

Location	Present Wording	Proposed Wording	Rationale	Not
Article II, Objects, (b) P 4	The objects of Zonta International shall be: (a) To improve the legal, political, economic, educational, health, and professional status of women at the global and local level through service and advocacy. (b) To work for the advancement of understanding, goodwill, and peace through a world fellowship of executives in business and the professions.	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.	The word "members" is more inclusive. Criteria for membership are given in Article XIV, Section 2, and Zonta membership is for life except as otherwise provided in the bylaws.	
Article IV, Members, SECTION 2. Zonta Clubs. PP 4-5	A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and provided it has elected officers, is represented by the number of classifications specified in Section 2.(b), has the minimum charter membership, and has met any other requirements established by the Zonta International Board of Directors.	A club shall be accepted as a member of Zonta International and issued a charter if it has paid dues and fees, and provided it has elected officers, is represented by the number of classifications specified in Section 2.(b), has the minimum charter membership 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.	The first addition ensures that a Zonta club will only be formed in a new country that has been previously approved the ZI Board. The second addition indicates where the guidelines for the organization of clubs can be found.	
Article IV, Members, SECTION 2. Zonta Clubs. (b) Diversity of Classifications P 5	(b) Diversity of Classifications. (1) Each club shall have members in a variety of classifications. The minimum number of classifications shall equal one-fourth (1/4) the total number of members in the club. No club shall be required to have members in more than twenty-five (25) classifications. (2) A club which fails to maintain the required diversity of classifications shall have ten (10) months to increase the number of classifications to the required amount. This period may be extended by the governor.	(b) Diversity of Membership. (1) Each club shall have members in a variety of classifications, described in the Zonta International Club Manual and the Zonta International Marian de Forest Membership Manual. (2) Clubs shall have a membership composition that is inclusive, diverse and reflective of the Objects of Zonta International.	Enforcing the minimum number of classifications in section 2 (b)(1) is not the current practice in a majority of clubs, and the revision amendment seeks to remove this and informs members that information on classifications can be found in the Zonta International Club Manual and the Zonta International Marian de Forest Membership Manual. The amendment of section 2(b)(2) reflects the need for membership diversity in accordance with the Objects of Zonta International.	
Article IV, Members, SECTION 2. Zonta Clubs. (c) Termination P 5	Club membership in Zonta International may be terminated if the club has failed to: (1) Pay club dues or other financial obligations to Zonta International. (2) Meet quarterly, and function as a Zonta unit. (3) Maintain the required diversity of classifications specified in Section 2.(b). In the event of termination, all legal debts 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.	Club membership in Zonta International may be terminated if the club has failed to: (1) Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues. (2) Meet at least quarterly, and (3) Function as a Zonta club. 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 sent to the governor of the district.	The amendment allows the enforcement of payment of all dues, whether to International, the district or area. The revision amendment also clarifies that clubs may meet more than quarterly, such as on a monthly basis. The member of Zonta International is a club, not a unit. The specific diversity requirements have been removed from Section 2.(b), and the reference must be deleted here. Archives are important to the history of Zonta and should be preserved, even if the club is disbanded.	

<p>Article IV, Members, SECTION 2. Zonta Clubs. (d) Disbandment PP 5-6</p>	<p>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 shall be disbursed as provided in Section 2.(c) above.</p>	<p>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.</p>	<p>It is important to preserve the history of Zonta. The history is contained in archives. The amendment is necessary to be consistent with Article IV, Members, SECTION 2. Zonta Clubs. (c) Termination.</p>
<p>Article V, Dues and Fees, SECTION 2. Zonta International Dues and Fees (U.S. dollars). P 6</p>	<p>Dues and fees shall be determined by two-thirds (2/3) vote of the voting members at convention</p>	<p>Zonta International dues and fees (in U.S. dollars) shall be determined by two-thirds (2/3) vote of the voting members present and voting at convention and shall be payable in accordance with the Rules of Procedure of Zonta International.</p>	<p>The amendment makes clarifications and specifies that votes are based on the number of voting members actually voting. Payment details and methods are procedural matters and should be included in the Rules of Procedure of Zonta International.</p>
<p>Article V, Dues and Fees, SECTION 3. Per Capita Dues. P 6</p>	<p>On 1 June of each year each club shall pay to Zonta International per capita dues in U.S. dollars as established at convention based upon club membership as of 1 June. The report of membership as of 1 June shall accompany the annual remittance of dues. For members admitted from 1 June through 30 November, clubs shall pay full year per capita dues to Zonta International; for members admitted from 1 December through 31 May, clubs shall pay one-half (1/2) the per capita dues to Zonta International.</p>	<p>Deleted</p>	<p>The deletion removes procedural details relating to dues payment from the bylaws and identifies in amended Article V, Dues and Fees, SECTION 2. that these shall be in the Rules of Procedure of Zonta International.</p>
<p>Article V, Dues and Fees, SECTION 4. New Member/Charter Member/Reinstated Member Fee. P 6</p>	<p>Each club shall pay to Zonta International a fee in U.S. dollars for each new member, charter member or reinstated member.</p>	<p>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.</p>	<p>The amendment clarifies that a club does not need to pay to Zonta International a fee when a current member transfers to another club during the year.</p>
<p>Article V, Dues and Fees, SECTION 5. Z Club and Golden Z Club Charter and Renewal Fee. P 6</p>	<p>The sponsoring Zonta club shall pay a charter fee for a Z Club or Golden Z Club in U.S. dollars and shall pay an annual renewal fee in U.S. dollars to register all of its existing Z Clubs or Golden Z Clubs of which it has been the sponsor. The renewal fee shall be used toward the administration of the Z Club program of Zonta International.</p>	<p>The sponsoring Zonta club shall pay a charter fee and an annual renewal fee for its Z Clubs International, in accordance with Rules of Procedure of Zonta International.</p>	<p>The names of Z and Golden Z clubshave been reviewed and a replacement was selected after contest entries were reviewed. The name "Z Clubs International" was selected to better align with the Zonta International name</p>
<p>Article V, Dues and Fees, SECTION 6. Extension or Adjustment of Payment. P 7</p>	<p>The Zonta International Board shall have the power to adjust the payment of per capita dues and fees and grant extensions of time for payment.</p>	<p>Only the Zonta International Board may temporarily waive dues and fees.</p>	<p>The amendment clarifies that only the Zonta International Board may temporarily waive dues and fees.</p>

