



Governing Documents

2018

Zonta International

- Bylaws
- Rules of Procedure

Glossary

Zonta International Foundation

- Bylaws

Resolutions

Biennial Goals



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 present Articles of Incorporation, representing amendments to the original Articles filed in Illinois, were adopted by the St. Louis, Missouri, USA Convention in 1932. The Articles of Incorporation were further amended at the Riverside, California, USA Convention in 1935; the Cincinnati, Ohio, USA Convention in 1954; the Dallas, Texas, USA Convention in 1990; the Detroit, Michigan, USA Convention in 1994; 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.

The Zonta International Bylaws were amended and approved at the Yokohama, Japan Convention in 2018.

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.
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.

Signed:

Flora Taylor Young,
Olive H. Rabe,
Katherine Maddux

(Articles of Incorporation as of July 2018, last amended at the Orlando, Florida, USA Convention in 2014.)

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 percent.

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 percent 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 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 an opportunity 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.

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.

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.

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. 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.

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 is qualified 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. From submissions put forward by Zonta clubs, this committee shall select and recommend to the Zonta International Board candidates for the annual Emma L. Conlon Service Awards.

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 procedure shall be as specified in Article VII, Section 11.

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. The decision of the International Board shall be final.

If the district board fails to act, 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.

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 percent 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 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.

(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. There shall be at least two 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 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 procedure shall be as specified in Article VII, Section 11.

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 board member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. Removal shall be by a two-thirds ballot vote of the club members present and voting.

If the club fails to act, the district board shall initiate disciplinary proceedings. 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 monthly reports to the board and the club and be ex-officio a member of the Finance Committee. 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. E-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 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.

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 procedure shall be as specified in Article VII Section 11.

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. The procedure shall be as specified in Article VII Section 11.

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 vote. A two-thirds ballot vote of club members present and voting shall be necessary for expulsion of a member.

Notice of the board or club decision shall be mailed with proof of service to the complainant and to the member concerned forthwith. The decision of the club board or 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 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 district board shall initiate disciplinary proceedings. 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 nonmembers 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.

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 forty-five (45) days after 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 percent 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 will not use membership lists or act in any other way to contact other Zontians for the purposes of lobbying for or against proposals that will be voted on, or for or against nominations for office or candidates who are running for office, at international conventions, district conferences or other Zonta meetings. (3) Membership lists may be provided to other organizations with the approval of the International Board and with that of the district boards and in compliance with any local privacy legislation. (4) 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 at the Orlando, Florida, USA Convention 2014.

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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Zonta International Dues and Fees (in U.S. dollars) 2018-2020

	2018-2019	2019-2020
Per Capita Dues	\$80.00	\$88.00
Per Capita Dues Under the Age of 30	\$40.00	\$44.00
New Member Fee	\$15.00	\$15.00
Reinstated Member Fee	\$15.00	\$15.00
Z Club/Golden Z Club Charter Fee	\$25.00	\$25.00
Z Club/Golden Z Club Annual Renewal Fee per Sponsored Z/ Golden Z Club	\$5.00	\$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 \$95.00 (2018-2019) and \$103.00 (2019-2020).
- c. New members under the age of 30 pay an additional \$15.00 for a total of \$55.00 (2018-2019) and \$59.00 (2019-2020).
- 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 2018-2020 Biennium, the 2018 Convention body approved "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: Allison Summers, 1211 West 22nd Street, Suite 900, Oak Brook, IL 60523.
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.

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

(Articles of Incorporation as of July 2018, last amended and approved by the Zonta International Foundation Board in October 2014.)

Bylaws of the Zonta International Foundation

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 Zonta International 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, vice president, president-elect and 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.

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 Service and Zonta International Strategies to End Violence Against Women (ZISVAW) 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).

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Resolutions, adopted at Convention 2018

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 biennium 2018 – 2020.

