committee.

The member receiving the highest number of votes shall be chairman of the Nominating Committee.

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

- (c) **Duties.** The Nominating committee shall provide the slate of officers, directors and members of the Nominating Committee before the election meeting.

Additional nominations may be made from the floor, provided the nominee meets the prerequisites of the office and has consented to serve if elected.

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

The committee shall have power to:

- (a) initiate resolutions
- (b) combine two or more resolutions into one resolution which best reflects the intent of the proposer and serves the interest of Zonta International as a whole.
- (c) reword a resolution to reflect the intent of the proposer and serve the interest of Zonta International as a whole.
- (d) make recommendations upon all resolutions submitted to it. It may decide not to report a proposed resolution that it concludes should have further study or that is in conflict with the Objects of Zonta International. In the event of such a decision, the committee shall notify the proposer of the resolution.

30. Article VII Zonta International Board, SECTION 11 Removal, p. 11.

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

The procedure shall be as specified in a policy.

31. Article VII Zonta International Board, SECTION 11. Removal, p. 11.

Zonta International officers may be removed for cause by the Zonta International Board. A director can be removed pursuant to applicable law. 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...

32. Article XI Zonta International Nominating Committee SECTION 6. Removal, p. 15

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 a policy.

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

- (1) Elected district officers may be removed by the district board for cause upon grounds permitted for removal at the international level (Article VII, Section 11). A complaint in writing against an officer for such behavior may be made to the district board, which shall refer the complaint to the district Bylaws and Resolutions Committee for investigation. The procedure shall be as specified in a policy.
- (2) The district secretary may be removed by the governor whenever in the judgment of the governor the best interests of the district shall be served by such removal.

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

Club officers and directors may be removed for cause by the club members. Cause shall include, but not be limited to failure without excuse to attend meetings, failure to perform duties of the position, or acting in such a way as to injure the good name of Zonta or hamper its work. 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 a policy.

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

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 a policy

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

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 a policy.

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

Any member of a club who has acted in a way to injure the good name of Zonta or to hamper its work may be expelled by the club members. A complaint in writing against a member for such behavior may be made to the club board. The board shall refer the complaint to a committee appointed by the board for investigation. Neither the member concerned, nor the complainant shall be appointed to the committee.

The procedure shall be as specified in a policy

38. Article IV, Members SECTION 1. Categories, p. 4.

The membership of Zonta International shall consist of Zonta clubs in good standing, composed of individuals, who have joined the club and agreed to support the Objects of Zonta International, supporting members, international honorary members and past international presidents.

39. Article IV SECTION 2. Zonta Clubs, p. 4.

Eligibility for membership.

(a) A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and has elected officers, has the minimum charter membership established by the Zonta International Board, and is based in a country that has been approved as a Zonta country by the Zonta International Board.

Guidelines for the organization of clubs are in the Zonta International Marian de Forest Membership Manual.

(b) **Bylaws.** Each Zonta club shall adopt club bylaws, that are consistent with the Zonta International Bylaws. The initial adoption of the club bylaws shall be by a two-thirds vote of the club members present and voting at any regular or special meeting called for that purpose, provided that notice of the proposed bylaws shall have been given to each member at least 10 days before the meeting. Each Zonta club shall be bound 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.

40. Article IV, Members SECTIONS 3 and 4, p. 6.

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

SECTION 4. Past International Presidents. The title of past international president shall be conferred upon each outgoing president of Zonta International. The title shall carry with it the rights but none of the obligations of membership. Past International Presidents shall be entitled to attend and speak at Zonta International conventions, district conferences and club meetings, and at convention be entitled to make motions and to vote. This shall in no way affect the eligibility of a past international president for membership in a Zonta club.

41. Article VII Zonta International Board SECTION 2. Duties and Powers, p. 9-10.

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 set forth in these bylaws and the Rules of Procedure of Zonta International. None of the acts of the Zonta International Board shall conflict with or modify action taken by the convention.
- (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 and ensure that a copy of the approved budget is sent 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.
- (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 or that other protections are in place.

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

42. Article XIII Districts SECTION 6. Officers, p. 18

The elected officers of the district shall be a governor, a lieutenant governor, the area directors, and a treasurer. The governor shall appoint a secretary, who shall be an officer and a member of the board without a vote.

43. Article XVII SECTION 1. Definition and Duration, SECTION 2. How Proposed, p. 33.

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 only for the biennium proposed, unless it is renewed at the next convention.

How Proposed. To be considered by the convention, the resolution must 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 mailed to the Zonta International Bylaws and Resolutions Committee at least 180 days before the convention except as prescribed in this article.

Passed amendments to the Rules of Procedures of Zonta International June 2022

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

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

45. Rules of Procedure 3. Dues and Fees (a) Clubs, p. 37. International Per Capita Dues

- (1) **International Per Capita Dues.** On 1 June of each year, each club shall pay to Zonta International per capita dues in U.S. dollars as established at convention based upon club membership as of 1 June. The report of membership as of 1 June shall accompany the annual remittance of dues.

For new members admitted from 1 June through 30 November, clubs shall pay full year per capita dues to Zonta International; for new members admitted from 1 December through 31 March, clubs shall pay one-half the per capita dues to Zonta International; and, for new members admitted from 1 April through 31 May, clubs shall pay full year per capita dues to Zonta International as if the individual had joined on the following 1 June.

46. Rules of Procedure 3. Dues and Fees (a) Clubs, p. 37. Nonpayment of international dues and fees.

- (2) **Nonpayment of international dues and fees.** After the established due date, and unless payment is temporarily waived by the Zonta International Board, the appropriate governor, president and treasurer of all clubs in arrears for dues and fees shall be notified that unless their financial obligations are met within forty-five (45) days after due date, the club shall forfeit its membership. After the forty-five (45) day, the appropriate governor, president and treasurer of each club still in arrears shall be notified that the club has forfeited its membership through nonpayment of dues and/or fees. By a two-third (2/3) vote of the Zonta International Board, such a club may be granted a special exception to extend the payment deadline by an additional sixty (60) days. Reinstatement to membership may be permitted upon payment of the amounts owed at the time club membership ceased, together with the applicable dues and fees of the current year including a reinstatement fee.

47. Rules of Procedure 3. Dues and Fees (b) Independent-Supporting Members, p. 37.

(1) International Per Capita Dues. On 1 June of each year, each supporting member shall pay to Zonta International dues in U.S. dollars as established at convention.

A new Supporting member admitted from 1 June through 30 November shall pay full year dues to Zonta International. A new supporting member admitted from 1 December through 31 March shall pay one-half the dues to Zonta International. A new independent member admitted from 1 April through 31 May shall pay full year per capita dues as if the individual had joined on the following 1 June.

(2) Nonpayment of international dues and fees. After the established due date of 1 June, and unless payment is temporarily waived by the Zonta International Board, the individual will no longer have access to membership until dues and fees are submitted in full.

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

The article is removed, and content moved to Zonta International Bylaws.

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

The article is removed, and content moved to Representation at the United Nations and Council of Europe Policy

**Passed Resolutions for the
2022-2024 Biennium June 2022**

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

2. Resolution on continuing an overall review of Zonta International.

3. Resolution continuing the "Zonta Says NO to Violence Against Women" Campaign.

4. Resolution to extend Women in Technology Scholarship for another biennium/third pilot cycle and be inclusive of STEM fields.

5. Resolution that Zonta International raise the age of Young Professionals status from 30-35.