

# Governing Documents 2020

Zonta International Bylaws

Rules of Procedure

Glossary

Zonta International Foundation Bylaws

Resolutions

Biennial Goals

2020-2022 International Leadership





**ZONTA**  
INTERNATIONAL  
EMPOWERING WOMEN  
THROUGH SERVICE & ADVOCACY

Zonta International is a leading global organization of professionals empowering women worldwide through service and advocacy.

## Official Versions

(Translated versions of any of the documents in this booklet are considered unofficial.)

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## Foreword

The Confederation of Zonta Clubs was organized at Buffalo, New York, USA on 8 November 1919, the nine charter clubs being Binghamton, Buffalo, Elmira, Ithaca, Rochester, Syracuse and Utica, New York, USA; Detroit, Michigan, USA; and Erie, Pennsylvania, USA. Articles of Incorporation were filed in New York State on 9 February 1922, an earlier set having been destroyed by fire before filing. The first directors of the new organization were Frances E. Brixius, Binghamton; Marian de Forest, Buffalo; Mary J. Mulheron, Detroit; Helen E. Mallory, Elmira; Helen M. Schluraff, Erie; Esther E. Parker, Ithaca; Grace C. Moody, Lockport (New York, USA); Laura M. Lawrence (Truesdell), Rochester; Mary E. Jenkins, Syracuse; Harriet A. Ackroyd, Utica; and Mary W. Baldwin, Watertown (New York, USA).

Permanent headquarters were established in Chicago, Illinois, USA in January 1928, and Zonta International was incorporated in that state on 4 September 1930. The Articles of Incorporation were amended and filed after the Cincinnati, Ohio, USA Convention in 1954; the Dallas, Texas, USA Convention in 1990; the Melbourne, Australia Convention in 2006; the San Antonio, Texas, USA Convention in 2010. The last amendment was at the Orlando, Florida, USA Convention in 2014 and subsequently filed.

In 2009, Zonta International moved its headquarters to Oak Brook, Illinois, USA, and remains there today.

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

We, the undersigned, Flora Taylor Young, Olive H. Rabe, and Katherine Maddux, citizens of the United States, propose to form a corporation under an Act of the General Assembly of the State of Illinois, entitled, "An Act Concerning Corporations," approved April 18, 1872, and all acts amendatory thereof; and for the purpose of such organization we hereby state as follows, to wit:

1. The name of such corporation is Zonta International.
2. The objects for which it is formed are: (a) To improve the legal, political, economic, educational, health, and professional status of women at the global and local level through service and advocacy; (b) To work for the advancement of understanding, goodwill, and peace through a world fellowship of members; (c) To promote justice and universal respect for human rights and fundamental freedoms; (d) To be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations, and the world. (Amended in 1954, 1993, 2010 and 2014.)
3. The management of the aforesaid Zonta International shall be vested in a board of not less than ten Directors.
4. The following persons are hereby selected as the Directors to control and manage said corporation for the first year of its corporate existence, viz;

Miss Helen Cleveland, 75 Oriole Garden, Toronto, Canada

Mrs. Olivia Johnson, 1429 Grand Avenue, St. Paul, Minnesota

Miss Carolyn Davis, Jordan Home, Everett, Washington

Mrs. Katherine Maddux, 5230 Dorchester Avenue, Chicago, Illinois

Mrs. Grace M. Bean, 2344 Monroe Avenue, Toledo, Ohio

Miss Jessie Oatman, 730 Buffalo Avenue, Niagara Falls, New York

Miss Dora Neun, 941 South Avenue, Rochester, New York

Miss Dorothy Shank, 2034 Carnell Road, No. 46, Cleveland, Ohio

Miss Marr Davenport, 1007 E. Bridgeport, Spokane, Washington

Mrs. Maxine Robertson, 5657 Sunset Boulevard,  
Los Angeles, California

Miss Harriet C. Richards, 5620 Kenwood Avenue, Chicago, Illinois

5. The location and post office address of Zonta International shall be in the Village of Oak Brook, in the County of DuPage, in the State of Illinois.

6. In the event of dissolution or financial liquidation of Zonta International, all of its assets remaining after payments 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, educational, health, and professional status of women, as shall at the time qualify as exempt organizations under Section 501(c) of the United States Internal Revenue Code of 1986 as amended (or corresponding provisions of any future United States Internal Revenue Law), as the international board shall determine. (Added in 1993)

Signed:

Flora Taylor Young,  
Olive H. Rabe,  
Katherine Maddux

**The Articles of Incorporation were first filed on 4 September 1930. They were last amended at the Orlando, Florida, USA Convention in 2014.**

**The current registered agent and address is: Allison Summers, 1200 Harger Road, Suite 330, Oak Brook, IL 60523.**

# Bylaws of Zonta International

## Article I Name

The name of this organization shall be Zonta International.

## Article II Objects

The Objects of Zonta International shall be:

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

## Article III Policy

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

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

## Article IV Members

SECTION 1. **Categories.** The membership of Zonta International shall consist of Zonta clubs in good standing and of the following individual members: international honorary members and past international presidents.

SECTION 2. **Zonta Clubs.** A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and provided it has elected officers, 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.

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

(b) **Diversity of Membership.**

- (1) Each club shall have members in a variety of classifications.
- (2) Clubs shall have a membership composition that is inclusive, diverse and reflective of the Objects of Zonta International.

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

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

The governor shall report to the Zonta International Board if a club in the district fails to perform any one of the duties described above. The Zonta International Board shall mail a notice with proof of service to ask the club concerned for clarification within 45 days from the date on which the notice is mailed. After 45 days, a decision of termination shall be made by a two-thirds vote of the entire Zonta International Board.

In the event of termination, all legal debts and service obligations shall be paid by the club. Remaining assets must be disbursed to the Zonta International Foundation, except for operating funds, which shall revert to the district for organization and membership. The club's archives shall be deposited in appropriate storage after consultation with the governor and archivist of the district.

(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 governor, who shall inform the international president and the executive director immediately. The disbanding club shall pay all its legal debts and service obligations and its remaining assets, including archives, shall be disbursed as provided in Section 2.(c) above.

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

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

## **Article V Dues and Fees**

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

**SECTION 2. Zonta International Dues and Fees.**

(a) Zonta International dues and fees (in U.S. dollars) shall be determined by two-thirds vote of the voting members present and voting at convention and shall be payable in accordance with the Rules of Procedure of Zonta International.

(b) For members under the age of 30 years, dues are reduced by 50%.

**SECTION 3. New Member/Charter Member/Reinstated Member Fee.** Each club shall pay to Zonta International a fee for each new member, charter member or reinstated member. This does not apply to a current member transferring to another club.

**SECTION 4. Extension or Adjustment of Payment.** Only the Zonta International Board may temporarily waive dues and fees.

**SECTION 5. Nonpayment of Dues and Fees.** Procedures relating to nonpayment of dues and fees are specified in the Rules of Procedure of Zonta International.

SECTION 6. **Emergency Assessment.** In case of emergency, the Zonta International Board or the convention may request a per capita per-year assessment in U.S. dollars, which must not exceed 10% of current dues.

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

(1) Vote at convention.

(2) Mail ballot provided that a majority of the clubs return the mail ballot within 60 days of the mailing date. Each club shall be entitled to one vote. If, as of the last payment of annual dues, the membership of any club exceeds 30 members, the club shall be entitled to a second vote. If the membership exceeds 60 members, the club shall be entitled to a third vote.

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

## **Article VI Officers and Directors**

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

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

(b) **Election, Term of Office.** Elected by ballot vote at convention, Zonta International officers shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served previously as an officer is eligible to serve in the same office again except the treasurer/secretary who is eligible to serve two consecutive terms in that office. An officer who has served more than half a term shall be deemed to have served a term in that office.

(c) **Vacancies.**

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

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

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

(d) **Duties.**

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

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

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

(c) 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 International Nominating Committee. When the Zonta International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president shall not participate.

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

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

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

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

secretary shall have the authority to certify resolutions and other documents of the organization, and shall report and perform other duties as required by the Zonta International Board.

**SECTION 2. Directors.** There shall be seven international directors.

(a) **Prerequisites.** Each Zonta International director shall be a classified member of a Zonta club, and shall have served at least one year as a governor, lieutenant governor, district treasurer or area director. A director shall hold no other elective office at any level of Zonta International.

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

(1) At convention, seven directors of Zonta International shall be elected by ballot vote.

(2) Each director shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served a term previously as a director is eligible to serve in the same office again. A director who has served more than half a term shall be deemed to have served a term in that office.

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

## **Article VII Zonta International Board**

**SECTION 1. How Constituted.** Officers and seven directors shall constitute the Board of Zonta International. Officers of Zonta International shall be officers of the board.

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

(a) Exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs.

(b) Direct the affairs of Zonta International and control the funds in accordance with the policies established by convention, and as provided in the bylaws and rules of procedure. None of the acts of the Zonta International Board shall conflict with or modify action taken by the convention.

(c) Employ an executive director to manage the affairs of Zonta International within the parameters established by the Zonta International Board.

(d) Be responsible for the strategic and long-range planning of the organization.

(e) Approve the biennial budget and the audit. Ensure that a copy of the approved budget is 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.

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

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

**SECTION 4. Emergency Powers.** In the event that extreme emergency prevents the holding of a convention, the Zonta International Board shall have the power to transact such business of Zonta International as may be necessary, and to submit to voting members for a vote by mail all items that require action in accordance with Article X Section 1.

**SECTION 5. Meetings.** The Zonta International Board shall hold no fewer than five and no more than seven regular meetings during the biennium, the first of which shall be held immediately following the convention, the final meeting immediately prior to the convention. Special meetings may be held at the call of the president, or upon request of five members of the board. Conference calls and electronic meetings by which persons participating in the meeting may hear each other simultaneously may constitute a meeting provided that all board members are invited to participate and have the ability to attend by such means.

**SECTION 6. Notice of Meetings.** Regular meetings of the board may be held without notice. Special meetings of the board require notice of the time and place be given to each board member by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone in a conversation directly with the board member; (iv) by facsimile transmission; or (v) by electronic mail. All such notices shall be given or sent to the board member's address, telephone number, facsimile number or electronic mailing address as shown on the records of Zonta International or as may have been given to Zonta International by the board member for purposes of notice. Notices of special meetings of the board sent by first-class mail shall be deposited in the mail system at least 14 days before the date of the meeting. Notices given by personal delivery,

telephone, facsimile transmission or electronic mail transmission shall be delivered, telephoned, telefaxed or electronically transmitted at least 48 hours before the time set for the meeting.

**SECTION 7. Waiver of Notice.** The attendance of any board member at any meeting shall constitute a waiver of notice of the meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and where the objection is made prior to or at the commencement of the meeting. In addition, whenever any notice is required to be given under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**SECTION 8. Quorum.** A majority of the members of the Zonta International Board shall constitute a quorum.

**SECTION 9. Vote.** A majority vote of the entire Zonta International Board shall be required for action.

**SECTION 10. Mail/Telecommunication Voting.** The Zonta International Board may transact business by mail, or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire board.

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

The complaint shall include specific charges and available evidence. The committee shall give the board member concerned at least 20 days to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses if any.

Thereafter, the committee shall make a recommendation to the Zonta International Board for a final decision on removal. The member concerned shall be entitled to be present for consideration of the action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds ballot vote of the entire Zonta International Board, excluding the member concerned. Notice of the decision shall be immediately mailed with proof of service to the officer or director concerned and to the complainant.

## **Article VIII Executive Committee**

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

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

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

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

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

SECTION 6. **Mail/Telecommunication Voting.** The Executive Committee 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 Executive Committee.

## **Article IX Executive Director**

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

## **Article X Convention**

SECTION 1. **Purpose.** Zonta International shall hold a biennial convention to present an informative, motivational and educational program; determine the policies of Zonta International; elect the Zonta International officers and directors and members of the Nominating Committee; receive reports; vote on proposed amendments to the by-laws; vote on dues and fees; vote on resolutions and goals that establish the international service projects and programs; and for any other business that may properly come before the convention assembly.

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

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

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

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

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

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

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

SECTION 6. **Election.**

(a) Election of Zonta International officers, directors and members of the Zonta International Nominating Committee shall take place no later than the day before the last day of convention. Election shall be by ballot vote.

(b) A majority vote shall be necessary for election of officers. In the event that no candidate receives a majority of the votes cast, the balloting for the office shall continue. Only the two candidates receiving the largest number of votes shall remain on the second ballot.

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

## Article XI

### Zonta International Nominating Committee

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

- One member from the clubs in North, Central and South America
- One member from the clubs in Europe
- One member from the clubs in Africa
- One member from the clubs in Australia and New Zealand
- One member from the clubs in Asia
- Four members at large

Voting members shall be entitled to vote for all nine members of the committee.

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

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

**SECTION 3. Term.**

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

(b) After being declared elected and prior to the close of convention, the newly elected Zonta International Nominating Committee shall meet to elect the chairman and vice chairman of the committee.