Resolution on a pilot project “Individual Membership Category” for the 2018-2020 Biennium

Whereas, The Zonta International Bylaws Article IV, Members, SECTION 1. Categories, defines the Zonta International membership categories as “The membership of Zonta International shall consist of Zonta clubs in good standing, and the following individual members: International Honorary Members and Past International Presidents;” and

Whereas, The Zonta International Bylaws, Article XIV, Clubs, SECTION 2. Members (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; and

Whereas, The Zonta International Bylaws, Article V, Dues and Fees, SECTION 2. Zonta International Dues and Fees defines dues and fees shall be payable in accordance with the Rules of Procedure of Zonta International; and

Whereas, The Zonta International Bylaws, Article V, Dues and Fees, SECTION 3. New Member/Charter Member/Reinstated Member defines these fees to be paid to Zonta International; and

Whereas, Persons who want to support Zonta’s mission and want to become a member of Zonta without being affiliated with a club; and

Whereas, To seek ways to expand Zonta’s global reach to further its mission to empower women through service and advocacy; and

Whereas, An individual member who injures the name of Zonta or hampers its work may be removed by the Zonta International Board.

now, therefore, be it Resolved,

That a pilot project for a new membership category is conducted during the 2018-2020 Biennium under the name “Individual Membership” to attract women and men with experience in a recognized business or profession and who want to support the Objects of Zonta without being a member of a club. For the 2020 Convention, the Zonta International Board shall prepare a report with the results of the pilot project.

DEFINITIONS

Individual Membership: An individual member is a person in a recognized business or profession who wants to join Zonta without being committed to a club. An individual member holds direct membership with Zonta International and may later transfer to a club.

Period for Individual Membership: If it is decided at the 2020 Convention not to continue with this new membership category, those members in this category may continue under the terms of this resolution until they terminate their membership.

International dues for individual members: An individual member shall pay per capita dues (North American members pay an additional US\$3.00 for insurance liability), new member fee and, if applicable, reinstated member fee. No additional dues and fees (club and district) apply unless the individual transfers to a club, at which time the individual pays the club and district dues.

RIGHTS AND RESPONSIBILITIES

The individual member is directly connected to Zonta International. They may attend an international convention. They may attend a district conference and/or club meeting with the approval of the district and/or club. They are not entitled to vote at any level of Zonta. They may serve on an International Committee but are not eligible to serve on the International Board. The individual member shall comply with the rules and policies of Zonta International.

Zonta International and Zonta International Foundation 2018-2020

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

Biennial Goals

Approved at the 2018 Zonta Convention

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.

Today, the goal to achieve equality of women and men is as relevant as it was 100 years ago. In Zonta International's Centennial Anniversary Biennium, we will take bold action to empower women. We place a special focus on young women, because they will be agents of change toward equality. Together, we will make Zonta strong for tomorrow.

BIENNIAL GOALS

Goal 1: We maximize our impact through service and advocacy initiatives and educational programs that empower women and girls.

Goal 2: We strengthen our resources to support our mission.

Goal 3: We enhance our profile around the world through our centennial anniversary activities.

GOAL 1: We maximize our impact through service and advocacy initiatives and educational programs that empower women and girls.

Our approach

In Zonta's Centennial Anniversary Biennium, we will start a major international project to eliminate one of the worst obstacles girls are facing globally: early marriage. Zonta clubs around the world are called upon to create awareness of this harmful practice among their members. By also focusing on this issue in our Zonta Says NO to Violence Against Women activities, we will take a first step to make ending child marriage a signature initiative for Zonta.

In order to have more impact, we will continue our activities at the United Nations level and increase our collaboration with like-minded organizations. We will encourage Zontians to become more educated about how to empower women and girls and to join forces with others in appropriate service and advocacy projects.

As a pilot project, we will launch a scholarship that encourages women in technology to become leaders in this field, and ask all districts to implement it. All districts are asked to participate in the other educational award programs that Zonta provides so that they can raise their voices in their communities.