<p>Article V, Dues and Fees, SECTION 7. Nonpayment of Dues and Fees. P 7</p>	<p>Unless payment is temporarily waived by the Zonta International Board, headquarters shall notify the appropriate governor, president and treasurer of all clubs in arrears for dues and fees that unless their financial obligations are met within forty-five (45) days after due date, the club shall forfeit its membership. After another forty-five (45) days, headquarters shall notify the appropriate governor, president and treasurer of each club still in arrears that the club has forfeited its membership through nonpayment of dues and fees. By a two-thirds (2/3) vote of the Zonta International Board, such a club may be reinstated to membership upon payment of the amounts owed at the time its membership ceased, together with the dues and fees of the current year.</p>	<p>Procedures relating to nonpayment of dues and fees are specified in the Rules of Procedure of Zonta International.</p>	<p>Following best practices, details and consequences relating to nonpayment of dues and fees will be in the Rules of Procedure of Zonta International.</p>
<p>Article V, Dues and Fees, SECTION 8. Emergency Assessment. P 7</p>	<p>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 sixty (60) days of the mailing date. Each club shall be entitled to one (1) vote. If, as of the last payment of annual dues, the membership of any club exceeds forty (40) members, the club shall be entitled to a second vote. If the membership exceeds eighty (80) members, the club shall be entitled to a third vote. (3) In either case, a majority vote of the voting members and proxies of the convention or of the mail ballots returned, shall be required to approve the assessment.</p>	<p>In case of emergency, the Zonta International Board or the convention may request a per capita payment in addition to dues. Rules for payment and payment approval are in the Rules of Procedure of Zonta International.</p>	<p>The amendment substitutes "payment" for the word "assessment", as the current word, assessment, has different meanings throughout the Zonta world. The procedure for determining the emergency payment shall be specified in the Rules of Procedure of Zonta International.</p>
<p>Article VI, Officers and Directors, SECTION 1. Officers. (d) Duties. (4) Treasurer/Secretary. P 9</p>	<p>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 these bylaws and the Zonta International Board.</p>	<p>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.</p>	<p>There are no other duties set forth in the bylaws for the treasurer, making the reference unnecessary and confusing</p>

Article VI, Officers and Directors, SECTION 2. Directors. (d) Duties. P 10	Zonta International directors may be assigned specific programs and/or responsibilities and such other duties as designated by the Zonta International president or the Zonta International Board.	Deleted	The provision is not specific and the duties of the entire Board are described in Article VII, Section 2.
Article VII, Zonta International Board, SECTION 2. Duties and Powers. (e). P 10	Approve the biennial budget and the audit. Ensure that a copy of the approved budget is mailed to district board members and club presidents.	Approve the biennial budget and the audit. Ensure that a copy of the approved budget is sent to district board members and club presidents.	Mailing may be construed as by ordinary mail. The revision allows providing the budget to the board and presidents by alternate and more efficient means, such as electronically. The word "mailed" is replaced with "sent," as suggested in Roberts Rules of Order Newly Revised (ed.11), which is the parliamentary authority for Zonta International.
Article VII, Zonta International Board, SECTION 2. Duties and Powers. (e). P 10	(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.	(f) Perform all other duties customarily performed by a board in accordance with these bylaws and sound business practices, and perform additional acts and exercise additional powers as may be required or authorized by applicable law.	The amendment removes operational duties, and replaces them with a new subsection (f), which is a general statement allowing the Zonta International Board to carry on customary duties in compliance with applicable laws and the bylaws of Zonta International. The general statement broadens the current subsection (h) and is necessary to avoid a circumstance that is not stated in the Zonta International Governing Documents. In accordance with best practices for nonprofit organizations, the more specific duties of the Zonta International Board shall be specified in the Zonta International Manual.
Article VII, Zonta International Board, SECTION 4. Emergency Powers. PP 10-11	In the event that extreme emergency prevents the holding of a convention, the Zonta International Board shall have the power to transact such business of Zonta International as may be necessary, and to submit to each club for a vote by mail any questions that may require action by the clubs.	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 all items that require action in accordance with Article X Section 1.	The amendment clarifies the voting procedure in the case where an extreme emergency prevents the holding of convention and is consistent with the convention voting as set forth in Article X Section 1, since not only clubs are voting members at convention.
Article VII, Zonta International Board, SECTION 5. Meetings. P 11	The Zonta International Board shall hold no fewer than five (5) and no more than seven (7) regular meetings during the biennium, the first of which shall be held immediately following the convention, the final meeting immediately prior to the convention. Special meetings may be held at the call of the president, or upon request of five (5) members of the Board.	The Zonta International Board shall hold no fewer than five (5) and no more than seven (7) regular meetings during the biennium, the first of which shall be held immediately following the convention, the final meeting immediately prior to the convention. Special meetings may be held at the call of the president, or upon request of five (5) members of the Board. 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.	Zonta is incorporated in the State of Illinois and must comply with state law. The amendment adds language required by the State of Illinois for nonprofit corporations allowing meetings via conference calls or electronically.

<p>Article VII, Zonta International Board, NEW SECTION 6. Notice of Meetings. (New Section)</p>	<p>Added</p>	<p>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 director 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 director; (iv) by facsimile transmission; or (v) by electronic mail. All such notices shall be given or sent to the director'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 director 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 fourteen (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</p>	<p>Zonta is incorporated in the State of Illinois and must comply with state law. The amendment adds language required by the State of Illinois for nonprofit corporations, which requires the form of notice to be specified in the bylaws.</p>	
<p>Article VII, Zonta International Board, NEW SECTION 7. Waiver of Notice. (New Section)</p>	<p>Added</p>	<p>The attendance of any director at any meeting shall constitute a waiver of notice of the meeting, except where a director 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.</p>	<p>The revision adds language that constitutes best practices for nonprofit organizations, allowing a board member to waive the notice requirement if notice was not properly given.</p>	
<p>Article VII, Zonta International Board, SECTION 9. Vote. P 11</p>	<p>SECTION 7. Vote. A majority vote of the entire Zonta International Board shall be required for action. SECTION 8. Mail/Telecommunication Voting. The Zonta International Board may transact business by mail, or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire Board.</p>	<p>SECTION 9. Vote. A majority vote shall be required for action, except for vote by mail which shall require a unanimous vote of the entire Board.</p>	<p>The amendment combines the sections and deletes a redundancy, since telecommunication voting is dealt with in Sections 5-7</p>	