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

**SECTION 5. Duties.** The Zonta International Nominating Committee shall:

(a) Provide the official slate and qualifications for publication at least 90 days before convention, including, when possible, nominations as follows:

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

(2) For Zonta International director positions, at least 14 candidates for election of seven directors.

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

- Two candidates from the clubs in North, Central and South America
- Two candidates from the clubs in Europe
- Two candidates from the clubs in Africa
- Two candidates from the clubs in Australia and New Zealand
- Two candidates from the clubs in Asia
- Eight candidates at large

(b) Report at the convention. Additional nominations may be made from the floor, provided the nominee meets the prerequisites and has consented to serve if elected.

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

## **Article XII Committees**

**SECTION 1. Committees.** There shall be standing committees as provided by these bylaws and special committees as authorized by the convention or the Zonta International Board. The board shall coordinate the activities of all committees, except the Nominating Committee. The committees are authorized to transact business through the use of electronic communication.

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

**SECTION 3. Bylaws and Resolutions Committee.**

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

(b) It shall review, combine as required, and make recommendations

on all resolutions submitted in accordance with these bylaws.

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

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

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

**SECTION 5. Finance Committee.** The committee shall include, but not be limited to, the Zonta International president, the Zonta International president-elect, the Zonta International treasurer/secretary, the Zonta International Finance Committee chairman and the designated Zonta International Finance Committee chairman for the following biennium. It shall:

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

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

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

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

**SECTION 6. Membership Committee.** It shall promote continuing membership growth and encourage and supervise the organization of new clubs. Biennially, the committee shall review classifications and submit recommendations to the Zonta International Board.

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

**SECTION 8. Service Committee.** It shall promote international service

projects sponsored by Zonta International and funded through the Zonta International Foundation, and shall encourage and support local service projects.

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

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

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

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

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

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

**SECTION 15. Young Women in Public Affairs Award Committee.** From submissions put forward by districts, this committee shall select and recommend to the Zonta International Board candidates for the annual Zonta International Young Women in Public Affairs Awards.

### **Article XIII Districts**

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

The purposes of districts are:

- (a) To function as an administrative division of Zonta International in the attainment of the Objects of Zonta International as stated in these bylaws.

(b) To promote the programs of Zonta International within the district.

(c) To inspire and assist clubs to implement the goals and programs of Zonta International.

(d) To serve as a link between the clubs in the district and the Zonta International Board and committees.

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

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

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

(c) Approval by a majority of delegates voting from district clubs. Each club shall be entitled to one vote. If, as of the last payment of annual dues, the membership of any club exceeds 30 members, the club shall be entitled to a second vote. If the membership exceeds 60 members, the club shall be entitled to a third vote.

Districts shall be named in numerical order.

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

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

**SECTION 5. Dues.**

(a) **District Dues.** The district dues shall be determined by two-thirds vote of the voting members present and voting at conference.

(b) **Area Dues.** A district conference may authorize areas in the district to collect per capita area dues. Area dues shall be determined by a two-thirds vote of the delegates at an area meeting, in accordance with the procedures in Article XIII, Section 11(a)(4) (a) of these bylaws.

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

(a) **Prerequisites.** Each elected officer shall be a classified member of a club, shall have served at least two years in an elected club office and/or have been a district committee chairman. The governor, lieutenant governor and area directors shall have served at

least one year as club president. An elected officer shall hold no other elective position at district level.

(b) **Election.** Officers, with the exception of the secretary, shall be elected at the district conference immediately preceding the convention. Election shall be by ballot vote of voting members present and voting. Area directors and/or vice area directors shall be elected by the delegates from the clubs in that area, either at the district conference, or, at the option of the district, at the area meeting immediately preceding the convention. Elections at area meetings shall be in accordance with the procedures in Article XIII, Section 11 (a)(4)(a).

(c) **Term of Office.** Officers shall take office at the close of the convention. The term of office shall be two years or until a successor takes office. No member who has served previously as an officer is eligible to serve in the same office again except (1) the treasurer who is eligible to serve two terms in that office; and (2) an area director who is eligible to serve again four years after the completion of the area director's first term in that office. An officer who has served more than half a term is considered to have served a full term in that office.

(d) **Appointment, Term of Office.** The governor shall appoint the secretary who shall be an officer and a member of the district board without vote. The term of office of the secretary shall coincide with the term of the governor who made the appointment.

## SECTION 7. Duties of Officers.

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

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

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

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

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

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

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

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

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

#### **SECTION 9. Vacancies.**

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

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

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

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

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

## SECTION 10. District Board.

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

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

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

(d) **Vote.** A majority vote shall be required for action, unless a greater vote is otherwise required.

(e) **Removal.**

(1) Elected district officers may be removed by the district board for cause upon grounds permitted for removal at the international level (Article VII, Section 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 complaint shall include specific charges and available evidence and shall be mailed to the officer concerned upon receipt by the committee. The committee shall give the officer at least 20 days to respond in writing and may hold a hearing with the officer, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.

Thereafter, the committee shall make a recommendation to the district board for a decision. The officer concerned shall be entitled to be present for the consideration of action to be taken but shall not be entitled to participate in the deliberation or to vote. Removal shall be by a two-thirds ballot vote

of the entire elected district board excluding the member concerned. Notice of the elected district board's decision shall be given with proof of service to the complainant and the officer concerned forthwith.

If dissatisfied with the district board's decision, the complainant or the officer concerned may appeal to the Zonta International Board within 45 days of the date on which the decision is mailed to the parties. Removal shall be by a two-thirds ballot vote of the entire Zonta International Board. Notice of the decision shall be immediately mailed with proof of service to the complainant and to the officer concerned.

The decision of the International Board shall be final.

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

(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.

## SECTION 11. Meetings.

(a) **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) **Conference Voting Members.** The voting members of the district conference shall be the governor, lieutenant governor, area directors, treasurer and the delegates of each club in good standing.

(a) **Clubs.** Each club shall be entitled to one delegate and one alternate. If, as of the date specified by the district for the payment of district dues (Article XIII, Section 5), the membership of any club exceeds 30 members, the club shall be entitled to a second delegate and alternate.

If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate. Delegates and alternates shall be elected by the club they represent. A delegate may carry more than one of the total votes to which the club is entitled. A member of the district board shall not be a club delegate or alternate.

(b) **Proxies.** A club may be represented by proxy at a district conference. A club represented by proxy shall be entitled to its total votes by proxy. No club may be represented by proxy at more than two consecutive conferences. A club may carry the proxy votes from no more than two other clubs except that the total votes carried by one club may not exceed five.

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

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

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

**SECTION 12. Financial Oversight.** At the close of the biennium and at any other time determined to be in the best interest of the district, the district board shall cause the district financial records to be examined (audited, reviewed or compiled) by certified/chartered public accountants or by a qualified individual independent of the district board. The examined financial statement and report shall be presented at the district conference.

### **SECTION 13. Nominating Committee.**

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

(b) **Prerequisites.** Each member of the Nominating Committee shall be a classified member of a club, shall have served at least two years in an elected club office and have served in an elected or appointed capacity at the district level.

(c) **Term.** The term of the members of the district nominating committee shall be two years, beginning at the close of the convention.

(d) **Vacancies.** In case of a vacancy on the district Nominating

Committee, or the inability of a member to serve, nominees not elected shall be selected to fill the vacancy in the descending order of the number of votes received for election.

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

#### **District**

(1) Provide the official slate and qualifications of each candidate for publication at least 60 days before the district conference.

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

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

(4) Report at the conference. Additional nominations may be made from the floor provided the nominee is qualified.

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

#### **Zonta International**

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

(f) **Removal.** 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 (e)(1).

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

**SECTION 15. Rules of Procedure.** Each district shall adopt district rules of procedure which conform to the Bylaws and Rules of Procedure of Zonta International. District rules of procedure shall be adopted or amended by a two-thirds vote of the district conference present and voting members, provided that notice of such proposed rules of procedure or amendments shall be sent to the president of each club within the district at least 60 days before the conference. Rules of procedure may also be adopted or amended by a mail ballot. In that case, to take action, a two-thirds vote of the voting members voting shall be required, provided more than 50% of the district clubs respond within 45 days.

SECTION 16. **Parliamentary Authority.** Each district shall adopt a recognized parliamentary authority used in the country or countries in which the clubs in that district reside. The rules contained in the parliamentary authority shall govern the district in cases in which they are not inconsistent with these bylaws or the rules of procedure adopted by the district.

#### **Article XIV Clubs**

SECTION 1. **How Established.** The Zonta clubs shall exist only as chartered clubs of Zonta International.

SECTION 2. **Members.**

(a) **Categories.** The membership of a club shall be limited to classified members, past international presidents and honorary members.

(b) **Classified Member.**

(1) 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 membership, meeting the requirements for membership in these bylaws, shall be considered.

(4) The club Membership Committee shall review proposals for membership, whether by application or invitation, and present the names of all candidates to the club board with its recommendations. Approval for membership is made by the club board unless the club bylaws provide otherwise.

(5) Every member shall be assigned a classification. A classified member has all rights and responsibilities of membership, including the right to hold office and represent the club at meetings, except as otherwise provided in these bylaws.

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

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

of dues. The club shall assume the obligation for payment of Zonta International and district dues for any honorary member the club may elect.

(e) **Transfer Privileges.** A member who moves to the geographical location of another Zonta club may transfer membership to that club, provided the required dues have been paid as set forth in Article XIV, Section 3(b) of these bylaws.

(f) **Duration of Membership.** Classified membership shall be for life except as otherwise provided in the bylaws and rules of procedure of Zonta International.

### SECTION 3. **Club Dues.**

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

(b) **Annual Dues.** The annual dues of a club member shall be established by the club to include Zonta International, district, area (if applicable) and club requirements, and shall be paid in accordance with club bylaws. Guidelines are in the Zonta Club Manual.

SECTION 4. **Officers and Directors.** The officers of the club shall be at least a president, vice president, secretary and treasurer or dual treasurer/secretary. There may be one or more directors.

(a) **Prerequisites.** To be eligible for the office of president, a member must have been at some time a member of the club board for at least one year, except in the case of a newly chartered club.

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

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

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

(e) **Removal.** Club officers and directors may be removed by the club members for cause upon grounds permitted for removal at the international level (Article VII, Section 11). 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 complaint shall include specific charges and available evidence and shall be mailed to the officer or director concerned upon receipt by the committee. The committee shall give the officer or director concerned at least 20 days to respond in writing and may hold a hearing with the officer or director, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.

Thereafter, the committee shall make a recommendation to the club members for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to all members. The officer or director concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to participate in the deliberation or vote. Removal shall be by a two-thirds ballot vote of the club members present and voting. Notice of the club decision shall be immediately mailed with proof of service to the complainant and to the officer or director concerned. If dissatisfied with the club's decision, the complainant or the officer or director concerned may appeal to the District Board within 45 days from the date on which the notice of decision is mailed to the parties.

If the club fails to act on a written complaint, the complainant may notify the district board, which shall initiate disciplinary proceedings. The district board shall refer the written complaint to a committee elected by the district board, which shall include the district's bylaws chairman and at least two other members who are not members of the officer or director's club. The committee shall mail the complaint to the officer or director concerned upon receipt by the committee. The committee shall give the officer or director concerned at least 20 days to respond in writing and may hold a hearing with the officer or director, the complainant and witnesses, if any. The committee shall give the officer, complainant and any known witnesses at least 30 days written notice of the hearing.

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

ballot vote of the entire elected district board. Notice of the board decision shall be immediately mailed with proof of service to the complainant and to the officer or director concerned. If dissatisfied with the district board's decision, the complainant or the officer or director concerned may appeal to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties.

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

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

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

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

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

(d) **Treasurer.** The treasurer shall be responsible for the funds of the club and shall administer them in accordance with the approved club budget. The treasurer shall make periodic reports to the board and the club. No later than 45 days after the term of office ends, the treasurer shall turn all records over to the successor.

**SECTION 6. Club Board.**

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

(b) **Duties.** The club board shall have general supervision of the affairs of the club between meetings of the club provided that none of its acts shall conflict with action taken by the club. It may act upon routine questions in carrying out established policies but shall not determine policy, authorize projects and donations or adopt the budget. It shall perform such duties as are required by the bylaws and rules of procedure of Zonta International. The Zonta Club Manual shall serve as a guideline for club operation.

(c) **Meetings.** The club board shall hold regular monthly meetings unless otherwise ordered by the board. A majority of the members of the club board shall constitute a quorum. The club board may transact its business through the use of electronic communication.

SECTION 7. **Meetings.** Meetings shall be held as provided in the club's bylaws. Clubs may hold their meetings through the use of electronic communication.

The quorum shall be determined by vote of the club provided that no less than one-fourth of the members shall constitute a quorum at any regular or special meeting of the club.

Guidelines for club meetings are in the Zonta Club Manual.