How to make it happen

Service and Advocacy

Clubs and Districts

- The Zonta Says NO to Violence Against Women initiative is further developed to achieve local and national governmental commitment. Clubs incorporate Zonta's call to end child marriage through Zonta Says NO advocacy activities with 250 clubs delivering an action to oppose child marriage.
- Each district reports new collaboration with two like-minded organizations to enhance our effectiveness in empowering women and girls.

International

- We work collaboratively with UN agency partners and non-governmental organizations to fulfill the objectives of the convention-approved projects.
- We continue to submit statements to the Commission on the Status of Women and other United Nations forums and take actions with Member States and UN agencies to advance Sustainable Development Goal No. 5: Achieve gender equality and empower all women and girls.
- Our UN and Council of Europe committees represent Zonta in relevant international discussions and decisions and inform and engage our members on issues pertaining to women's rights.

Education

- All districts implement the pilot Women in Technology Scholarship program that encourages women to pursue a leadership role in technology, a field that will impact the next generation of women.
- All districts participate in Zonta's existing education programs focused on young women leaders in service, women in business and women in aerospace.

GOAL 2 - We strengthen our resources to support our mission.

Our approach

To ensure that Zonta can maximize its impact, we need to increase membership. Membership in Zonta needs to engage both up-and-coming professionals and our longstanding members through activities and fellowship that empower them as well as women in their communities. We will leverage the special resources of the UN, Council of Europe and Leadership Development committees to engage districts and clubs in women's issues and leadership. We will enhance our strategy on how to best utilize our financial means to fulfill our mission and will review our operations at international and district levels to improve our efficiency.

How to make it happen

Membership

- Clubs enhance fellowship and mutual support and will seek out new members that are motivated to join a global movement for women's rights. As a result, we will have more members on 31 May 2020 than on 31 May 2018.
- Clubs will reach out to Golden Z clubs and beneficiaries of educational programs with relationship-building and networking activities. As a result, we will welcome 200 new members in this category.
- Districts will continue to support the chartering of student clubs as relevant service projects, and as a result, we will have more Z and Golden Z clubs on 31 May 2020 than on 31 May 2018.
- All district and club leaders make use of the leadership training program to enhance their ability to effectively manage Zonta business.

Finances

- Donations to the Zonta International Foundation meet or exceed the biennial fundraising goals.
- All districts provide information and education on the power of endowment funds to provide long-term sustainability.
- As of July 2020, at least 150 additional persons will have made provisions in their estate plans to support the Zonta International Foundation as evidenced by the Mary E. Jenkins 1919 Society.

Operations – International and Districts

- Zonta International implements measures to enhance the effectiveness and efficiency of international board, committees and headquarters operations.
- Districts implement measures to enhance the effectiveness and efficiency of district operations.

GOAL 3 - We enhance our profile around the world through our centennial anniversary activities.

Our approach

We utilize Zonta's centennial anniversary to deepen and enhance our relations with supporting individuals and organizations and to raise awareness of our activities and achievements.

How to make it happen

- In every district and every country within Zonta, we will honor a person or an organization for outstanding achievement to empower women.
- All districts and clubs report on actions that increase Zonta's visibility in order to more effectively empower women.

2018 – 2020 International Service Projects

Let Us Learn Madagascar

LONG TITLE

Let Us Learn Madagascar: An Integrated Program for Adolescent Girls

LOCATION

Madagascar

PARTNER

UNICEF USA

FUNDING

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

OVERALL OBJECTIVE

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.

FUNDING HISTORY

Prior to this biennium, Zonta International committed US\$1,000,000 to UNICEF USA to support this project.

BACKGROUND

Let Us Learn is an integrated education program that is creating opportunities for vulnerable and excluded children, particularly girls, in Madagascar. The interventions included in this project are designed to help girls realize their right to an education in a secure and protective environment. The program will be implemented in two target regions—Androy and Atsimo Andrefana—supporting girls' transition from primary to lower secondary school and ultimately reducing poverty.