<p>Article IX, Executive Director. P 12</p>	<p>The executive director shall be employed by the Zonta International Board to manage the headquarters office, to assist the Zonta International president and the Board in conducting the business of Zonta International, and to perform such other duties as are prescribed by these bylaws and rules of procedure or as may be required by the Zonta International Board. The executive director shall abide by the guidelines and the budgets established by the Zonta International Board.</p>	<p>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.</p>	<p>RATIONALE: Because there are no other executive director duties set forth in the bylaws or rules of procedure, the revision deletes the unnecessary language</p>	
<p>Article X, Convention. SECTION 3. Call. P 12</p>	<p>The official Call to Convention shall be published in The Zontian magazine ninety (90) days before the convention.</p>	<p>The official Call to Convention shall be published and posted on the Zonta International website at least ninety (90) days before the convention.</p>	<p>The amendment provides for a more efficient and economical way to publish the Call to Convention by allowing posting on the Zonta International website. It is also to make the Call available to members rather than relying on sometimes failing mailing systems.</p>	
<p>Article XI, Zonta International Nominating Committee. SECTION 5. Duties. PP 14-15</p>	<p>The duties of the Zonta International Nominating Committee shall be to: (a) Recruit qualified Zontians for Zonta International officers, directors and for the Zonta International Nominating Committee. (b) Nominate (1) For each Zonta International officer position to be filled, two (2) or more candidates. (2) For Zonta International director positions, at least fourteen (14) candidates for election of seven (7) directors. (3) For the Zonta International Nominating Committee, at least: <ul style="list-style-type: none"> • Two (2) candidates from the clubs in North, Central and South America; • Two (2) candidates from the clubs in Europe; • Two (2) candidates from the clubs in Africa; • Two (2) candidates from the clubs in Australia and New Zealand; • Two (2) candidates from the clubs in Asia; and • Eight (8) candidates at large. (c) Provide the official slate and qualifications for publication at least ninety (90) days before convention. (d) Report at the convention. Additional nominations may be made from the floor, provided the nominee is qualified and has consented to serve if elected.</p>	<p>The Zonta International Nominating Committee shall: (a) Provide the official slate and qualifications for publication at least ninety (90) days before convention, including, when possible, nominations as follows: (1) For each Zonta International officer position to be filled, two (2) or more candidates. (2) For Zonta International director positions, at least fourteen (14) candidates for election of seven (7) directors. (3) For the Zonta International Nominating Committee, at least: <ul style="list-style-type: none"> • Two (2) candidates from the clubs in North, Central and South America; • Two (2) candidates from the clubs in Europe; • Two (2) candidates from the clubs in Africa; • Two (2) candidates from the clubs in Australia and New Zealand; • Two (2) candidates from the clubs in Asia; and • Eight (8) candidates at large. (b) Report at the convention. Additional nominations may be made from the floor, provided the nominee is qualified and has consented to serve if elected.</p>	<p>The amendment streamlines and consolidates the duties of the Nominating Committee. The insertion of the words "when possible" provides for the situation when there is an insufficient number of candidates and allows the election to occur. Subsection (a) is unnecessary and deleted since the Nominating Committee must necessarily actively recruit candidates to provide an official slate.</p>	

<p>Article XII, Committees. SECTION 1. Committees. P 15</p>	<p>There shall be standing committees as provided by these bylaws and special committees as authorized by the convention or the Zonta International Board. The Board shall coordinate the program and technical committee activities. The Board may authorize committees to transact business through the use of electronic communication.</p>	<p>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 standing committee activities. The committees are authorized to transact business through the use of electronic communication.</p>	<p>The amendment contains clarifications</p>	
<p>Article XII, Committees. SECTION 3. Bylaws and Resolutions Committee. P 15</p>	<p>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.</p>	<p>Standing Committees shall include: (a) Bylaws and Resolutions Committee (b) Convention Committee (c) Finance, Audit and Risk Assessment Committee (d) Membership Committee (e) Public Relations and Communications Committee (f) Service Committee (g) Advocacy Committee (h) United Nations Committee (i) Council of Europe Committee (j) Amelia Earhart Fellowship Committee (k) Jane M. Klausman Women in Business Scholarship Committee (l) Young Women in Public Affairs Award Committee (m) Z Clubs International Committee Duties. The committees shall have the powers and perform the duties as directed by the Zonta International Board. Guidelines for the committees are in the Zonta International Manual.</p>	<p>See revised rationale for Article IV, Members, SECTION 2. Zonta Clubs. (b) Diversity of Classifications. The amendment makes the Council of Europe and the Z Clubs International Committee standing committees and updates the name of the Finance, Audit and Risk Assessment Committee to incorporate risk assessment, which is in keeping with standard business practice. The amendment uses the name, “Z Clubs International” to be consistent with Article V, Dues and Fees, Section 5. This Section applies to Zonta International standing committees only and not to districts or clubs, which are addressed in Article XIII, Districts, Section 7 and Article XIV, Clubs, Section 9 of the Bylaws of Zonta International and the District Manual.</p>	
<p>Article XII, Committees. SECTION 4. Duties. P 15</p>	<p>Convention Committee. It shall function in accordance with the fiscal and operation manual guidelines approved by the Zonta International Board</p>	<p>Move into Section 3. Standing Committees</p>	<p>The convention committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees. Some committees also have their own manual, such as the Convention, Finance, Audit and Risk Assessment and Membership Committees.</p>	
<p>Article XII, Committees. SECTION 5. Finance Committee. P 15</p>	<p>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.</p>	<p>Finance, Audit and Risk Assessment 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, Audit and Risk Assessment Committee chairman and, when appointed, the Zonta International Finance, Audit and Risk Assessment Committee chairman for the following biennium.</p>	<p>The amendment clarifies that the committee chairmen are not “designated”, but appointed, and includes the replacement name for the current Finance Committee. The Finance, Audit and Risk Assessment Committee includes more than traditional finance. Subsections (a) – (d) of Section 5 will remain unchanged.</p>	