SECTION 8. **Nominating Committee.**

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

(b) **Election.** If nominees are unopposed, a voice vote may be taken and committee members may select their own chairman. If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the club Nominating Committee. The member receiving the highest number of votes shall be chairman of the Nominating Committee.

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

(d) **Duties.** It shall be the duty of the Nominating Committee to nominate one or more members for each office or directorship to be filled at the election, and at club option, to nominate at least three members for the next term's Nominating Committee.

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

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

SECTION 9. **Committees.** Committees shall be authorized by the club board. Guidelines for club committees are in the Zonta Club Manual.

SECTION 10. **Z Clubs and Golden Z Clubs.**

(a) Z clubs and Golden Z clubs are service programs formed

and sponsored by a Zonta club. Guidelines are in the Zonta International Z Club and Golden Z Club Manual.

(b) The sponsoring Zonta club shall pay a charter fee and an annual renewal fee in US dollars.

The renewal fee shall be used toward the administration of the Z Club program of Zonta International.

**SECTION 11. Financial Oversight.** The club board shall cause the club financial records to be examined by a person independent of the board. For purposes of the examination, the books shall be closed at the end of the fiscal year.

**SECTION 12. Suspension or Expulsion.**

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

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

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

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

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

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

(b) **Member.** Any member of a club who has acted in a way to injure the good name of Zonta or to hamper its 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 complaint shall include specific charges and available evidence. The committee shall give the member concerned at least 20 days to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses, if any. The committee shall give the member, the complainant, and any known witnesses at least 30 days written notice of the hearing.

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

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

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

If the club fails to act, the complainant may refer the matter to the district board, which shall initiate disciplinary proceedings. The district board shall refer the written complaint to a committee appointed by the district board, which shall include the district's by-laws chairman and at least two other members who are not members of the club of the member concerned or the complainant. The committee shall mail the complaint to the member concerned upon receipt by the committee. The committee shall give the member concerned at least 20 days to respond in writing and may hold a hearing with the member, the complainant and witnesses, if any. The committee shall give the member, complainant and any known witnesses at least 30 days written notice of the hearing.

Thereafter, the committee shall make a recommendation to the district board for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to the board and to the member concerned, who shall be entitled to be present for consideration of the action to be taken but shall not be entitled to participate in the deliberation or vote. Expulsion shall be by a two-thirds vote of the entire district board. Notice of the board decision shall be immediately mailed with proof of service to the member concerned and to the complainant. If dissatisfied with the district board's decision, the member concerned or the complainant may appeal to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties.

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

**SECTION 13. Parliamentary Authority.** Each club shall adopt a recognized parliamentary authority used in the country in which the club is organized. The rules contained in the parliamentary authority shall govern the club in cases in which they are not inconsistent with Zonta International Bylaws and Rules of Procedure, the rules of procedure of the district in which the club resides, the club bylaws or with the rules of procedure adopted by the club.

**SECTION 14. Bylaws Amendments.** Club bylaws may be amended 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 such proposed amendment shall have been given to each member at least 10 days before the meeting.

## **Article XV** **International Identification**

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

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

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



**SECTION 4. Name and Marks.** The name and symbol of Zonta may be used by any district, club or member of Zonta International only in

accordance with regulations issued from time to time by the Zonta International Board. Use of the name and symbol of Zonta by non-members other than in news reporting or commentary is permitted only with prior approval of the Zonta International president.

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

#### **Article XVI Indemnification**

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

#### **Article XVII Resolutions**

SECTION 1. **Definition and Duration.** A resolution is a statement proposing a policy, procedure or action. A resolution adopted by an international convention shall remain in effect for the biennium proposed.

SECTION 2. **How Proposed.** To be considered by the convention, the resolution must:

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

SECTION 3. **Powers of Bylaws and Resolutions Committee.** The committee shall have power to initiate resolutions, to combine two or more resolutions into one resolution, and to make recommendations upon all resolutions submitted to it. It may decide not to report a proposed resolution that it concludes should have further study or that is in conflict with the Objects of Zonta International. In the event of such a decision, the committee shall notify the proposer of the resolution.

SECTION 4. **Exemptions from Requirements.** If, due to unavoidable circumstances, a resolution proposed by the Zonta International Board, by a committee of Zonta International, or by a district conference cannot be mailed to the Zonta International Bylaws and Resolutions Committee 180 days before the convention, the resolution may be exempt from the requirement of referring the resolution to the Bylaws and Resolutions Committee. Guidelines on process are in the Zonta International Manual.

SECTION 5. **90-Day Notice Requirement.** A copy of all resolutions, by whichever way presented, shall be sent to members of the Zonta International Board, district boards, and to each club at least 90 days before convention.

SECTION 6. **Convention Report.** The chairman of the Zonta International Bylaws and Resolutions Committee, in reporting to the convention, shall state the Zonta International Board designation of "recommended," "not recommended," or "no recommendation" with a reference to each resolution presented.

SECTION 7. **Resolution Without Advance Notice.** In cases where the need for a recommendation or for a resolution could not have been foreseen in time to give the advance notice as required in this article, and where delayed action would render the resolution or the recommendation valueless, the convention may by a two-thirds vote decide to consider a recommendation or a resolution.

### **Article XVIII Parliamentary Authority**

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

### **Article XIX Amendment to Bylaws**

SECTION 1. **Amendment.** These bylaws may be amended by a two-thirds vote of the convention voting members present and voting at any convention of Zonta International, provided that:

- (a) the amendment has been proposed by the Zonta International Board, by a district conference, by the Zonta International Bylaws and Resolutions Committee, or by a revision committee authorized by a convention or by the Zonta International Board;
- (b) the proposed amendment from a district conference has been sent to the Zonta International Bylaws and Resolutions Committee within 30 days after conference;
- (c) the proposed amendment from the Zonta International Board has been sent to the Zonta International Bylaws and Resolutions Committee at least 30 days prior to the committee's pre-convention meeting; and
- (d) a report of the Bylaws and Resolutions Committee, indicating the Zonta International Board's designation on each proposed amendment of "recommended for adoption," "not recommended for adoption," or "no recommendation" has been sent by headquarters to the Zonta International Board, governors,

lieutenant governors and to the president of every club at least 90 days before convention.

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

**SECTION 2. Process for Club/District Amendment Proposals.** A member of a Zonta club may recommend to the club for approval proposed changes in Zonta International Bylaws or Rules of Procedure. After club approval, the club may submit the proposal to the district board. If the district board determines that the proposal does not require further study, it shall publish the proposal to all other clubs in that district at least 60 days before district conference and shall submit the proposal to delegates at the conference. The district board may also submit a proposal to the district conference in the same manner. If a majority of voting members at district conference adopts the proposal, the district secretary shall submit the proposal to the Zonta International Bylaws and Resolutions Committee within 30 days after the conference.

**SECTION 3. Amendment Duplication.** Should more than one proposed amendment to the Zonta International Bylaws be submitted with the same intent covering the same subject matter, it shall be the duty of the Zonta International Bylaws and Resolutions Committee to review such proposed amendments and to present to the Zonta International Board an amendment which best incorporates the intent and serves the interest of Zonta International as a whole. In the event that any proposed amendment will not be reported to the convention, the committee shall notify the proposer of the amendment.

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

**SECTION 5. Articles of Incorporation.** The Articles of Incorporation of Zonta International may be amended by a two-thirds vote at any convention of Zonta International to include the changes to the articles brought about by amendments to the Zonta International Bylaws or in accordance with the procedure for amending bylaws.

## **Article XX** **Rules of Procedure**

Rules of procedure prescribe standard operating procedures of Zonta International and remain in effect until rescinded or changed by majority vote of the voting members at a future convention. In the interim between conventions, the Zonta International Board may adopt rules of procedure and shall inform the clubs of these rules and their rationale.

These new rules may remain in effect until convention by which time they shall be rescinded by the Zonta International Board or presented to the convention for ratification. If the Zonta International Board chooses to rescind a rule of procedure, that rule may not be adopted by the immediately succeeding board. Any rule of procedure submitted to and ratified by a convention shall remain in force until rescinded or otherwise disposed of by a convention. Proposed amendments to the rules of procedure may be submitted by the Zonta International Bylaws and Resolutions Committee to the convention for action.

### **Article XXI** **Glossary**

Specialized terms in the bylaws and rules of procedure of Zonta International are contained in the Glossary. The Glossary may only be amended by the Zonta International Board or by the international convention.

**Zonta International Bylaws were amended and approved in July 2020.**

# Rules of Procedure of Zonta International

The Rules of Procedure for the operation of Zonta International represent actions taken by convention and by the Zonta International Board. These rules become a part of the standard operating procedures of Zonta International and remain in effect until rescinded or changed by future conventions. Each Zonta club shall be bound by the Rules of Procedure of Zonta International except that, if any provision of these rules 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. The Rules of Procedure shall be reviewed by the Zonta International Bylaws and Resolutions Committee each biennium.

1. **Operation Policies.** Operation policies, as approved by the Zonta International Board, shall be followed at all levels of Zonta International.
2. **Operation Manuals.** The operation manuals of Zonta International, as approved by the Zonta International Board, shall provide general guidelines. These operation manuals include, but are not limited to, the Zonta Club Manual, the Zonta District Manual, the Zonta International Manual, the Zonta International Marian de Forest Membership Manual and the Convention Manual.
3. **Dues and Fees.**
  - (a) **International Per Capita Dues.** On 1 June of each year, each club shall pay to Zonta International per capita dues in U.S. dollars as established at convention based upon club membership as of 1 June. The report of membership as of 1 June shall accompany the annual remittance of dues. For members admitted from 1 June through 30 November, clubs shall pay full year per capita dues to Zonta International; for members admitted from 1 December through 31 May, clubs shall pay one-half the per capita dues to Zonta International.
  - (b) **Nonpayment of international dues and fees.** After the established due date, and unless payment is temporarily waived by the Zonta International Board, the appropriate governor, president and treasurer of all clubs in arrears for dues and fees shall be notified that unless their financial obligations are met within 45 days after the due date, the club shall forfeit its membership. After the 45-day time period, 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-thirds vote of the Zonta International Board, such a club may be reinstated to membership upon payment of the

amounts owed at the time its membership ceased, together with the dues and fees of the current year.

#### 4. **District Voting.**

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

(b) **Mail Ballot.** In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the clubs in the district. Each club shall be entitled to vote in accordance with the procedure in Article XIII, Section 11 (a)(4)(a) of the Bylaws of Zonta International. To take action, an affirmative majority of the voting members voting shall be required, provided that more than 50% of the district clubs respond within 45 days.

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

6. **Circularization.** (1) Membership lists (i.e. club rosters, Zonta International directories, district directories, or other lists including members' addresses and/or telecommunications numbers) are not to be made available to non-Zontians, or used by Zontians for the purposes of selling goods and services or for personal, financial or political gain. (2) Zontians shall not use membership contact details or act in any other way to contact other Zontians for the purposes of lobbying for or against candidates who are running for office at any level of Zonta. (3) Except as is mentioned above, Zontians are encouraged to network with each other for business purposes.

7. **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.

## 8. United Nations and Council of Europe

(a) **Status.** Zonta International is recognized as having:

- (1) general consultative status with the United Nations Economic and Social Council (ECOSOC);
- (2) consultative status with the United Nations Educational, Scientific and Cultural Organization (UNESCO);
- (3) special relationships with United Nations entities promoting women's rights; and
- (4) participatory status with the Council of Europe.

(b) **Representatives.** Zonta representatives to the United Nations and to the Council of Europe shall be appointed by the Zonta International president-elect with the approval of the Zonta International Board. They shall function in accordance with the guidelines approved by the Zonta International Board.

**Rules of Procedure last revised July 2020.**

# Glossary of Zonta International

Specialized terms in the bylaws and rules of procedure with definitions as used by Zonta International.

## **Advocacy (see also Lobbying)**

The expression of support for or opposition to a cause, argument or proposal. Advocacy may include influencing laws, legislation or attitudes. Zonta advocacy is an action taken in “the public interest” or for “the greater good” with respect to empowering women and girls and their human rights.

## **Alternate**

Person elected by the club to formally represent the club in the event that the primary representative, the delegate, is unable to do so.

## **Amendment**

Modification in wording of a bylaw or rule by a deliberative body.

## **Area**

Part of a district. Clubs are organized into areas to implement the administrative functions within the district.

## **Audit (see also Compilation and Review)**

A professional opinion expressed on the fairness of financial statements providing assurance that the underlying data has been tested to the extent necessary. Audited financial statements provide the highest degree of assurance on the reliability of the financial statements.

## **Bylaws**

Code of rules of a permanent nature adopted by an organization, defining its primary characteristics and prescribing how the organization functions.

## **Chairman**

One who presides over an assembly, meeting, committee or board. Proper to use and has no sexist connotation. (Chairperson is not recommended and should not be used unless an organization’s bylaws specify this term.)

## **Classification**

A classification is an occupation in a business or profession as listed on Zonta.org.