Investing in lower secondary school education is an entry point to addressing barriers to equity and a means to improving the overall social sector performances of the country. Let Us Learn's integrated approach engages several sectors—education, social protection, child protection and sanitation in order to address the broader challenges faced by adolescents, particularly girls.

CHALLENGES FACING GIRLS

- Higher school drop-out rates
- Lack of quality education
- Inadequate school facilities, including lack of gender-separated latrines
- Lack of menstrual hygiene management guidance, information and facilities
- High prevalence of violence, abuse and exploitation in the home and school
- High prevalence of child marriage

PROGRESS

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

- About 700 girls who had dropped out of school participated in catch-up classes.
- 573 students benefited from literacy classes.
- 13,185 girls in both regions are benefiting from pedagogical kits and materials, and teachers receiving training.
- More than 3,000 children were reached through interpersonal communication activities.

PROJECT BENEFICIARIES

- More than 20,000 girls will be reached by the program.
- 600 children will benefit from catch-up classes to ensure their reintegration into the formal school system.
- 200 students will benefit from four new classrooms with water points, latrines and school equipment.

SPECIFIC STRATEGIES

- Construct classrooms with latrines, water points and equipment.
- Identify out-of-school children and provide them with alternative schooling so they are able to catch up with their peers and reintegrate into the formal school system.
- Support additional activities to encourage lower-secondary age students' reintegration into the formal school system, including raising parents' and communities' awareness of the importance of educating their children, training local supervisors and teachers on the catch-up program, providing school supplies and self-learning guides for students taking catch-up classes, reintegrating students in class at the end of the catch-up classes and organizing

tutoring for students with learning difficulties.

- Extreme poverty is a major barrier for children's access to education, often forcing families to pull children out of school or marry their daughters at a young age. A cash transfer will be provided to improve families' access to food and water, thereby reducing multiple deprivations and freeing up other household income to support education costs and reduce malnutrition, which hinders the learning process. Payments of approx. 10,000 Ariary per child (approx. US\$3.40) will be provided to the mother every two months on the condition that children in the household are enrolled in school.
- Train 25 "mother leaders" on essential family practices and accompanying measures.
- 135 school directors will be trained on child rights and protection to ensure schools are better prepared to address violence.
- Conduct awareness-raising sessions in 50 percent of schools in targeted districts to improve staff knowledge on children's rights.
- Provide girls and staff with practical information, sanitary products and private and safe water, sanitation and hygiene (WASH) facilities.
- Decrease student absenteeism and help girls manage menstruation in a healthy, safe and dignified manner.
- Train 100 percent of school principals and provide 100 percent of lower secondary schools with pedagogical materials.
- 1,600 at risk children/victims of violence will benefit from medical, legal, or social support.

EXPECTED OUTCOMES

- Around 200 children will benefit from newly constructed and equipped classrooms.
- 500 households will be reached with Conditional Cash Transfers.
- 300 girls will be reintegrated into school after attending catch-up classes.
- Girls will benefit from Menstrual Hygiene Management services.
- 960 at-risk girls and victims of violence and exploitation in schools and communities will benefit from either medical, legal or social support through a referral mechanism.
- 135 school directors will be trained, benefitting 41,516 children (21,006 girls).

***Eid bi Eid* (Hand in Hand)**

LONG TITLE

Eid bi Eid: A program to improve the resilience and empowerment of Syrian refugee and vulnerable Jordanian women

LOCATION

Jordan

PARTNER

UN Women

FUNDING

US\$1,000,000 (8% administrative cost)

OVERALL OBJECTIVE

Improve Syrian refugee and Jordanian women's access to sustainable and decent employment, coupled with protection services and community leadership/engagement, to enable greater equality and reduced violence against women.