Article XII, Committees. SECTION 6. Membership Committee. P 16	It may consist of, but not be limited to, the committee chairman, vice chairman, and the district Membership Committee chairmen. This committee shall promote continuing membership growth and encourage and	Deleted	The membership committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees. The exception is the Finance, Audit and Risk Assessment Committee, because of the nature of the responsibilities of that committee, the duties and composition have been retained in the bylaws. The Zonta International Manual will outline the purpose and composition of the remaining standing committees. Some committees also have their own manual such as the Convention, Finance, Audit and Risk Assessment and Membership Committees.
Article XII, Committees. SECTION 7. Public Relations and Communications Committee. P 16	It shall promote the Objects of Zonta International and develop a comprehensive plan to create external and internal awareness of Zonta International.	Deleted	The public relations and communications committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees.
Article XII, Committees. SECTION 8. Service Committee. P 16	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.	Deleted	The service committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees.
Article XII, Committees. SECTION 9. Advocacy Committee. P 16	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.	Deleted	The advocacy committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees
Article XII, Committees. SECTION 10. United Nations Committee. P 16	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.	Deleted	The United Nations committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees.
Article XII, Committees. SECTION 11. Amelia Earhart Fellowship Committee. P 17	It shall select and recommend to the Zonta International Board, candidates for annual Zonta International Amelia Earhart Fellowships.	Deleted	The Amelia Earhart Fellowship committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees.
Article XII, Committees. SECTION 12. Jane M. Klausman Women in Business Scholarship Committee. P 17	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.	Deleted	The Jane M. Klausman Women in Business Scholarship committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees

<p>Article XII, Committees. SECTION 13. Young Women in Public Affairs Award Committee. P 17</p>	<p>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.</p>	<p>Deleted</p>	<p>The Young Women in Public Affairs Award committee has been moved to Article XII, Committees, Section 3. The Zonta International Manual will outline the purposes and composition of the international committees.</p>
<p>Article XIII, Districts. SECTION 2. How Established. P 17-18</p>	<p>The Zonta International Board shall have authority to create districts and to establish their boundaries. A proposed change in the boundaries of a district shall be subject to: (a) Ninety (90)-day notice to the affected clubs of the proposed change. (b) Participation in the voting procedure by a majority of district clubs. (c) Approval by a majority of delegates voting from district clubs. Each club shall be entitled to one (1) vote. If, as of the last payment of annual dues, the membership of any club exceeds forty (40) members, the club shall be entitled to a second vote. If the membership exceeds eighty (80) members, the club shall be entitled to a third vote. Districts shall be named in numerical order.</p>	<p>The Zonta International Board shall have authority to create districts and to establish their boundaries.</p>	<p>The procedure for changing district boundaries will be in the Rules of Procedure of Zonta International. The numerical reference is deleted because as districts have changed, numerical order has also changed (i.e., not all districts are numbered in the order they were established.)</p>
<p>Article XIII, Districts. SECTION 4. Areas. P 18</p>	<p>With the approval of the majority of the clubs affected, the district board shall establish areas and outline their boundaries to implement the administrative functions within the district. Areas shall be named in numerical order.</p>	<p>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.</p>	<p>The revision deletes the numerical reference, because as areas have changed, numerical order has also changed (i.e., not all areas are numbered in the order they were established within the district.) The operational process for numbering will be in the Zonta International Manual and the District Manual. Areas will retain their respective numbers</p>
<p>Article XIII, Districts. SECTION 5. Dues. (a) District Dues. P 18</p>	<p>The district dues shall be determined by two-thirds (2/3) vote of the voting members at conference. Each district, by majority vote of the voting members of the district conference, shall specify the date on which district dues are payable by its clubs. On the specified date of each year, each club within the district shall pay to the treasurer of the district the annual per capita district dues, based on the annual membership report as of that specified date.</p>	<p>The district dues shall be determined by two-thirds (2/3) vote of the voting members present and voting at conference.</p>	<p>The amendment provides that the process for paying dues, which is operational in nature, shall be removed from the bylaws. The authority and process of assessing and collecting dues should be in the District Rules of Procedure. Guidelines are in the Zonta District Manual.</p>

<p>Article XIII, Districts. SECTION 5. Dues. (b) Area Dues. P 18</p>	<p>A district conference may authorize areas in the district to collect per capita area dues. (1) If the district authorizes area dues, the district shall specify in the district's rules of procedure the date on which area dues are payable, the purposes for which such area dues may be used, and the appropriate accountability procedures. (2) Area dues shall be determined by a two-thirds (2/3) vote of the delegates at an area meeting.</p>	<p>A district conference may authorize areas in the district to collect per capita area dues. Area dues shall be determined by a two-thirds (2/3) vote of the delegates at an area meeting, in accordance with the procedures in Article X, Section 4 (a) and (b) of these bylaws.</p>	<p>The amendment provides that the process for paying dues, which is operational in nature, shall be removed from the bylaws. The authority and process of assessing and collecting dues should be in the District Rules of Procedure. Guidelines are in the Zonta District Manual.</p>	
<p>Article XIII, Districts. SECTION 6. Officers. (a) Qualifications. P 18</p>	<p>Each elected officer shall be a classified member of a club with experience in a decision-making capacity, shall have served at least two (2) years in an elected club office and/or have been a district committee chairman. The governor, lieutenant governor and area directors shall have served at least one (1) year as club president. An elected officer shall hold no other elective position at district level.</p>	<p>Each elected officer shall be a classified member of a club, shall have served at least two (2) years in an elected club office and/or have been a district committee chairman. The governor, lieutenant governor and area directors shall have served at least one (1) year as club president. An elected officer shall hold no other elective position at district level.</p>	<p>The change is proposed for consistency with Article VI Section 1 (a). Classified membership is defined in Article XIV, Section 2.</p>	
<p>Article XIII, Districts. SECTION 6. Officers. (b) Election. P 19</p>	<p>Officers, with the exception of the secretary, shall be elected by ballot vote at the district conference immediately preceding the convention. Area directors shall be elected by the delegates from the clubs in that area. (1) Area Election. At the option of the district, area directors and/or vice area directors may be elected by ballot vote at the area meeting immediately preceding the convention. If area directors and/or vice area directors are elected at area meetings, the voting members of the area meeting shall be the delegates of the clubs in that area. Each club shall be entitled to one (1) delegate and one (1) alternate. If, as of the date specified by the district for the payment of district dues (Article XIII, Section 5), the membership of any club exceeds forty (40) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds eighty (80) members, the club shall be entitled to a third delegate and alternate. A member of the district board shall not be a club delegate or alternate.</p>	<p>Officers, with the exception of the secretary, shall be elected at the district conference immediately preceding the convention. Election shall be by ballot vote and a majority of eligible votes shall elect. 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 X, Section 4 (a) and (b).</p>	<p>The revision combines subsections for clarity and addresses the role of vice area directors, which would otherwise be missing from the section, and clarifies the those eligible to vote. The process for area elections is more appropriately placed in the District Rules of Procedure.</p>	

