



## **Proposed Amendments to the Bylaws of Zonta International**

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| <b>1. a.</b> Diversity of Membership – removes where found (classification no longer found in Marion de Forest Manual)                             | ZI –yes |
| <b>1. b.</b> Classified Members – removes same wording as above  | ZI- yes |
| <b>2.</b> Termination of club – clarifies who is responsible   | ZI- yes |
| <b>3.</b> ZI Dues and Fees – permanently establishes the under 30 category   | ZI-yes  |
| <b>4.</b> Officers and Directors – adds competencies (should be in manual)   | ZI-no   |
| <b>5.</b> Nominating Committee – as above  | ZI-no   |
| <b>6. a-f.</b> All six refer to changing of a word – qualifications to prerequisites   | ZI- yes |
| <b>7. a-e.</b> All five remove the wording and proxies’ -deemed not necessary<br>as the word voting delegates covers proxies                       | ZI-yes  |
| <b>8.</b> Officers and Directors – Election – removes words – at large   | ZI-yes  |
| <b>9.</b> Officers and Directors – change from seven to five   | ZI-yes  |
| <b>10. a-c.</b> change of reference to number of directors if <b>9</b> is passed   | ZI- yes |
| <b>11.</b> Clarification of wording re use and carrying proxy votes  | ZI-yes  |
| <b>12.</b> ZI Nominating Committee – change from nine to seven – realigning only<br>One from Europe and Africa and three rather than four at large | ZI- yes |

- 13.** Reference to the number of candidates if **12** is passed ZI-yes
- 14.** Convention – Voting – adds that a member of the International Nominating Committee shall not be a delegate or alternate ZI-yes
- 15.** as above but applicable to District Nominating at Conference ZI-yes
- 16. a.** Nominating Committee – Duties - Removes Nominations from the floor (common practice in Robert’s Rules of Order) ZI-no
- 16. b.** Nominating Committee - Duties – ( if 16.a is not passed) adds reference to necessary competencies and attributes as recommended by the Nominating Committee ( should not be in the Bylaws as requirements are in manuals) ZI-no
- 17.** Nominating Committee – Duties – Sets out specific timeline for nominations from the floor (Procedures should be in the Manual not the Bylaws) ZI-no
- 18.** International Nominating Committee – Duties – refers to an independent committee and empowerment re decisions (ZI Board is responsible for the legality of procedures) ZI-no
- 19.** Nominating Committee – District – same as 18 but at the District level (District Board is also responsible for the legality of the procedures) ZI-no
- 20.** Nominating Committee – Clubs – same as 18 but at the Club level ( Club Board is responsible for the legality of the procedures) ZI-no
- 21.** Jane M. Klausman Award – change to Women in Business Scholarship  
ZI-yes
- 22.** Young Women in Public Affairs Award – change to Young Women Leaders in Service  
ZI-yes

**23.** Districts – Term of Office – for Treasurer- who is eligible to serve two terms  
–remove the word consecutive ZI – yes

**24.** Districts – Vacancies - Lieutenant Governor - vacancy can be filled by mail  
ballot, provided the candidate receives a majority vote of district voting  
members ( this includes the Board as well as club delegates) ZI-yes

**25.** Districts – Proxies – Clarification of language regarding the number of  
proxies carried by a club ZI-yes

**26.** Clubs- Nominating Committee – change in word – year to term- as timeline  
may vary in clubs ZI-yes

**27.** Clubs-Nominating Committee – removes the word annual for the same  
reason as above ZI-yes

**28.** International Identification – refers to the name and symbols used for  
Zonta – when changes are made they need to be ratified by an International  
Convention (the ZI Board is elected to direct and oversee the organization –  
this is operational and should not be in the Bylaws) ZI-no

**29-33** all refer to electronic voting and electronic debates. There is a full  
explanation of the reasons why this is recommended by the ZI Board. It is  
incumbent of all delegates to read carefully the reasoning behind these  
proposals. A summary would not give a clear picture of the process.