BACKGROUND

Jordan is currently hosting 1.4 million Syrian refugees, nearly 10 percent of Jordan's pre-crisis population. This population expansion has increased competition over resources, placed additional strain on social services and heightened community tensions in some areas with unintended consequences, including greater restrictions on women's mobility.

While existing programs that provide food and unconditional cash assistance have been instrumental in responding to the immediate humanitarian crisis, they are not designed for long-term outcomes. As the government of Jordan opens the labor market for refugees with work permits, targeted efforts are needed to empower female refugees to harness income-generating activities. These efforts must also support the government in meeting its commitment to increase overall female participation in the workforce.

PROJECT OVERVIEW

Eid bi Eid is a multi-year initiative to support the government of Jordan to address issues of employment and gender inequality, exacerbated by the impact of the Syrian refugee crisis. The project began in 2015 to support the immediate needs of refugee women and vulnerable Jordanian women affected by the crisis. The second phase, which began in 2017, utilizes a resilience framework for achieving gender equality and women's empowerment goals and promotes individual

and community ability to absorb shock. This is done through the provision of livelihood opportunities and protection support for refugee women living in camp and non-camp settings, as well as Jordanian women living in hosting communities.

PROJECT BENEFICIARIES

There are expected to be at least 25,760 direct beneficiaries, including:

- 120 Syrian refugee women through daily cash for work opportunities
- 300 Jordanian and Syrian women through decent work opportunities
- 150 Syrian women through remedial education services
- 150 Syrian boys and 150 Syrian girls through Oasis child care facilities
- 100 Syrian and Jordanian men through HeForShe dialogues
- 30 men and 10 women Jordanian justice sector professionals with increased capacity to address sexual and gender-based violence
- 550 Jordanian and Syrian economic empowerment partners trained on gender-based violence and linked to protection referral services
- 10,500 Syrian boys and 10,500 Syrian girls per week provided with healthy meals
- 3,000 Syrians benefiting from a comprehensive maternal kit

SPECIFIC STRATEGIES

- High-quality expertise is provided to humanitarian and resilience partners in Jordan to support effective gender mainstreaming, policy advocacy and the development of gender-responsible planning frameworks and programming, including through the production of impact-oriented research.
- Support is provided to the government of Jordan to enable the development of policies and regulations to support women's economic empowerment and to support a decent work environment.
- Income generation activities through "cash for work" modalities are supported—combined with holistic support to enable women's access to livelihoods—to meet the urgent needs of refugees in camp settings.
- Interventions to increase women's economic empowerment, including vocational training, job placement and entrepreneurship, are designed and implemented—targeting refugees in camps and refugees living in Jordan's host communities.
- Those engaged in economic empowerment interventions are provided with robust training on gender-based violence and access to

protection referral mechanisms.

- Justice sector professionals in areas hosting large numbers of refugees, and areas with high incidents of violence against women, are supported to hear cases involving violent crimes against women.
- Civic engagement work and community participation dialogue structures are supported through the provision of leadership and communication training, and in facilitating dialogue mechanisms between women and decision-makers.
- Men are engaged in work to address gender-based violence and gender inequalities in camp and non-camp settings.

EXPECTED OUTCOMES

- Women in camp settings and host communities are empowered through money for work and increased access to longer term economic recovery and livelihood opportunities.
- Women's protection and access to justice is promoted to enable accountability and support them to serve as active members of their community.
- Women participate in and inform community decision-making processes.
- Duty-bearers are supported to create a greater enabling environment for women's economic participation.

2018 – 2020 Zonta International Strategies to End Violence Against Women (ZISVAW) Project

Ending Child Marriage

LONG TITLE

Ending Child Marriage: A Program to Accelerate Global Action

LOCATION

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

PARTNER

UNICEF USA and UNFPA

FUNDING

US\$2,000,000 (9% administrative cost)

OVERALL OBJECTIVE

Recognizing that only a long-term strategy will ensure the desired outcomes, the multi-year program seeks to promote the right of girls to delay marriage, addresses the conditions that keep the practice in place and provides care for girls who are already married.