## **CLUBS**

### **Club**

A Zonta club.

**E-club**

A Zonta club that conducts its business and holds its meetings through the use of electronic communication.

**Compilation (see also Audit and Review)**

The presentation of information in the form of financial statements, without expressing an opinion or assurance regarding their conformity with generally accepted accounting principles.

**Delegate**

Person elected by the club to formally represent the club in voting at convention, district or area meetings.

**E-club, see Clubs****Examine**

To examine the club's financial records includes tracing a sample of cash disbursements to paid invoices and a sample of cash receipts to bank deposits. It also includes verifying the bank reconciliation and proving cash. The examination provides significantly less assurance than either an audit or review.

**Executive**

Person in a position of authority.

**Ex-Officio**

A position held because of one's office. An ex-officio member has all the rights of any other member of the committee, including the right to vote, but is not counted in the quorum.

**Good Standing**

A club that has paid international dues and fees, has provided to Zonta International Headquarters a current and complete official club member list with the information requested by Zonta International Headquarters, has paid district dues and area dues (if applicable), and whose organizational activity is in accordance with bylaws provisions is a club in good standing.

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.

**Guidelines**

A standard course of action recommended by the Zonta International Board. This course of action would be the result of reports from task forces, committees, and the opinions of membership. However, the guidelines are not binding, and clubs have the freedom to act upon them.

**Lobbying (see also Advocacy)**

An act with the intention of influencing decisions to benefit a special interest, an individual or a group of individuals.

**Mail**

Includes not only regular mail but also written or oral messages sent electronically (e.g. through e-mail or voicemail).

**May (verb)**

Expresses permission, possibility or opportunity to take action.

**Networking**

Members with similar interests who join together to share knowledge and experience for furtherance of common goals.

**Nonpartisan**

Not influenced by, affiliated with, or supporting the interest or policies of any person or party.

**Nonsectarian**

Not limited to, or affiliated with, any one religion or sect.

**Policy**

Any governing principle, plan or course of action in relation to a special issue or Object. General policies (overall principles) are stated in Zonta International Bylaws Article III and may be adopted/changed by convention. Operation policies are adopted/changed by the Zonta International Board.

**Previous Notice**

Requirement specified in bylaws that member must be notified in advance—either orally or in writing—of a proposal to be considered at a future meeting, i.e., proposed bylaw amendment.

**Principles**

Points for discussion. Wide-ranging, constituting a movement toward the final agreed policy.

**Professional**

Person engaged in work which requires special training, skills or knowledge.

**Programs**

Refers to the major service programs as authorized by the convention (see listing under Biennial Goals section). International Service is a program of Zonta International and a fund in Zonta International Foundation. Specific Zonta International Service Program projects are selected for support and funding, usually on a biennial basis.

**Projects**

Specific activities, usually within a stated timeframe, at the club, district or international level. At the Zonta International level, projects are administered under the broad umbrella of a program (for example, a specific biennial project is selected for support under the International Service Program).

**Proof of Service**

Evidence in writing that notice has been given/sent.

**Proxy**

Document allowing a club unable to be represented at conference/convention to authorize another club to represent it in voting at conference/convention.

**Public Issue**

A widely known matter, familiar to the people as a whole, on which the decision is of special significance or public importance.

**Quorum**

The minimum number of members required to legally transact business.

**Region**

A geographic territory containing Zonta clubs but not qualifying as a district.

**Review (see also Audit and Compilation)**

Reviews of financial statements provide a significantly lower degree of assurance than audits. Through inquiries and performing analytical procedures, the reviewer is able to express limited assurance that there are no material changes needed for the financial statements to conform with generally accepted accounting procedures. However, no professional opinion is expressed on the overall fairness of the financial statements.

**Rules of Procedure**

Rules of procedure, normally of an indefinite continuing nature, which refer to the details of the administration of an organization.

**Shall**

Denotes authority, obligation or demand that the specific action be taken.

**Vacancy**

A vacancy in an office or directorship or committee can exist as a result of death, resignation, failure without acceptable excuse to attend board meetings, or failure to perform the duties of the position held.

**Vote**

Formal expression of opinion or preference. In Zonta, the vote is based on members present and voting.

**VOTING METHODS****Ballot**

A printed or projected paper or ticket used to cast a vote.

**Ballot Vote**

System of casting a secret vote—enables member to vote without revealing position on the issue or candidate.

**Majority Vote**

More than half of the votes cast by eligible voters, excluding blanks or abstentions.

**Plurality Vote**

Largest number of votes obtained where more than two choices are possible, such as in elections.

**Two-Thirds Vote**

At least two-thirds of the votes cast by eligible voters, excluding blanks or abstention.

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## 2020-2022 Zonta International Dues and Fees (in U.S. dollars)

Per Capita Dues	\$88.00
Per Capita Dues Under the Age of 30	\$44.00
New Member Fee	\$15.00
Reinstated Member Fee	\$15.00
Z Club/Golden Z Club Charter Fee	\$25.00
Z Club/Golden Z Club Annual Renewal Fee per Sponsored Z/Golden Z Club	\$5.00

### NOTES:

- a. Per capita dues are to be paid annually for all members by 1 June. (North American Zontians pay an additional \$3.00 per member for liability insurance.)
- b. Charter members, new members or reinstated members pay an additional \$15.00 for a total of \$103.00.
- c. New members under the age of 30 pay an additional \$15.00 for a total of \$59.00.
- d. For all members admitted 1 December or later, clubs may pay half of the per capita dues (but add \$15.00 for charter, new or reinstated members).
- e. For the 2020-2022 Biennium, voting members approved the continuation of the "Individual Membership Category" as a pilot program. International fees will be the same as per capita dues.

# Zonta International Foundation

## Articles of Incorporation under the General Not for Profit Corporation Act State of Illinois, USA

We, the Incorporators being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not for Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: Zonta International Foundation.
2. The name and address of the registered agent and registered office are: Valerie Fassler Levitan, 35 East Wacker Drive, Chicago, IL 60601.
3. The duration of the corporation is perpetual.
4. The first board of directors shall be four (4) in number, their names and addresses being as follows:

Cornelia S. Hodges, 2650 Cooper Avenue #313,  
Springfield, IL 62704

Carol Borecky, 16 Belhaven Drive, Springfield, IL 62704

Frances Braker Crann, 1341 "G" Greenwillow Road,  
Glenview, IL 60025

Teresa Conway, 532 Sterling Road, Kenilworth, IL 60043

5. The corporation is organized exclusively for charitable purposes, to carry out the charitable objectives of Zonta International including providing service at the global and local level and to support charitable organizations that advance the charitable objectives of Zonta International Foundation. (Amended 1998)

6.1 The place in this state where the principal office of the Corporation is to be located is the Village of Oak Brook, DuPage County.

6.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

6.3 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

6.4 The corporation may from time to time establish and implement policies for indemnification of officers, directors and employees of the corporation.

We the incorporators declare that we have examined the foregoing Articles of Incorporation and that the statements contained there are, to the best of our knowledge and belief, true, correct and complete. Executed this 15th day of January, 1985.

(Signed):

Cornelia S. Hodges  
Carol Borecky  
Frances Braker Crann  
Teresa Conway

**The Articles of Incorporation were last amended and approved by the Zonta International Foundation Board in July 1998.**

**In August 2020, the Foundation filed to also operate under the assumed name, Zonta Foundation for Women.**

**The current registered agent and address is: Allison Summers, 1200 Harger Road, Suite 330, Oak Brook, IL 60523.**

# Bylaws of the Zonta International Foundation (Zonta Foundation for Women)

## Article I Purpose

The purpose of Zonta International Foundation is to carry out the charitable service purposes of Zonta International. Zonta International Foundation is organized exclusively for charitable purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons.

## Article II Offices

Zonta International Foundation, an Illinois not-for-profit corporation, sometimes referred to in these Bylaws as the "Foundation," shall maintain in the State of Illinois a registered office and may have other offices within or without the state.

## Article III Members

SECTION 1. **Qualifications.** The Foundation shall have one Member, which shall be known as the "Corporate Member." The Corporate Member shall be Zonta International, an Illinois not-for-profit corporation, as governed by its international board, or any successor thereto resulting by merger, consolidation, or exchange of name.

SECTION 2. **Matters Requiring Approval by the Corporate Member.** The Corporate Member must approve the following actions by the board: amendment or restatement of the Articles of Incorporation or bylaws; merger, consolidation, dissolution, or sale, lease, exchange, mortgage or pledge of the assets of the Foundation; and any other action for which membership action is required under the Illinois Not-for-Profit Corporation Act.

## Article IV Board

SECTION 1. **How Constituted.** The officers and directors of the Foundation shall be those individuals serving from time to time as officers and directors of Zonta International. The officers and directors shall constitute the Zonta International Foundation Board.

SECTION 2. **General Powers.** The affairs of the Foundation shall be managed by its board. The board shall have the power and authority to receive gifts and legacies on behalf of the Foundation and to make

gifts and donations of capital as well as of income in pursuance of the objectives and purposes of the Foundation.

**SECTION 3. Reporting.** The board may report to the Corporate Member at every board meeting of the Corporate Member and shall report at least annually to the Corporate Member on all Foundation-sponsored programs and Foundation finances.

**SECTION 4. Resignation of Board Members.** Board membership in this foundation is not transferable or assignable, but any board member may resign from the board by filing a written resignation with the president.

**SECTION 5. Removal.** Any board member may be removed by the Corporate Member whenever in its judgment the best interests of the Foundation shall be served by such removal.

**SECTION 6. Vacancies.** Any vacancy occurring in the board shall be filled by the Corporate Member.

**SECTION 7. Indemnification and Insurance.** The Foundation shall offer officers and directors insurance. Provided that the board has made a determination that the board member has acted in accordance with their fiduciary obligations, the board member shall be held harmless for her/his actions, exercise of judgments or discretion in accordance with the duties and responsibilities of such board member. The board member may rely on outside experts, if such reliance is reasonable. Gross negligent acts or omissions willful or wanton acts are not protected.

**SECTION 8. Compensation.** No board member shall receive any salaries for their services, but by resolution of the board, a fixed sum or reimbursement of the actual expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any board member from serving the Foundation in any other capacity and receiving reasonable compensation thereof.

**SECTION 9. Meetings.** The board may hold regular meetings in connection with the regular meetings of the Corporate Member and shall hold an annual meeting as a minimum. Meetings may be held by any means permitted by applicable law.

**SECTION 10. Special Meetings.** Special meetings of the board may be called by or at the request of the president or any five board members. Meetings may be held by any means permitted by applicable law.

**SECTION 11. Notice.** Notice of any special meeting of the board shall be given at least three days by any means permitted by applicable law to each board member at the address shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered within five days after being deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

SECTION 12. **Quorum.** A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 13. **Manner of Acting.** If a quorum is present at a meeting of the board, the affirmative vote of a majority of those board members present and voting shall be the act of the board, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

SECTION 14. **Action by Written Ballot.** Action by written ballot requires a unanimous vote of the entire board. Proxy votes are not allowed.

## **Article V Officers**

SECTION 1. **Officers.** The officers of the Foundation shall be a president, a vice president, a president-elect and a treasurer/secretary. The individuals holding these offices in the Corporate Member shall hold the same offices in the Foundation.

SECTION 2. **President.** The president shall be the chief executive officer and shall exercise a general supervision over the interests and welfare of the Foundation, preside at all meetings of the Foundation, the board and the Executive Committee, appoint committees authorized by the Foundation bylaws or the board and be a member of all committees.

SECTION 3. **Vice President.** In the absence or inability of the president to perform official duties, the vice president shall perform the duties of the president and at all times be a member of the Finance, Audit and Risk Committee and the Investment Committee.

SECTION 4. **President-Elect.** The president-elect shall perform such duties as assigned by the president and shall be a member of all committees.

SECTION 5. **Treasurer/Secretary.** The treasurer/secretary shall be the chief financial officer of the Foundation and shall at all times be a member of the Finance, Audit and Risk Committee and the Investment Committee. The treasurer/secretary shall have the authority to certify resolutions and other documents of the Foundation and shall report and perform other duties as required by these bylaws.

## **Article VI Executive Committee**

SECTION 1. **How Constituted.** The officers of the Foundation shall constitute the Executive Committee.

SECTION 2. **Duties and Powers.** The Executive Committee shall act

for the board between meetings of the board, except that its acts may not conflict with or modify action taken by the board including the budget. At the next meeting of the board, a report shall be made of the Executive Committee's actions.

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

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

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

SECTION 6. **Action by Written Ballot.** The Executive Committee may transact business by mail or through electronic communication. Action by mail or email requires a unanimous vote of the entire Executive Committee.

## **Article VII Executive Director**

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

## **Article VIII Standing Committees**

SECTION 1. **Finance, Audit and Risk Committee.** The president shall appoint a Finance, Audit and Risk Committee, composed of at least three Zontians. At least one member of the Finance, Audit and Risk Committee must have significant financial knowledge, and preferably be a United States certified public accountant.