**The ZI Board is in favour of adding electronic voting to the bylaws.** If #29 is  
passed it would necessitate the adding of the words **electronic voting** to 30 a.-  
g., 31,32and 33.

**34- 42.** All proposals refer to on-line voting and discussion. Again there is a  
complete rationale that is included in the document which is important to  
read. A summary would not be adequate. There is no rationale for each  
individual bylaw amendment.

**34. Convention – Quorum – addition for on-line voting, a majority registered shall constitute a quorum (at the Convention the majority of voting members registered constitute a quorum regardless of method of voting) ZI-no**

**35. Districts- Clubs - additional words added – If a vote is needed at an International Convention or District Conference ... (not necessary as the article refers to District Conferences not Conventions – process already defined)ZI-no**

**36. Districts – Quorum – addition as in #34 but for Districts (considered redundant as above) ZI-no**

**37. Amendment to Bylaws – adding to the existing bylaw- or by online voting, to begin no later than 60 days before, and end no later than 30 days before the first day of the Convention( electronic vote results would be available immediately so should be allowed until a date during the Convention for greater flexibility) ZI-no**

**38. Resolutions – Voting –All voting and discussion will, in the first instance be held on-line prior to the Convention or District Conference, at a secure on-line location, as detailed in the relevant sections of these Bylaws. A vote will be held in person at the International Convention, if a request for this has been submitted by 3 members (proposal is contradictory, it also allows 3 members to change the process- not appropriate) ZI-no**

**39. Election – Officers, Directors, Nominating Committee( when) – by on-line voting as in the above amendment, including the in person vote at the Convention if requested by 3 members (timeline as in #37 not necessary for the same reason as above and in #38 – not appropriate for 3 members to change the process)**

ZI-no

**40. Convention – Election -Officers - a Majority vote shall be necessary. If no candidate has a majority by 30 days before Convention, the balloting for the office shall continue up to 1 week before the Convention( electronic voting results are available immediately therefore it is not necessary to achieve a**

majority before the Convention as a second ballot can be held at the Convention) ZI-no

**41.** Districts – Election – Officers – to be elected on-line prior to or at the District Conference. A vote will be held in person if requested by 3 members( where applicable by law would need to be added as there could be laws that prohibit electronic voting, also 3 members to change the process – not appropriate ZI-no

**42.** Districts – Election of District Officers - addition of on-line voting with timelines as described in #39, also an in person vote can be requested by 3 members(contains operational procedures and should be defined in a manual, also 3 members should not be able to change the process) ZI-no

## **Proposed Amendments to the Rules of Procedure of Zonta International**

### **Only if Proposal #29 is passed will the following proposals be discussed**

#### **1. Electronic Voting**

- a. To adopt a bylaw amendment , a two thirds affirmative vote of the convention voting members shall be required, provided that more than 50 percent of registered convention voting members vote electronically
- b. To adopt a resolution or an amendment to the Rules of Procedure of Zonta International, a majority affirmative vote of the convention voting members shall be required, provided that more than 50 percent of registered convention voting members vote electronically.

**Rationale –This new section sets forth requirements for electronic voting to be effective and amendments to be adopted. Convention voting members, who are ZI board members, past International presidents, governors and Club delegates, need to register before electronic voting.**

The above rationale needs further clarification as the intention is not clear as it is written. **ZI -yes**

2. Circularization – ie Membership lists – addition of- except on Zonta International sponsored discussion forums **ZI-yes**

### **Proposed Resolutions**

**The proposed resolutions are very detailed and need to be read in their entirety including the Rationale. I will only give the theme and the decision by ZI for each one.**

1. **Resolution on Women Responding to Climate Change** **ZI-no**
2. **Resolution regarding the “ Zonta Says No to violence against women Campaign** **ZI-yes**
3. **Resolution on the Use of Egg Cells(Oocytes)worldwide respecting Women’s Health and Rights** **ZI-no**
4. **Resolution on a pilot project “ Individual Membership Category” for the 2018-2020 Biennium** **ZI-yes**