SPECIFIC OBJECTIVES

In the first phase, the program, in partnership with governments and civil society, is turning commitment into tangible action to effect meaningful and lasting change in girls' lives by focusing on five main strategies:

1. Building the skills and knowledge of girls at risk of child marriage
2. Supporting households in demonstrating positive attitudes towards adolescent girls
3. Strengthening the systems that deliver services to adolescent girls
4. Ensuring laws and policies protect and promote adolescent girls' rights
5. Generating and using robust data to inform programs and policies relating to adolescent girls.

Under the umbrella of these five main strategies, each country will have specific strategies that respond to the context and factors that lead girls into early marriage.

BACKGROUND

Worldwide, almost 650 million women alive today were married before their 18th birthday and an estimated 280 million more girls are at risk of becoming brides. If current trends continue, the number of girls and women married as children will reach nearly 1 billion by 2030.

Child marriage is a global violation of human rights that can be found in cultures, religions, ethnicities and countries around the world. Recognizing the broad potential impact of reducing child marriage rates, UNICEF and UNFPA have joined forces and formally launched a multi-country initiative to protect the rights of millions of the world's most vulnerable girls. The Global Program to Accelerate Action to End Child Marriage brings together governments, civil society, families and young people in a collective effort to prevent girls from marrying too young and to support those already married as girls.

RESULTS TO DATE

More than 1 million girls have been reached through life skills and school attendance support and 1.67 million individuals have been engaged in community-based behavior change and sensitization activities.

PROGRAM STRATEGY

1. The Initial Phase (4 years): Strengthen the critical institutions and systems in select countries to deliver quality services and opportunities for a significant number of girls.
2. The Midterm Phase (5-10 years): Use the power of a critical mass of girls, families and communities and strengthened systems to further accelerate progress on a larger scale.
3. The Longer Term Phase (10–15 years): Reach larger numbers of girls to ensure they fully enjoy childhood free from the risk of marriage and that they experience healthier, safer and more empowered life transitions.

PROJECT BENEFICIARIES

The initial phase has the potential to directly reach 2.5 million girls across the 12 countries by the end of 2019.

SPECIFIC STRATEGIES

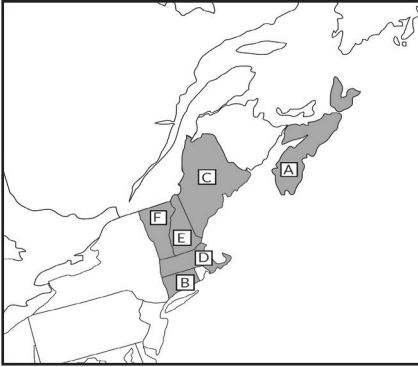
- Engage adolescent girls in the program countries through targeted initiatives, including life skills, health information, economic empowerment and social protection.
- Improve education access and retention and support interventions that encourage girls to enroll in school and make the transition from primary to secondary school.
- Provide out-of-school girls with alternative learning opportunities and income generation and financial inclusion options.

- Foster community dialogue and create public service announcements and other wide-reaching mass media campaigns to better inform and sensitize community members to the dangers of child marriage and the benefits of supporting and investing in girls.
- Strengthen health, education, child protection and social protection systems in the 12 countries, specifically by supporting the development and implementation of guidelines, packages and best practices to improve services for adolescent girls.
- Support governments to implement national guidelines for girl-friendly health services and provide training for health providers so that they may be more responsive to the specific healthcare needs of girls, including married girls.
- Support interventions that will keep girls in school, including menstrual hygiene management in schools, gender-responsive teaching, and curriculum and textbook reform.
- Maintain momentum and support for legal reform and measurable change on prevalence indicators by providing support for countries' national action plans.
- Increase the generation of and use of robust data and evidence on adolescent girls for advocacy, programming, learning and tracking progress—which will improve the quality and quantity of evidence around ending child marriage and support governments in being more effective in ending child marriage.
- Work with governments and other UN agencies to improve the quality and frequency of administrative data collection around social indicators such as age at first marriage, poverty, and sexual and reproductive health.