SECTION 2. **Development Committee.** The president shall appoint a Development Committee. The committee shall increase awareness of the Foundation's role in furthering the mission of Zonta International. It shall also encourage contributions, grants, legacies and bequests for Foundation activities from individuals, organizations, foundations, corporations and other sources.

SECTION 3. **Investment Committee.** The president shall appoint an Investment Committee. At least two members of the Foundation Investment Committee shall have significant investment experience.

SECTION 4. **Endowment Committee.** The president shall appoint an Endowment Committee. The committee shall increase awareness of and encourage contributions and grants to the Zonta International Foundation's endowment funds. The committee shall also increase awareness of and encourage bequest gifts under the Mary E. Jenkins 1919 Society and other legacy programs as approved by the board.

#### **Article IX Other Committees**

The president, with the approval of the board, may appoint any other committees and its members, not having nor exercising the authority of the board, as needed from time to time. Any such committee and members thereof shall serve until the presidential term ends unless earlier removed. The president and president-elect shall serve as members of any such committee.

#### **Article X Foundation Ambassadors**

SECTION 1. Each district shall have at least one foundation ambassador appointed by the governor.

SECTION 2. **Duties.** The foundation ambassadors shall educate club members about the international charitable service projects and education programs of Zonta International. They shall encourage clubs to make donations to the Foundation. They shall also encourage individual members to consider personal gifts to the Foundation.

#### **Article XI Contracts**

The board may authorize any officer or officers, in addition to the officers so authorized by these bylaws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

#### **Article XII Books and Records**

The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of board and committees having any of the authority of the board. All books and records of the Foundation may be inspected by any director or the Corporate Member for any proper purposes at any reasonable time.

#### **Article XIII Audit, Financial Statement, and Management Letter**

The treasurer/secretary shall cause the books of the Foundation to be audited annually for the fiscal year ended 31 May. The financial statement, audit report and management letter from the auditors shall be

sent to the Finance, Audit and Risk Committee, board and Corporate Member.

#### **Article XIV Fiscal Year**

The fiscal year of the Foundation shall be from 1 June to 31 May.

#### **Article XV Policies and Procedures**

The board shall enact policies and procedures with which to conduct its affairs and have the power to alter or amend policies and procedures or adopt new policies and procedures. The policies and procedures may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with these bylaws, Articles of Incorporation, or the laws of the State of Illinois.

#### **Article XVI Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws, a waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **Article XVII Amendments**

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation. A proposed amendment to the bylaws must be reviewed by the corporation's legal counsel prior to adoption and counsel's recommendation shall be considered by the directors. All new bylaws amendments must be ratified by the Corporate Member before they shall become effective.

#### **Article XVIII Dissolution**

In the event of dissolution of the Zonta International Foundation, any monies and assets, after paying all the Foundation's obligations, shall be distributed to another not-for-profit organization recognized under IRS Code Section 501(c)(3).

**Zonta International Foundation Bylaws were amended and approved in February 2020.**

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## Resolutions, adopted in July 2020

### **Resolution on pilot project “Individual Membership Category” to continue for the 2020-2022 Biennium.**

The “Individual Membership Category,” introduced for the 2018-2020 Biennium, shall be continued during the 2020-2022 Biennium to attract people with experience in a recognized business or profession who want to support the objects of Zonta International without being a member of a club. For the 2022 Convention, the Zonta International Board shall prepare a report with the results from the biennium of 2020-2022.

### **Resolution on conducting an overall review of Zonta International.**

An overall review of Zonta International’s organizational structure will be conducted under the leadership of the Zonta International Board for the 2020-2022 Biennium. The board will engage with the membership as it conducts a review of Zonta International including its memberships base, governing structures and operational framework with the goal to identify areas in need of reform and to make recommendations for potential changes. A report to the 2022 Zonta International Convention, along with potential recommended changes, will be presented.

### **Resolution authorizing the revision and restatement of the Bylaws of Zonta International.**

The Zonta International Bylaws and Resolutions Committee is authorized to (i) analyze and study other nonprofit organizations and their bylaws to determine how to best structure the Bylaws of Zonta International in a manner that retains the democratic structure of the organization, recognizes the importance of the members of the organization in determining the shape and direction of Zonta International and preserves the current mission and objectives of Zonta International, while creating a simplified, sustainable and understandable framework for operating, allowing members to focus on Zonta International’s mission and the Objects set forth in Article II of the Bylaws of Zonta International; and (ii) present the Committee findings and revised and restated Bylaws, if the committee deems revision necessary, to the Zonta International Board and the 2022 Convention for consideration and voting.

### **Resolution regarding the “Zonta Says NO to Violence Against Women” Campaign.**

The campaign “Zonta Says NO to Violence Against Women” shall be continued in the 2020-2022. Biennium.

**Resolution to adopt the Women in Technology Scholarship as a permanent education program.**

Be it resolved that Zonta should formally install Women in Technology Scholarship as a permanent education program.

*Note: Resolutions are only effective during the biennium for which they were adopted.*

**Resolution regarding the Centennial Icon Color palette.**

That the Zonta International Centennial Icon Color palette be included in the approved Zonta color palette and tints during the 2020-2022 Biennium.

**Resolution stating that any new member paying full international dues in April or May of the fiscal year shall be considered fully paid for the following year.**

Any new member paying full international dues in April or May of the fiscal year shall be considered fully paid for the following year.

**Resolution on daily registration fee at Zonta Convention.**

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

# Zonta International and Zonta Foundation for Women

## MISSION

Zonta International is a leading global organization of professionals empowering women worldwide through service and advocacy.

## VISION

Zonta International envisions a world in which women's rights are recognized as human rights and every woman is able to achieve her full potential. In such a world, women have access to all resources and are represented in decision-making positions on an equal basis with men. In such a world, no woman lives in fear of violence.

## THEME

Empowering Women Through Service and Advocacy

## 2020-2022 Biennial Goals

### Approved in 2020

*Zonta International's Biennial Goals present the areas of focus for the biennium. Districts and clubs should develop their own biennial goals adapted to local conditions.*

The 2020-2022 Biennium begins Zonta International's second century. These biennial goals build on Zonta's past successes, strengthen our commitment for women's equality, and acknowledge today's rapidly changing world. Our founders provided a vision for women to achieve equality. That equality has yet to be fully realized and is the motivation to accomplish these biennial goals.

In order to achieve our goals, Zonta International must be viewed as an 'organization of choice' that people believe is worthy of the investment of their personal time and resources. Zonta needs to stand as a global community that engages in meaningful conversations and works to better the lives of half the world's population.

## BIENNIAL GOALS

**Goal 1: Programs & Projects**

**Goal 2: Membership**

**Goal 3: Financial Resources**

## **GOAL 1: Programs & Projects**

Access to education is a key factor in achieving gender equality. Zonta's education programs provide essential support for women in male-dominated disciplines. The women who receive these awards are role models for the next generation. Thus, the continuation and expansion of these Zonta-managed education programs are critical for Zonta to expand women's participation in these fields.

Many girls around the world do not have the opportunity to attend school and/or complete their secondary education. For decades, Zonta has successfully partnered with UN agencies to address a variety of needs of women and girls. This biennium our Zonta-funded UN projects are implemented in Asia, Africa, South America and the southwestern Pacific, thus achieving a truly worldwide impact. The projects focus on education, health, preventing early marriage and eliminating other forms of violence against women. The objectives of the projects are achievable and measurable.

These four goals for our programs and projects increase our impact and effectiveness in helping women and girls.

1. Zonta's pilot Women in Technology Scholarship continues with a second award cycle during the biennium. An assessment of the first and second award cycles will be conducted with results and recommendations presented at Convention 2022.
2. Zonta International will study the participation in the Young Women in Public Affairs Award and Jane M. Klausman Women in Business Scholarship programs and make recommendations for the future of these programs prior to the next convention.
3. Education and eliminating violence against women are two key elements of our projects funded through the UN agencies. Zonta International will publish statements on issues impacting the lives of women and girls such as human trafficking, climate change and other topics as we work for improvements for women and girls in all facets of life.
4. Zonta's voice is heard locally when clubs participate in advocacy actions. Advocacy work focuses on raising awareness of women's rights and has lasting impact when laws are changed. Clubs are encouraged to participate in at least one advocacy activity each year. The global Zonta Says NO to Violence Against Women campaign provides an opportunity for advocacy and gives aligned visibility to Zonta in the community.

## **GOAL 2: Membership**

Zonta's membership is central to its success. Growth in membership is always the desired outcome; however, a more realistic goal in today's world is to stabilize membership. Going forward into our second century membership retention is key, yet recruitment of young

professionals remains a focus. For club members taking on leadership roles, Zonta International's leadership development program offers support and training.

1. Zonta International, districts and clubs will work together to focus on membership retention. This includes maintaining clubs in the current countries (61 countries as of January 2020).
2. Districts are encouraged to hold at least one event per year with current education award winners and awardee alumnae. Zonta International will work with the districts in contacting the awardee alumnae. Awardees are encouraged to become Zontians and serve as role models for the next generation of professionals.
3. Zonta International will support current and future leaders through Zonta professional development and mentoring tools, tailored to individual club needs.

### **GOAL 3: Financial Resources**

Financial contributions are needed to fulfill Zonta's mission. For most of Zonta's history, the financial giving has been directed towards meeting the biennial fundraising goals to support our programs and projects. Since 1988, Zonta's endowment funds have been established for the sustainability and growth of Zonta's work towards women's equality. The visibility of Zonta International's Foundation is important for reaching new internal and external donors.

Contributions to both the biennial programs and projects and the endowment funds are essential for maintaining and growing our ability to make a difference in the lives of women and girls.

Achieving the following three goals ensures our impact continues while also providing opportunities to expand our influence.

1. Donations to the Zonta International Foundation meet or exceed the biennial fundraising goals.
2. Donations to the endowment funds for sustainability and growth of the foundation continue to be made towards achieving the long-term goal of US\$10,000,000. Zonta International will identify potential programs and projects for future support using the earned income from the endowments.
3. Zonta International Foundation will expand awareness and visibility of the focus of Zonta's global charitable efforts by doing business as "Zonta Foundation for Women."

The legal name will remain Zonta International Foundation; however, there will be a second legal filing that will allow us to also operate under the name Zonta Foundation for Women.

## 2020-2022 International Service Projects

### Adolescent Girls' Health and Protection in Peru

#### LOCATION

Peru

#### PARTNER

UNICEF USA

#### FUNDING

US\$1,000,000 (9% administrative cost)

#### OVERALL OBJECTIVE

Improve the capacity of services to respond to the health needs of adolescents—especially girls—in a timely manner and prevent violence in schools in the regions of Huancavelica and Ucayali.

#### SPECIFIC OBJECTIVES

- Improve the response of the health sector in the provision of quality, comprehensive and differentiated adolescent care, with an emphasis on mental health care and violence prevention for girls.
- Improve the capacity of the protection and education sectors to promote health and prevent and address all types of violence in schools, especially gender-based violence, in a timely manner.

#### BACKGROUND

Defined by the Peruvian government as the ages of 12 to 17, adolescents constitute 11.2% of the population, or 3.5 million people. Until recently, UNICEF's program interventions for children focused on younger age groups, while services for adults are not designed to cater for the distinct needs of adolescents.

The Adolescent Girls' Health and Protection project will contribute to guaranteeing the rights of indigenous and rural adolescents, especially girls, and respond to their needs by preventing pregnancy, addressing mental health concerns and providing a protective environment from violence by providing quality, gender-sensitive, and culturally adapted health, education and protection services.

#### PROJECT BENEFICIARIES

- 31,082 adolescents (approximately 15,230 girls)
- 100 health personnel from 10 health care establishments

- 72 principals and teachers in 24 schools
- 14,000 families of adolescent beneficiaries

## ADOLESCENTS IN HUANCVELICA AND UCAYALI\*

- In Huancavelica, 64.1% of adolescents used a health service. Of these, 54.2% accessed the adolescent comprehensive health care plan.
- Only 36.3% of adolescents who accessed that comprehensive health care plan were screened for nutritional status and only 53.8% were screened for violence.
- 57.2% of adolescents in Huancavelica complete secondary school, and 14.1% of adolescent girls there are either pregnant or already mothers.
- In Ucayali, 40,935 adolescents used an outpatient health service. Of these, only 12.7% initiated an adolescent comprehensive health care package, and just 4.4% completed it.
- 58.2% of adolescents in Ucayali complete secondary school, and 20.2% of adolescent girls are either pregnant or already mothers.

\*Data is from 2018.