<p>Article XIII, Districts. SECTION 7. Duties of Officers. PP 19-20</p>	<p>(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 sixty (60) days before the conference and shall preside at the district meeting. The governor or the governor's designee shall attend area meetings. The governor shall supervise the preparation of the district budget and shall authorize expenses in accordance with the approved budget. The governor shall appoint a Bylaws and Resolutions Committee, 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.</p> <p>(b) Lieutenant Governor. The lieutenant governor shall perform such duties as assigned by the governor and in the absence or inability of the governor to perform the official duties within the district, the lieutenant governor shall perform such duties of the governor. The lieutenant governor shall be chairman of the District Membership Committee and a member of the Zonta International Membership Committee.</p> <p>(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.</p> <p>(d) Treasurer. The treasurer shall be responsible for the funds of the district and shall administer them in accordance with the approved district budget. The treasurer shall make reports to the district board and to the conference. The treasurer shall prepare a biennial district budget, under the supervision of the governor, to be reviewed by the district board and presented at the conference for approval. No later than forty-five (45) days after the term of office ends, the treasurer shall transfer all records to the successor. At all times, the treasurer's books shall be open to inspection by the district board and by any auditors named by the district board.</p>	<p>Duties of district officers are in the Zonta District Manual.</p> <p>(a) Governor. 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.</p> <p>(b) Lieutenant Governor. The lieutenant governor shall be chairman of the District Membership Committee.</p>	<p>The amendment deletes the duties of the district officers, which are operational in nature, from the bylaws, with the exception of the appointment of committees by the governor, to retain essential committees at the district level, and the requirement that the lieutenant governor chair the district membership committee. Such duties shall be in the respective district bylaws (if required) or adopted district rules of procedures. Guidelines are in the Zonta District Manual.</p>
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<p>Article XIII, Districts. SECTION 10. District Board. (b) Duties. P 21</p>	<p>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.</p>	<p>Subject to the general supervision of the Zonta International Board, the district board shall have general supervision over clubs and administration of the district, and shall perform all duties customarily performed by a board. The Zonta District Manual shall serve as a guideline for district operation.</p>	<p>The amendment deletes the duties of the district board, which are operational in nature, from the bylaws. Such duties shall be in the respective district bylaws (if required) or adopted district rules of procedure.</p>	
<p>Article XIII, Districts. SECTION 10. District Board. (d) Vote. P 21</p>	<p>A majority vote of the elected members of the district board shall be required for action.</p>	<p>A majority vote shall be required for action unless a greater vote is otherwise required.</p>	<p>The amendment clarifies that districts may require a greater than majority vote if specified in their bylaws (if required) or adopted district rules of procedure.</p>	
<p>Article XIII, Districts. SECTION 10. District Board. (e) Mail/Telecommunication Voting. P 21</p>	<p>The district board may transact business by mail, or through the use of a conference telephone or other communication equipment. Action by mail requires a unanimous vote of the entire board.</p>	<p>Deleted</p>	<p>The revision requires details of the operational processes for mail and telecommunication voting to be set forth in the Zonta International District Manual and the respective district bylaws (if required) or adopted district rules of procedures.</p>	
<p>Article XIII, Districts. SECTION 10. District Board. (f) Mail Ballot. PP 21-22</p>	<p>In the event club action is required between district conferences, the district board shall submit to each club for vote by mail any question that may require action by the club. Each club shall be entitled to one (1) vote. If, as of the last payment of annual dues, the membership of any club exceeds forty (40) members, the club shall be entitled to a second vote. If the membership exceeds eighty (80) members, the club shall be entitled to a third vote. To take action, an affirmative majority of the delegates voting shall be required, provided more than fifty (50) percent of the district clubs respond within forty-five (45) days.</p>	<p>Deleted</p>	<p>Rules on Mail Ballot will be in the Rules of Procedure of Zonta International.</p>	

<p>Article XIII, Districts. SECTION 11. Meetings. (a) District Conference. PP 22-23</p>	<p>Each district shall hold at least one (1) district conference per biennium on dates approved by the Zonta International president.</p> <p>(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.</p> <p>(2) Authority. The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.</p> <p>(3) Call to Conference. Notice of proposed changes affecting the district or Zonta International shall be sent to the president of each club within the district at least sixty (60) days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.</p> <p>(4) Conference Voting Members. The voting members of the district conference shall be elected district officers and the delegates of each club in good standing.</p>	<p>Each district shall hold at least one (1) district conference per biennium on dates approved by the Zonta International president.</p> <p>(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.</p> <p>(2) Authority. The conference shall have power to act upon recommendations and resolutions and to submit these to Zonta International.</p> <p>(3) Call to Conference. Notice of proposed changes affecting the district or Zonta International shall be sent to the president of each club within the district at least sixty (60) days before the conference. No act of the conference may conflict with these bylaws or with action taken by Zonta International.</p> <p>(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.</p>	<p>The amendment specifies which officers comprise the are district conference voting members.</p>
<p>Article XIII, Districts. SECTION 11. Meetings. (b) Area Meetings. P 23</p>	<p>Each area shall hold at least one (1) meeting or workshop annually, preferably during the months of March, April or May, to promote the Objects and programs of Zonta International. At the option of the district, area meetings are permitted to set area dues and/or elect the area director and/or vice area director. Each club in that area shall be entitled to one delegate and one alternate. If, as of the date specified by the district for the payment of district dues, the membership of any club exceeds forty (40) members, the club shall be entitled to a second delegate and alternate. If the membership exceeds eighty (80) members, the club shall be entitled to a third delegate and alternate. A member of the district board shall not be a club delegate or alternate.</p>	<p>Each area shall hold at least one (1) meeting or workshop annually to promote the Objects and programs of Zonta International.</p>	<p>The amendment removes unnecessary language. Provisions for area dues and elections are in Article XII, Sections 5 and 6. Guidelines are in the Zonta District Manual and removed from the bylaws.</p>