## SPECIFIC STRATEGIES

- Develop and/or update adolescent health care guidelines and/or protocols (e.g., the active identification of cases of violence against children) with the active participation of adolescents, especially girls.
- Implement an in-service training program for health care and other service providers in adolescent health. The five training modules are: adolescent sexual and reproductive health; adolescent mental health; nutrition; gender and adolescent health; and effective management of adolescent health services.
- Carry out a communication strategy to improve adolescents' access to information and services related to their health and integral development.
- Strengthen communication and referral mechanisms between health and protection services in project areas.
- Build the capacity of health personnel to provide adequate response to cases of sexual violence.
- Implement strategies that promote a healthy lifestyle and environment in secondary schools, including advocacy activities to ensure that health promotion is being prioritized within the school's annual plans, high-quality reproductive health education, technical assistance and support for the implementation of the Health Kiosk Guidelines, and the development of plans to improve

school environments (e.g., clearing fields for recreational spaces, improving toilets, etc.).

- Design, evaluate and implement methodologies for violence prevention in schools, with an emphasis on violence experienced by girls in project regions.
- Develop a diagnostic and monitoring tool for school coexistence and violence prevention in project schools.
- Train school principals and teachers on response protocols to in-school violence, and disseminate in-school violence reporting mechanisms amongst the education community.
- Strengthen mechanisms to implement administrative sanctions at the national and sub-national levels for in-school violence committed by adults.

## **EXPECTED OUTCOMES**

- 10% increase in number of adolescents screened for mental health problems in project health facilities.
- 5% increase in number of adolescents with comprehensive health care in project health facilities.
- 100 health care professionals receive training on adolescent-friendly health care and how to provide adequate response to cases of sexual violence.
- 10 health facilities are trained to respond to cases of physical, psychological or sexual violence in coordination with other services.
- Eight project schools provide students with health promotion activities related to mental or sexual health and nutrition.
- 24 schools provide health promotion activities that promote healthy lifestyles and environments and implement validated physical, sexual and gender-based violence prevention and school-based response strategies.
- 72 principals and teachers are trained to recognize violence and implement violence response protocols using reporting mechanisms.

# Strengthening Response to Gender-Based Violence Survivors in Papua New Guinea and Timor-Leste

## LOCATION

Papua New Guinea and Timor-Leste

## PARTNER

UNFPA

## FUNDING

US\$1,000,000 (9% administrative cost)

## GOAL

All women and girls in Papua New Guinea (PNG) and Timor-Leste live life free from violence.

## OBJECTIVE

Women and girls who experience violence use quality essential services for long-term recovery from violence in Papua New Guinea and Timor-Leste.

## BACKGROUND

Gender-based violence (GBV) is an umbrella term for any harmful act that is perpetrated against a person's will and that is based on socially ascribed differences between males and females. It includes acts that inflict physical, sexual and mental harm or suffering, threats of such acts, coercion, and other deprivation of liberty.

Despite growing awareness of GBV as a life-threatening violation of human rights, poor quality of services and lack of coordination among multiple response sectors have been a major impediment for effective response to GBV in Asia and the Pacific region.

Strengthening National Capacities of Health Sector in Papua New Guinea and Timor-Leste to Deliver Survivor-Centered Response to Gender-Based Violence Survivors will focus on two countries in the region with the highest level of lifetime prevalence of intimate partner violence—PNG (68%) and Timor-Leste (59%). This initiative will build on the strong global and regional evidence base on what works for effective response to GBV.

## PROJECT BENEFICIARIES

The project will serve approximately 418,067 beneficiaries in PNG and 100,350 beneficiaries in Timor-Leste. Service providers such as doctors

and especially midwives will be primary beneficiaries.

## **GBV IN PAPUA NEW GUINEA AND TIMOR-LESTE**

- The magnitude of GBV in PNG is considered to be of epidemic proportions. In a recent study, 68% of women reported having experienced some form of physical and/or sexual violence in their lifetime.
- A 2012 study of male perpetration of violence conducted in the Autonomous Region of Bougainville, PNG, found that 87.6% of men admitted to physical, emotional and/or economic abuse against their intimate partner.
- GBV remains one of the most pervasive human rights concerns in Timor-Leste, with almost two out of every three women (15-49 years) reporting having experienced intimate partner violence in their lifetime.
- In Timor-Leste, tolerance for GBV is high with more than three of four women and men believing a man is justified in physically beating his wife.

## **SPECIFIC STRATEGIES**

- Conduct assessment of health sector's capacity to respond to GBV cases in select sites.
- Develop an in-service training package for health service providers on health sector response to GBV based on World Health Organization (WHO) curriculum for health workers to respond to GBV.
- Conduct cascade training to build capacities of health staff, including related to confidentiality and delivering targeted services for distinct groups of women and girls.
- Establish, within prioritized health facilities in Timor-Leste, spaces to provide LIVES (Listen, Inquire, Validate, Enhance Safety and Support) and other components of essential health service package as required ensuring confidentiality and privacy.
- Provide technical assistance through development of teaching aid materials to integrate content about the identification of, response to and referral of GBV in pre-service curriculum building on WHO guidelines and tools.
- Strengthen health care providers' participation in GBV referral pathways and case management system to ensure a strong multi-sectoral response to GBV in all project sites.
- Expand Family Support Centers for provision of comprehensive GBV response services in three provinces of PNG.
- Conduct research on the implementation of health sector guidelines to address GBV in PNG and Timor-Leste.
- Organize joint trainings of multi-sectoral GBV response teams in

project sites on survivor centered case management and referral.

- Plan community awareness activities on the health impact of GBV and the availability of services, including health services.
- Develop informational brochures on GBV referral pathway with contact information of GBV response service providers per project site.
- Conduct action research on implementation of the survivor-centered health sector response and its impact.

## **EXPECTED OUTCOMES**

- Health service providers at national and sub-national levels in selected sites in Papua New Guinea and Timor-Leste will have the knowledge and capacity to deliver quality essential health services to GBV survivors in line with global guidelines.
- Relevant government authorities at national and sub-national levels in Papua New Guinea and Timor-Leste will have the capacity to establish a multi-sectoral GBV coordination mechanism.
- All project sites have functional referral paths established in line with global guidelines.
- At least 70% of project-trained health practitioners demonstrate an 80% increase in knowledge on survivor-centered principles for GBV response.

# Let Us Learn Madagascar

## LOCATION

Madagascar

## PARTNER

UNICEF USA

## FUNDING

US\$500,000 (9% administrative cost)

## FUNDING HISTORY

From 2016–2020, Zonta International contributed US\$2,000,000 to UNICEF USA to support this project.

## GOAL

Address education and gender inequity in Madagascar through approaches targeted toward adolescent girls.

## SPECIFIC OBJECTIVES

- Ensure that more children, particularly girls (who drop out at higher levels in the post-primary level) have access to post-primary education and stay in school.
- Ensure that Madagascar's education system has the capacity to offer quality teaching for enhanced learning outcomes.

## PROJECT OVERVIEW

Let Us Learn is an integrated education program that is creating opportunities for vulnerable and excluded children, particularly girls, in Madagascar.

The program will be implemented in the Androy and Atsimo Andrefana regions and will support children as they transition from primary to lower secondary school.

Nationwide, one in four children aged 6–10 does not attend primary school and one in three children aged 11–14 does not attend lower secondary school. By providing vulnerable girls with opportunities to realize their right to an education in a secure and protective environment, Let Us Learn aims to reduce poverty and ultimately empower Madagascar's next generation of female leaders.

Let Us Learn's comprehensive approach engages multiple sectors—including education, social protection, child protection and sanitation—to address the systemic challenges faced by adolescents, particularly girls, in the two targeted regions.

## PROGRESS

The project has seen the following results since Zonta International started supporting it in 2016:

- 1,564 households, caring for 4,793 children under 18, received a conditional cash transfer.
- 72,000 students (36,585 girls) learned in classes facilitated by more than 3,000 teachers supported through trainings or teaching materials.
- 200 children benefited from four new classrooms.
- Approximately 16,800 community members were engaged on the importance of post-primary education, the risks and disadvantages related to early marriage and other child protection issues.
- 88 children's clubs were established to promote children's rights in lower secondary schools.
- 937 out-of-school children benefited from catch-up classes and returned to school.
- 396 teachers in 109 lower secondary schools in Atsimo Andrefana had their teaching practices strengthened during visits by 27 pedagogical support providers.

## PROJECT BENEFICIARIES

A total of 45,214 children (52% girls) will benefit from the program over the next two years:

- Around 100 children will learn in two new classrooms, which will be complete with latrines, a water point, and equipment.
- 750 households will benefit from conditional cash transfers.
- 700 children (at least 50% girls) will be reintegrated into school after attending catch-up classes.
- 3,500 children will have increased knowledge of life skills that support their well-being and healthy development.
- 152 school directors will be trained to better support teachers and improve students' learning outcomes.

## SPECIFIC STRATEGIES

- Construct two classrooms—complete with latrines, a water point and equipment—to improve the learning environment and increase access to post-secondary education.
- Identify out-of-school children at the lower secondary level and provide them with alternative schooling so they can catch up with their peers and reintegrate into the formal school system.
- Provide monthly or bi-monthly cash transfers to the female head of the household to allow families to meet basic needs like food, water and medicines, thereby reducing the multiple deprivations

they face, as well as freeing up other household income to support education costs.

- Address the issue of violence in schools and the interlinkages between violence in communities and violence in schools through child protection activities.
- Continue training support for teachers and school personnel on child rights.
- Establish one children's club per school and train club leaders to implement action plans for awareness sessions on child rights/child protection in schools and communities.
- Support the adoption of a code of conduct against violence at the region level.
- Strengthen the referral and intake services for children who are victims of violence, both in schools and in the community.
- Train pedagogical advisers, trainers and school principals so they can provide efficient and result-based pedagogical support to teachers.
- Distribute learning and teaching materials in schools that are in line with curriculum reform.
- Provide local training and formative supervision of teachers by trained trainers and educational staff, including on sexual and reproductive health and life skills.
- Support effective application of annual work plans and the production of regional statistical yearbooks, essential monitoring, and evaluation mechanisms via UNICEF's regional technical assistants (field-based officers).
- Support Life Skills Sessions that guide adolescents in discussions to help them adopt practices to prevent violence, protect themselves and their peers, and succeed in school.

## **EXPECTED OUTCOMES**

- 100 schools will receive pedagogical materials annually.
- 100 school principals will be trained.
- 100 follow-up monitoring visits and activities will be conducted by the pedagogical support officers.
- Eight school districts will be supported to implement a code of conduct against violence in schools and to develop a functional intake and referral mechanism for child victims of violence and exploitation.
- 114 children's clubs will be established to implement plans of action to raise awareness in their schools and communities about the issue of violence.
- 1,600 children at risk and victims of violence and exploitation in schools and communities will benefit from medical, legal, or social support.

# Global Programme to End Child Marriage

## LOCATION

Bangladesh, Burkina Faso, Ethiopia, Ghana, India, Mozambique, Nepal, Niger, Sierra Leone, Uganda, Yemen and Zambia

## PARTNERS

UNICEF USA and UNFPA

## FUNDING

US\$1,500,000 (9% administrative cost)

## FUNDING HISTORY

Prior to this biennium, Zonta International committed US\$2,000,000 to UNFPA and UNICEF via UNICEF USA to support Phase I of the project.

## BACKGROUND

Child marriage is globally recognized as a harmful practice and a human rights violation. Despite laws against it, the practice remains widespread and can be found in cultures, religions, ethnicities and countries around the world. Globally, 21% of girls are married before they turn 18, robbing them of their childhood.

Ending child marriage requires addressing, over a period of time, the complex sociocultural and structural factors underpinning the practice. As a result, the Global Programme to End Child Marriage was designed to cover 15 years through 2030. During this time, the priority remains on engaging adolescent girls as key agents of change in the following 12 countries with high prevalence of child marriage: Bangladesh, Burkina Faso, Ethiopia, Ghana, India, Mozambique, Nepal, Niger, Sierra Leone, Uganda, Yemen and Zambia.

## OVERALL GOALS OF PHASE II

1. Elevate the voice and agency of adolescent girls by:
  - Empowering marginalized adolescent girls through life skills and knowledge building.
  - Promoting gender equality in girls' families and communities.
2. Increase resources and opportunities for adolescent girls and their families by:
  - Strengthening education, health and child protection systems.
  - Addressing the ways that poverty drives the practice of child marriage.

3. Enhance legal and political action to prevent child marriage and to support married, divorced or widowed adolescent girls by:
  - Helping governments strengthen their plans to end child marriage.
  - Building the capacity of governments to make data-driven decisions and implement evidence-driven programs.

## PROGRESS

During Phase I, the Global Programme surpassed its targets, reaching millions of people in the 12 program countries with interventions designed to end child marriage. The following progress was made:

- 8.7 million girls were reached through 2019.
- 46,000 service delivery points have improved services for adolescent girls.
- 5.3 million community members were reached with community dialogue on ending child marriage.
- 8,000 schools improved quality of girls' education.
- 11 of the 12 countries have national strategies addressing child marriage, out of which six are budgeted and implemented.
- More than 125 studies have been conducted to inform programing and policy making.