<p>Article XIII, Districts. SECTION 12. Audit. PP 23-24</p>	<p>Audit. At least at the close of the biennium, the district board shall cause the district financial records to be audited, reviewed or compiled by certified/chartered public accountants or by a qualified individual independent of the district board. For purposes of the audit, review or compilation, the books shall be closed 31 May. The audited, reviewed or compiled financial statement shall be presented at the district conference together with the audit, review or compilation report.</p>	<p>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.</p>	<p>The amendment clarifies what is financially required by districts, since the word "audit" has different meanings in various contexts, and gives districts flexibility by clarifying that an examination of district financial records may be performed at any time that is in the best interest of the district.</p>
<p>Article XIII, Districts. SECTION 13. Nominating Committee. (a) How Constituted. P 24</p>	<p>At the conference at which district officers are elected, a district Nominating Committee of three (3) members shall be elected by plurality vote. The three (3) nominees receiving the largest number of votes shall constitute the district Nominating Committee with the nominee receiving the greatest number of votes acting as chairman. No member of the Committee shall be eligible for nomination at the district and club levels of Zonta International while serving on the Committee.</p>	<p>At the conference at which district officers are elected, a district Nominating Committee of three (3) members shall be elected by plurality vote. No member of the Committee shall be eligible for nomination at the district and club levels of Zonta International while serving on the Committee.</p>	<p>The proposal is to delete details of the operational processes relating to the nominating committee composition and voting. Such details should be in the respective district bylaws (if required) or adopted district rules of procedure.</p>
<p>Article XIII, Districts. SECTION 13. Nominating Committee. (d) Duties. P 24</p>	<p>It shall be the duty of the Nominating Committee to: District (1) Stress qualifications required; receive and secure suggestions for nominees for the positions to be filled. (2) Nominate one (1) or more qualified candidates for each office to be filled at the next election of district officers. (3) Nominate at least five (5) candidates for the district Nominating Committee. No member shall be proposed without that member's consent to serve if elected.</p>	<p>It shall be the duty of the Nominating Committee to: District (1) Provide the official slate and qualifications for publication at least sixty (60) days before the District. (2) Report at conference. Additional nominations may be made from the floor provided the nominee is qualified. (3) Nominate one (1) or more qualified candidates for each office to be filled at the next election of district officers. (4) Nominate at least five (5) candidates for the district Nominating Committee. No member shall be proposed without that member's consent to serve if elected.</p>	<p>The amendment makes provisions consistent with the proposed changes to the Zonta International Nominating Committee found in Article XI, Zonta International Nominating Committee. SECTION 5. Duties.</p>
<p>Article XIII, Districts. SECTION 13. Nominating Committee. (e) Report. PP 24-25</p>	<p>At least sixty (60) days before the conference at which the election is to take place, the district Nominating Committee shall send its report to each district officer and to each club in the district. At the conference, additional nominations may be made from the floor. The nominee shall be qualified and have submitted the consent to serve to the district Nominating Committee.</p>	<p>Deleted</p>	<p>The essential provisions are proposed to be in Article XIII Section 13 (d). Operational details should be in the adopted district rules of procedure.</p>

<p>Article XIII, Districts. SECTION 15. Rules of Procedure. P 25</p>	<p>Each district shall adopt district rules of procedure which conform to the Zonta International Bylaws. District rules of procedure shall be adopted or amended by a two-thirds (2/3) vote of the district conference voting members, provided that notice of such proposed rules of procedure or amendments thereto shall be sent to the president of each club within the district at least sixty (60) days before the conference. Rules of procedure may be adopted or amended by a mail ballot. In that case, to take action, a two-thirds (2/3) vote of the delegates voting shall be required, provided more than fifty percent (50%) of the district clubs respond within forty-five (45)</p>	<p>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 (2/3) 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 sixty (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 (2/3) vote of the voting members shall be required, provided more than fifty percent (50%) of the district clubs respond within forty-five (45) days.</p>	<p>The revision proposal clarifies that all district rules of procedure must conform to the Rules of Procedure of Zonta International and also clarifies that delegates must be present and voting at the district conference for the vote to be counted.</p>
<p>Article XIV, Clubs. SECTION 2. (b) Members. PP 25-26</p>	<p>(b) Classified Member. (1) A classified member is accepted for membership under a major classification as shown in the Zonta International Marian de Forest Membership Manual. (2) To be invited to membership, a candidate must be willing to support and implement the Objects of Zonta International. (3) To be eligible for classified membership, a candidate shall be, or have been, actively engaged in a decision-making capacity in a recognized business or profession. (4) The club Membership Committee shall consider all proposals for membership and present the names of candidates to the club board. On approval, the Membership Committee chairman shall extend a written invitation to the person accepted to become a member and notify the club members. At club option, membership may be informed of the candidates for club membership before invitation to become a member is extended. (5) A classified member has all rights and responsibilities of membership, including the right to hold office and represent the club at meetings, except as otherwise provided in these bylaws.</p>	<p>(b) Classified Member. (1) Membership shall be drawn from women and men with experience in a recognized business or profession. (2) A candidate must be willing to actively support and implement the Objects of Zonta International. (3) All candidates for membership, meeting the requirements for membership in these bylaws, shall be considered regardless of age, race, gender or cultural background. The club Membership Committee shall review proposals for membership, whether by application or invitation, and present the names of all candidates to the club with its recommendations. Approval for membership is made by the club board. (4) Every member shall be assigned a classification based on the Zonta International Marian de Forest Membership Manual. (5) A classified member has all rights and responsibilities of membership, including the right to hold office and represent the club at meetings, except as otherwise provided in these bylaws.</p>	<p>See note at end of document</p>