## SPECIFIC STRATEGIES

1. Create and expand opportunities for the empowerment of adolescent girls.
  - a. Improve literacy and provide girls with information about sexual reproductive health, financial competencies, gender equality and building healthy relationships.
  - b. Provide support to adolescent girls to help them enroll and remain in school.
2. Promote a supportive and gender equal environment.
  - a. Engage men and boys in gender equality work, challenging toxic masculinities and empowering them to become agents of positive change.
  - b. Engage families, communities, traditional and religious leaders, and other influencers in dialogue and consensus-building programs on alternatives to child marriage (including education), the rights of adolescent girls and gender equality.
3. Strengthen governance to prevent child marriage.
  - a. Provide technical support to governments in order to help them enact, enforce and uphold laws and policies that are

in line with international human rights standards aimed at preventing child marriage.

- b. Work with key ministries responsible for the implementation of the national child-protection system.
4. Enhance sustainability and impact of child marriage programs.
    - a. Increase the generation, sharing and use of robust data and evidence on adolescent girls for advocacy, programming, learning and tracking progress.
  5. Build partnerships.
    - a. Partner with governments and organizations to ensure that social protection, poverty reduction and economic empowerment programs and services are adolescent-friendly, gender-responsive, and reaching the most vulnerable adolescent girls and their families.
    - b. Support women's organizations and youth-led organizations to mobilize the voices of marginalized girls, challenge harmful social norms, and promote gender equality.

## EXPECTED OUTCOMES

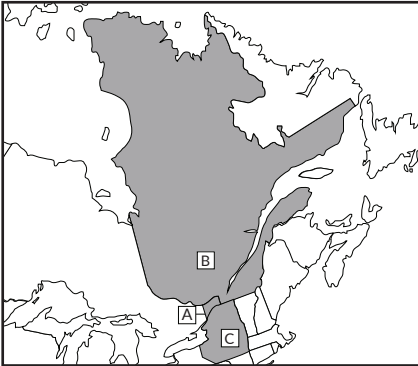
- Marginalized adolescent girls improve their knowledge, skills and attitudes on their rights, relationships, sexual and reproductive health, and financial literacy, including in humanitarian contexts.
- Adolescent boys, families, traditional and religious leaders, community groups and other influencers demonstrate more gender-equitable attitudes and support for girls' rights.
- Education, health, child protection and gender-based violence systems increase capacity to deliver coordinated, quality programs and services that meet the needs of adolescent girls and their families, including in humanitarian contexts.
- National and sub-national social protection, poverty reduction and economic empowerment programs and services increase capacity to respond to the needs of the poorest adolescent girls and their families, including in humanitarian contexts.
- Governments increase capacity to coordinate and implement national and sub-national action plans and systems to end child marriage.
- Governments and NGOs increase capacity to generate, disseminate and use quality and timely evidence to inform policy and program design, track progress and document lessons.

# District Maps



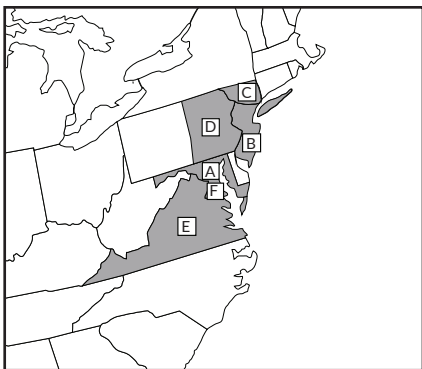
## DISTRICT 1

- |   |                     |   |                    |
|---|---------------------|---|--------------------|
| A | Nova Scotia, Canada | D | Massachusetts, USA |
| B | Connecticut, USA    | E | New Hampshire, USA |
| C | Maine, USA          | F | Vermont, USA       |



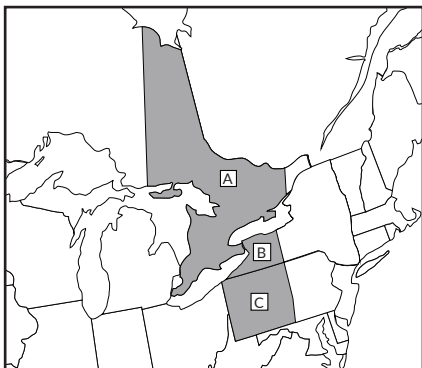
## DISTRICT 2

- |   |                 |
|---|-----------------|
| A | Ontario, Canada |
| B | Quebec, Canada  |
| C | New York, USA   |



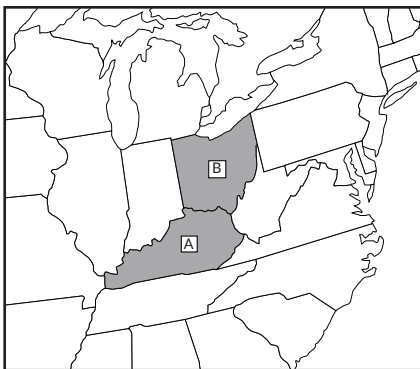
**DISTRICT 3**

- |   |                 |   |                       |
|---|-----------------|---|-----------------------|
| A | Maryland, USA   | D | Pennsylvania, USA     |
| B | New Jersey, USA | E | Virginia, USA         |
| C | New York, USA   | F | Washington, D.C., USA |



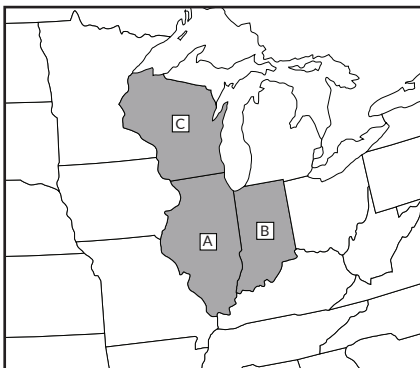
**DISTRICT 4**

- |   |                   |
|---|-------------------|
| A | Ontario, Canada   |
| B | New York, USA     |
| C | Pennsylvania, USA |



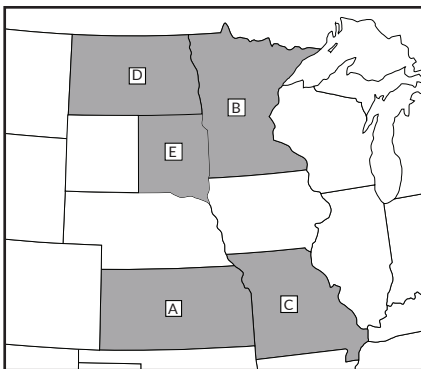
**DISTRICT 5**

- A Kentucky, USA
- B Ohio, USA



**DISTRICT 6**

- A Illinois, USA
- B Indiana, USA
- C Wisconsin, USA



**DISTRICT 7**

- |   |                |   |                   |
|---|----------------|---|-------------------|
| A | Kansas, USA    | D | North Dakota, USA |
| B | Minnesota, USA | E | South Dakota, USA |
| C | Missouri, USA  |   |                   |



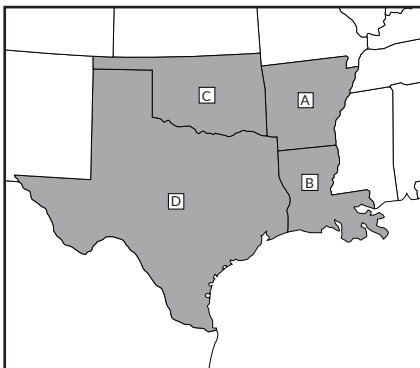
**DISTRICT 8**

- |   |                          |   |                 |
|---|--------------------------|---|-----------------|
| A | British Columbia, Canada | D | Oregon, USA     |
| B | Alaska, USA              | E | Washington, USA |
| C | Idaho, USA               |   |                 |



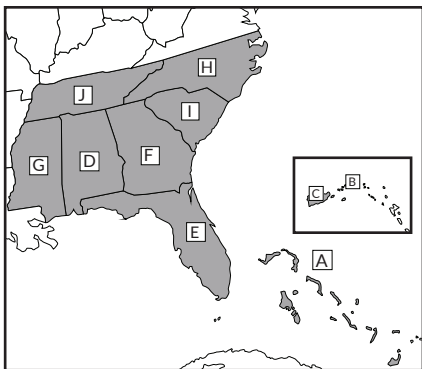
### DISTRICT 9

- |   |                 |   |             |
|---|-----------------|---|-------------|
| A | Arizona, USA    | D | Nevada, USA |
| B | California, USA | E | Utah, USA   |
| C | Hawaii, USA     |   |             |



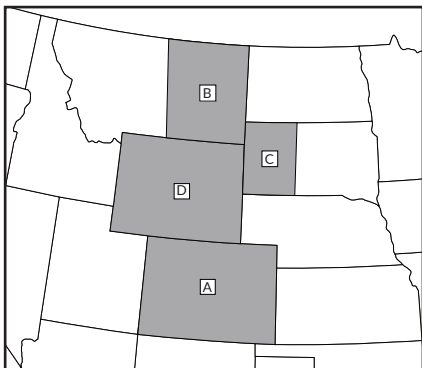
### DISTRICT 10

- |   |                |   |               |
|---|----------------|---|---------------|
| A | Arkansas, USA  | C | Oklahoma, USA |
| B | Louisiana, USA | D | Texas, USA    |



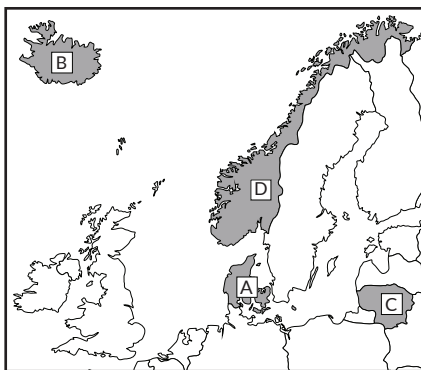
**DISTRICT 11**

- |   |                        |   |                     |
|---|------------------------|---|---------------------|
| A | Bahamas                | F | Georgia, USA        |
| B | British Virgin Islands | G | Mississippi, USA    |
| C | Puerto Rico            | H | North Carolina, USA |
| D | Alabama, USA           | I | South Carolina, USA |
| E | Florida, USA           | J | Tennessee, USA      |



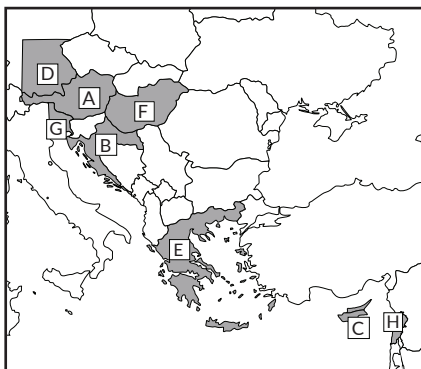
**DISTRICT 12**

- |   |                   |
|---|-------------------|
| A | Colorado, USA     |
| B | Montana, USA      |
| C | South Dakota, USA |
| D | Wyoming, USA      |



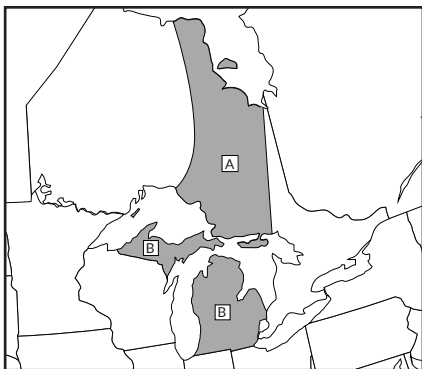
**DISTRICT 13**

- A Denmark
- B Iceland
- C Lithuania
- D Norway



**DISTRICT 14**

- A Austria
- B Croatia
- C Cyprus
- D Germany
- E Greece
- F Hungary
- G Italy
- H Lebanon



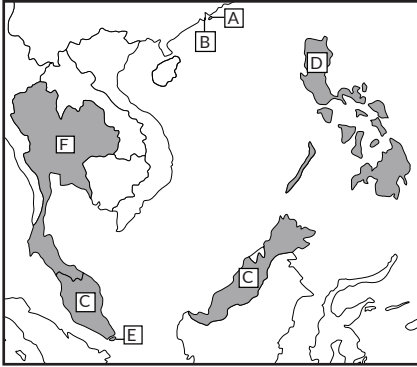
**DISTRICT 15**

- A Ontario, Canada
- B Michigan, USA



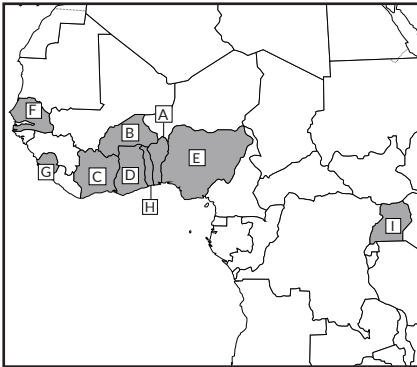
**DISTRICT 16**

New Zealand



**DISTRICT 17**

- |             |               |
|-------------|---------------|
| A Hong Kong | D Philippines |
| B Macau     | E Singapore   |
| C Malaysia  | F Thailand    |



**DISTRICT 18**

- |                 |                |
|-----------------|----------------|
| A Benin         | F Senegal      |
| B Burkina Faso  | G Sierra Leone |
| C Côte d'Ivoire | H Togo         |
| D Ghana         | I Uganda       |
| E Nigeria       |                |



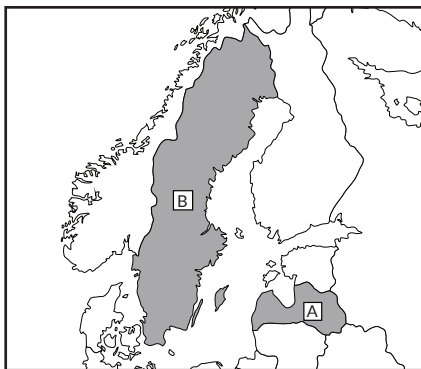
**REGION SOUTH AMERICA**

- A Chile
- B Uruguay



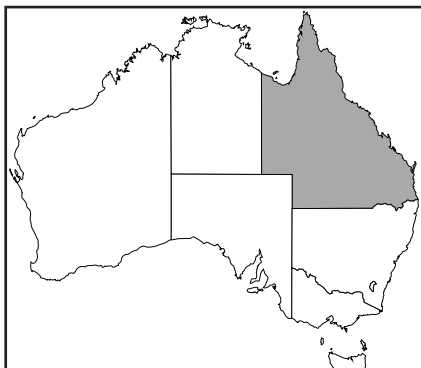
**DISTRICT 20**

- A Estonia
- B Finland



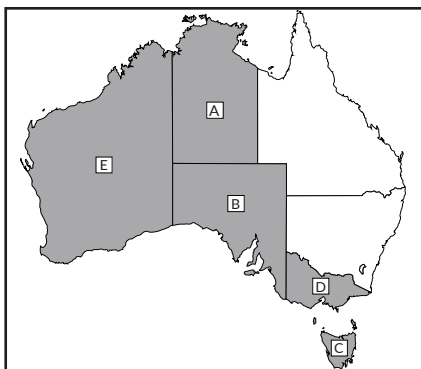
**DISTRICT 21**

- A Latvia
- B Sweden



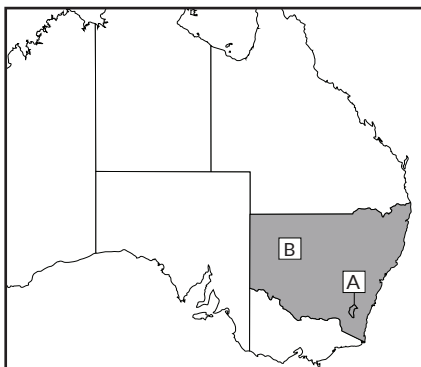
**DISTRICT 22**

Queensland, Australia



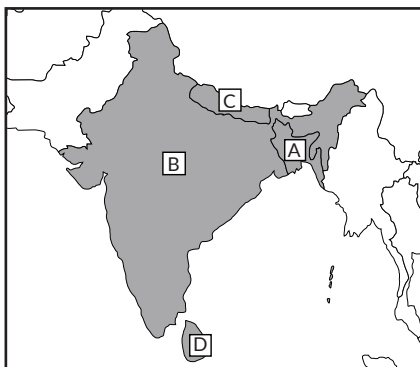
### DISTRICT 23

- A Northern Territory, Australia
- B South Australia, Australia
- C Tasmania, Australia
- D Victoria, Australia
- E Western Australia, Australia



### DISTRICT 24

- A Australian Capital Territory, Australia
- B New South Wales, Australia  
(except Albury-Wodonga Inc  
and Northern Rivers Inc)



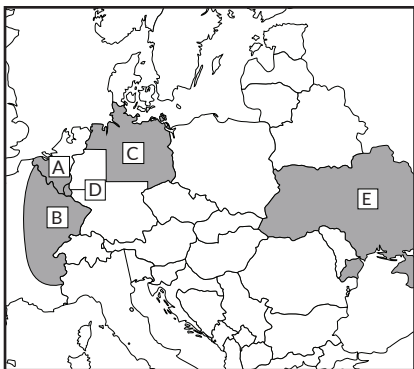
**DISTRICT 25**

- A Bangladesh
- B India
- C Nepal
- D Sri Lanka



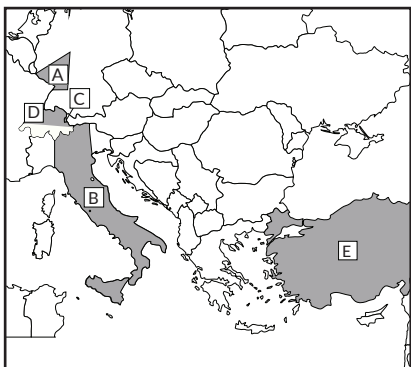
**DISTRICT 26**

Japan



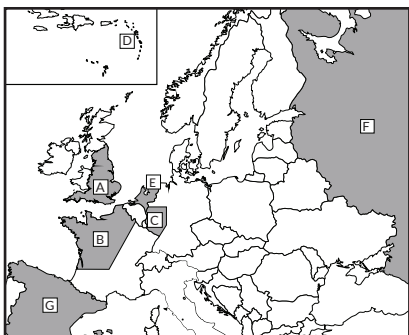
**DISTRICT 27**

- |   |         |   |            |
|---|---------|---|------------|
| A | Belgium | D | Luxembourg |
| B | France  | E | Ukraine    |
| C | Germany |   |            |



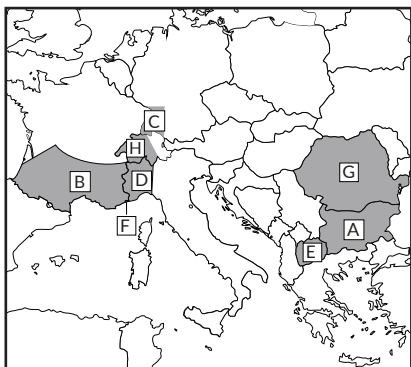
**DISTRICT 28**

- |   |               |   |             |
|---|---------------|---|-------------|
| A | Germany       | D | Switzerland |
| B | Italy         | E | Turkey      |
| C | Liechtenstein |   |             |



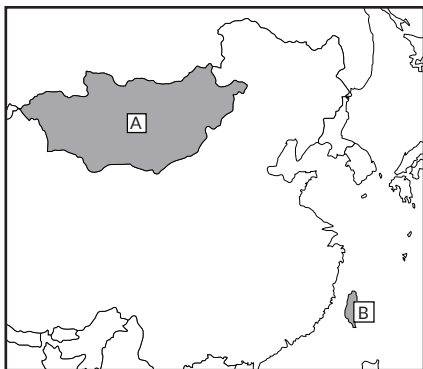
### DISTRICT 29

- |   |            |   |             |
|---|------------|---|-------------|
| A | England    | E | Netherlands |
| B | France     | F | Russia      |
| C | Germany    | G | Spain       |
| D | Guadeloupe |   |             |



### DISTRICT 30

- |   |          |   |                        |
|---|----------|---|------------------------|
| A | Bulgaria | E | Macedonia, Republic of |
| B | France   | F | Monaco                 |
| C | Germany  | G | Romania                |
| D | Italy    | H | Switzerland            |



**DISTRICT 31**

- A Mongolia
- B Republic of China (Taiwan)



**DISTRICT 32**

South Korea

## 2020-2022 International Leadership

### Zonta International and Zonta Foundation for Women Boards

#### President

**Sharon Langenbeck**  
Zonta Club of Santa Clarita Valley,  
USA

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**Ute Scholz**  
Zonta Club of Verden, Germany

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**Salla Tuominen**  
Zonta Club of Helsinki I, Finland

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Zonta Club of Saginaw, USA

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Zonta Club of Portland, USA

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Zonta Club of Cotonou, Benin

**Souella Cumming**  
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Zonta Club of Kitakyushu, Japan

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**Ina Waesserling**  
Zonta Club of Erfurt, Germany

#### **Risk Manager**

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Zonta Club of Manawatu,  
New Zealand

# Zonta International Committee Chairmen

## Advocacy

**Teresa Lin**

Zonta Club of New Territories,  
Hong Kong

## Amelia Earhart Fellowship

**Holly Anderson**

Zonta Club of Toronto, Canada

## Bylaws and Resolutions

**Sonja Hönig Schough, PIP**

Zonta Club of Kungsbacka,  
Sweden

## Convention

**Dianne Curtis, PIP**

Zonta Club of Santa Clarita  
Valley, USA

**Ellen Karo**

Zonta Club of New York, USA

## Council of Europe

**Anita Schnetzer-Spranger**

Zonta Club of Mainz, Germany

## Finance

**Bridget Masters**

Zonta Club of Colorado North  
Forty, USA

## Investment

**Barbara Crabtree**

Zonta Club of Dallas, USA

**Jane M. Klausman**

## Women in Business Scholarship

**Margo Sheridan**

Zonta Club of Myrtle Beach, USA

## Leadership Development

**Lynne Foley**

Zonta Club of Brisbane City  
Heart, Australia

## Membership

**Karen Pati**

Zonta Club of Sanibel-Captiva,  
USA

## Public Relations and Communications

**Barbara A. Hastings**

Zonta Club of Hilo, USA

## Service

**Catherine McEwan**

Zonta Club of London, England

## United Nations

**Pamela Morgan**

Zonta Club of Essex County, USA

## Women in Technology Scholarship

**Monica de la Cerda**

Zonta Club of Houston, USA

## Young Women in Public Affairs Award

**Janet Hope**

Zonta Club of Hibiscus Coast  
Area, New Zealand

## Z Clubs and Golden Z Clubs

**Farhana Rahman**

Zonta Club of Dhaka I, Bangladesh

# Zonta Foundation for Women Committee Chairmen

## Development

Mary Ann K. Rubis

Zonta Club of Quaboag Valley, USA

## Endowment

Jacqueline Beaudry

Zonta Club of Milwaukee, USA

## Finance, Audit and Risk

Joanne Puopolo

Zonta Club of Malden, USA

## Investment

Barbara Crabtree

Zonta Club of Dallas, USA



## Governors

### District 1

**Beatrice Schori**

Zonta Club of Halifax, Canada

### District 2

**Theresa Harris**

Zonta Club of Skaneateles, USA

### District 3

**Patricia Latona**

Zonta Club of New York, USA

### District 4

**Janice Durmis**

Zonta Club of Erie, USA

### District 5

**Sarojini Rao**

Zonta Club of Cleveland, USA

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**Anna Weselak**

Zonta Club of Oak Brook, USA

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Zonta Club of St. Cloud, USA

### District 8

**Maggie Calica**

Zonta Club of Anchorage, USA

### District 9

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Zonta Club of Burbank Area, USA

### District 10

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### District 11

**Charlene Adams Thomas**

Zonta Club of Montgomery, USA

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Zonta Foothills Club of Boulder County, USA

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**Jane Bordal**

Zonta Club of Oslo I, Norway

### District 14

**Isabel Christin Rameil**

Zonta Club of Aschaffenburg, Germany

### District 15

**DeAnna Cambridge**

Zonta Club of Michigan Capitol Area, USA

### District 16

**Desirae Kirby**

Zonta Club of Rotorua, New Zealand

### District 17

**Chavali Pamela "Pam"**

**Osathanugrah**

Zonta Club of Bangkok II, Thailand

### District 18

**Ore Awoonor-Renner**

Zonta Club of Freetown, Sierra Leone

### Region South America

**Myriam Morgado Gómez**

Zonta Club of Viña Del Mar, Chile

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**Raisa Valve**

Zonta Club of Lahti, Finland

### District 21

**Annika Bränström**

Zonta Club of Sundsvall, Sweden

### District 22

**Bridget Mather**

Zonta e-Club of Queensland Inc,  
Australia

### District 23

**Sandra Burns**

Zonta Club of Perth Inc, Australia

### District 24

**Karen Tromp**

Zonta Club of Armidale Inc,  
Australia

### District 25

**Erick Elavia**

Zonta Club of Bombay I, India

### District 26

**Noriko Okazawa**

Zonta Club of Otsu, Japan

### District 27

**Ann Naets**

Zonta Club of Waasland, Belgium

### District 28

**Annemarie Loosli-Locher**

Zonta Club of Schaffhausen,  
Switzerland

### District 29

**Monika Geise**

Zonta Club of Münster, Germany

### District 30

**Fabienne Moulin-Clément**

Zonta Club of Sion-Valais,  
Switzerland

### District 31

**Vivienne Shen**

Zonta Club of Hsin Chu,  
Republic of China (Taiwan)

### District 32

**Kyunghee Song**

Zonta Club of Seoul II-Han Yang,  
South Korea



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