<p>Article XIV, Clubs. SECTION 2. Members. (e) Transfer Privileges. P 26</p>	<p>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.</p>	<p>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.</p>	<p>The proposal specifies where to find the dues requirements in the bylaws.</p>	
<p>Article XIV, Clubs. SECTION 2. Members. (f) Duration of Membership. P 26</p>	<p>(1) Classified membership shall be for life except as otherwise provided in these bylaws. (2) At the option of the club, a member dropped for nonpayment of dues may be reinstated upon payment of current obligations. The member shall pay a reinstatement fee in U.S. dollars to Zonta International. (3) The resignation by a member shall be sent in writing to the club president who shall present it to the next meeting of the board. No member's resignation shall be accepted in good standing unless dues are paid.</p>	<p>(1) Classified membership shall be for life except as otherwise provided in the Bylaws and Rules of Procedure of Zonta International.</p>	<p>The amendment deletes the matters relating to the duration of membership and other membership matters, which are more appropriately under club authority. Such provisions should be in club bylaws. Guidelines will be in the Zonta Club Manual.</p>	
<p>Article XIV, Clubs. SECTION 2. Members. (g) Leave of Absence. P 27</p>	<p>At the option of the club, leave of absence may be granted to a member upon approval of the club board. Payment of Zonta International and district dues shall be required. Payment of club dues shall be left to the decision of the club.</p>	<p>Deleted</p>	<p>The proposal deletes the provisions relating to a member's leave of absence which should be under club authority. Provisions should be in club bylaws and guidelines will be in the Zonta Club Manual.</p>	
<p>Article XIV, Clubs. SECTION 2. Members. (h) Club Attendance Requirements. P 27</p>	<p>At the option of the club, or to comply with district attendance requirements, any member who is absent from all club meetings for two (2) consecutive months, without excuse deemed adequate in the opinion of the board, may be notified that membership may be forfeited. Should the absences continue following this notice, the board may notify the member that membership is forfeited. Attendance requirements can be met by attending a meeting of another Zonta club.</p>	<p>Deleted</p>	<p>The deletion is also based on the 2013 membership surveys, in which a majority of the members indicated that they did not want club attendance requirements, which, in most instances, are not enforced.</p>	
<p>Article XIV, Clubs. SECTION 3. Club Dues. (b) Annual Dues. P 27</p>	<p>The annual dues of a club member shall be established by the club to include Zonta International, district, area (if applicable) and club requirements. Dues shall be payable on or before 1 April. Any member in arrears for dues for sixty (60) days shall forfeit membership.</p>	<p>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</p>	<p>The amendment deletes the provision relating to the timing of the payment of dues, which should be under the authority of the club and included in club bylaws. Guidelines shall be in the Zonta International Club Manual.</p>	

<p>Article XIV, Clubs. SECTION 4. Officers and Directors. (a) Qualifications. P 27</p>	<p>The officers of the club shall be at least a president, vice president, secretary and treasurer. There shall be at least two (2) directors. (a) Qualifications. Officers shall have experience in a decision-making capacity. To be eligible for the office of president, a member must have been at some time a member of the club board for at least one (1) year, except in the case of a newly chartered club.</p>	<p>The officers of the club shall be at least a president, vice president, secretary and treasurer. There shall be at least two (2) directors. (a) Qualifications. To be eligible for the office of president, a member must have been at some time a member of the club board for at least one (1) year, except in the case of a newly chartered club.</p>	<p>The change is proposed for consistency with Article VI, Section 1(a).</p>	
<p>Article XIV, Clubs. SECTION 5. Duties of Officers. PP 28-29</p>	<p>The officers of the club shall perform the duties prescribed by the club, by the bylaws and rules of procedure of Zonta International, and by the parliamentary authority adopted by the organization. (a) President. The president shall preside at all meetings of the club and of the board and shall be the chief executive officer of the club. Subject to approval by the board, the president shall appoint chairmen of standing committees and all other committees except the Nominating Committee. The president shall be ex-officio a member of all committees except the Nominating Committee. (b) Vice President. The vice president, in the absence or inability of the president, shall perform the duties of the president. The vice president may serve as chairman of a committee and may be assigned other duties by the club board. (c) Secretary. The secretary shall keep a record of the proceedings of the meetings of the club and of the board, conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the club board. (d) Treasurer. The treasurer shall be responsible for the funds of the club and shall administer them in accordance with the approved club budget. The treasurer shall make monthly reports to the board and the club and be ex-officio a member of the Finance Committee. No later than forty-five (45) days after the term of office ends, the treasurer shall turn all records over to the successor.</p>	<p>Deleted</p>	<p>The revision deletes the duties of the club officers, which are operational in nature. The authority should be at the club level. The duties of the club board as a whole are specified in Section 6.</p>	

<p>Article XIV, Clubs. SECTION 6. Club Board. P 29</p>	<p>(a) How Constituted. Elected officers and directors of the club shall constitute the club board.</p> <p>(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.</p> <p>(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.</p>	<p>Elected officers and directors of the club shall constitute the club board which shall perform the duties required by the Bylaws and Rules of Procedure of Zonta International and the club's bylaws, . Guidelines for clubs are in the Zonta Club Manual.</p>	<p>The revision deletes the duties of the club board, which should be under club authority. Guidelines will be placed in the Zonta International Club Manual.</p>
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<p>Article XIV, Clubs. SECTION 7. Meetings. PP 29-30</p>	<p>E-clubs may hold their meetings through the use of electronic communication.</p> <p>(a) Regular Meetings. Regular meetings of the club shall be held each month unless otherwise ordered by the club board. Under exceptional circumstances, regular clubs can hold meetings through the use of electronic communication.</p> <p>(b) Annual Meeting. The meeting in March, April or May shall be known as the annual meeting and shall be for the purpose of receiving reports of officers, the club board, committees, and for any other business that may arise.</p> <p>Special Meetings. Special meetings may be called by the president and shall be called upon the written request of five (5) members of the club. At least ten (10) days notice of a special meeting shall be given. The business to be transacted at a special meeting shall be limited to that mentioned in the meeting notice.</p> <p>(d) Quorum. The quorum shall be determined by vote of the club provided that no less than one-fourth (1/4) of the members shall constitute a quorum at any regular or special meeting of the club.</p>	<p>Meetings shall be held as provided in the club's bylaws. E-clubs may hold their meetings through the use of electronic communication. Guidelines for club meetings are in the Zonta Club Manual.</p> <p>The quorum shall be determined by vote of the club provided that no less than one-fourth (1/4) of the members shall constitute a quorum at any regular or special meeting of the club.</p>	<p>The amendment deletes the specific meeting provisions, which are operational in nature. It provides that provisions for meetings shall be in the club bylaws, and that guidelines shall be in the Zonta Club Manual.</p>	
<p>Article XIV, Clubs. SECTION 9. Committees. P 30</p>	<p>a) There shall be a Membership Committee, a Service Committee, an Advocacy Committee and such other committees as the club board may authorize to achieve biennium goals.</p> <p>(b) Appointment. Except as otherwise provided in the bylaws, the club president shall appoint committee chairmen, subject to approval by the club board.</p> <p>(c) Reports. Committees shall report regularly to the club board and to the club.</p>	<p>Committees shall include a Membership Committee, a Service Committee, an Advocacy Committee and such other committees as the club board may authorize. Guidelines for club committees are in the Zonta Club Manual.</p>	<p>The revision deletes the provisions relating to club committees, which are more appropriately under club authority and should be detailed in the respective club's bylaws.</p>	
<p>Article XIV, Clubs. SECTION 10. Audit. PP 30-31</p>	<p>Audit. The club board shall cause the club financial records to be examined by a person independent of the board. For purposes of the examination, the books shall be closed at the end of the fiscal year.</p>	<p>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.</p>	<p>The revision clarifies what is financially required by clubs, since the word "audit" has different meanings in various contexts.</p>	

Article XV, International Identification. SECTION 5. The Zontian. P 33	The Zonta International Board shall publish under its supervision and control, The Zontian magazine, which shall be the official registered publication of Zonta International.	Deleted	The Zontian is only one of several communication methods. The revision deletes specific reference to The Zontian because the various types of communication methods are operational in nature and best practice would be to omit the reference to those methods entirely.
Article XVII, Resolutions. SECTION 4. Exemptions from Requirements. PP 33-34	If, due to unavoidable circumstances, a resolution proposed by the Zonta International Board, by a committee of Zonta International, or by a district conference cannot be mailed to the Zonta International Bylaws and Resolutions Committee 180 days before the convention, the resolution may be exempt from the requirement of referring the resolution to the Bylaws and Resolutions Committee. Such resolution may be submitted directly to the convention, provided that the resolution has either been published in The Zontian magazine with the Call to Convention or has been submitted to members of the Zonta International Board and to each club at least ninety (90) days before the convention. A resolution proposed by a club shall in all cases be sent to the Zonta International Bylaws and Resolutions Committee.	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.	The amendment removes the process for exemptions, which is operational in nature, and clarifies that guidelines shall be in the Zonta International Manual.
Article XIX, Amendment to Bylaws. SECTION 5. Articles of Incorporation. P 35	The Articles of Incorporation of Zonta International may be amended by a two-thirds (2/3) vote at any convention of Zonta International to include the changes to the articles brought about by amendments to the Zonta International Bylaws.	The Articles of Incorporation of Zonta International may be amended by a two-thirds (2/3) vote at any convention of Zonta International to include the changes to the articles brought about by amendments to the Zonta International Bylaws or in accordance with the procedure for amending bylaws.	The revision provides a clarification that the Articles of Incorporation may be amended using the same process as for amending bylaws.
NEW Article XXI, Glossary.	NEW	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.	Currently there is no reference to the glossary in the bylaws and rules of procedure of Zonta International. Important definitions and details are contained in the Glossary, The reference aids Zontians in recognizing that such definitions and details are essential to the understanding of the bylaws.

NOTE: Since 2004, Zonta’s membership has been declining despite membership growth goals agreed to by members in past and current biennia and the implementation of strategies to reverse this trend. In order for Zonta to survive and continue its important programs, we must have a sustainable, growing membership. Recognizing this, the Zonta International Board examined the reasons behind this decline, conducted membership surveys, and identified the need to revise membership eligibility. The amendments reflect the trends indicated by the responses to the survey and the thorough study performed by the Bylaws Revision Task Force, the Membership Task Force and the Zonta International Board. The results of the survey can be found at: <http://www.zonta.org/memberresources/tools/membershiptools/membershipdialoguesurveyresults.aspx>.

In targeting new members, the Board is recommending that members must actively support the Objects of Zonta. In subsection (2), the revision inserts the word “actively”, requiring participation in their implementation. In subsections (1) and (2), the proposal also directs that members will be women and men with experience in

recognized businesses and professions and who have a passion for the Zonta mission, regardless of whether or not they are, or have been, “actively engaged in a decision-making capacity,” including but not limited to former Golden Z Club members or Jane M. Klausman or Amelia Earhart recipients. This revision, along with proposals for Article IV, increases the pool of potential members by clearly making way for these “not yet senior executive in decision making role” professionals to become members upon invitation or application.

The addition in subsection (3) provides that all potential candidates otherwise meeting the requirements for membership shall be considered, emphasizing the inclusive and diverse membership of Zonta.

Importantly, the current phrase in Article XIV, “actively engaged in decision-making capacity,” has not resulted in a membership increase and is interpreted differently throughout the Zonta world. The lack of consistency in interpretation means that some clubs interpret the phrase as allowing an invitation to join Zonta to be given to only senior executives, while other clubs interpret the phrase to include professionals who may not be senior executives, but who nonetheless make decisions for the company. This, together with the results of the 2013 Zonta membership survey, indicate that the phrase “actively engaged in a decision-making capacity” is not consistently applied by Zonta clubs and is not necessary to fulfill Zonta’s Objects. Removal of the phrase not only eliminates the inconsistency, but makes it clear that Zonta membership is open to those in business and the professions regardless of the length of time in their role.

The revisions also give clubs and e-clubs the flexibility to use an application process, in addition to invitation. . Guidelines for such process will be in the Zonta International Marian de Forest Membership Manual and the Zonta International Club Manual.