EXPECTED OUTCOMES

- National laws, policy frameworks and mechanisms to protect and promote adolescent girls' rights are in line with international standards and properly resourced.
- Government(s) and partners within and across countries support the generation and use of robust data and evidence to inform policy and programming, track progress and document lessons.
- Relevant regional and local government ministries deliver quality and cost-effective services to meet the needs of adolescent girls.
- Households demonstrate positive attitudes and behaviors toward investing in and supporting adolescent girls.
- Adolescent girls at risk of or affected by child marriage are better able to express and exercise their choices.

District Maps



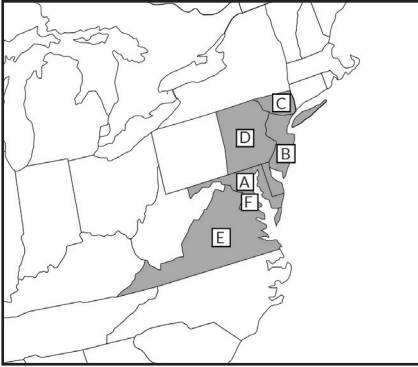
DISTRICT 1

- | | | | |
|---|---------------------|---|--------------------|
| 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 |



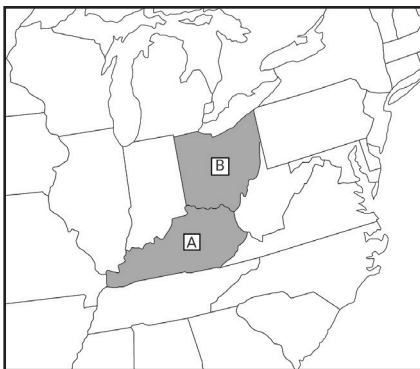
DISTRICT 3

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



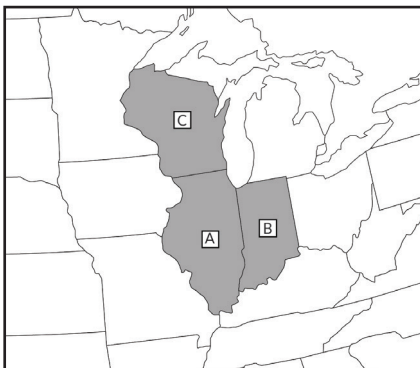
DISTRICT 4

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



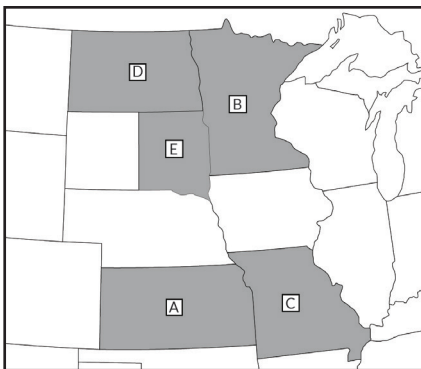
DISTRICT 5

- 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 | | |



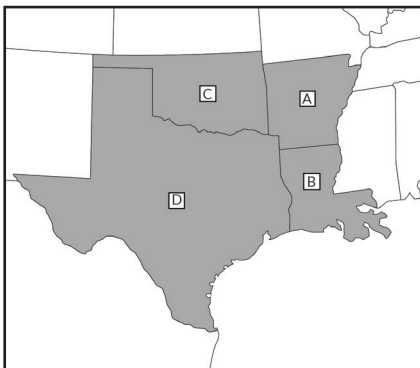
DISTRICT 8

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



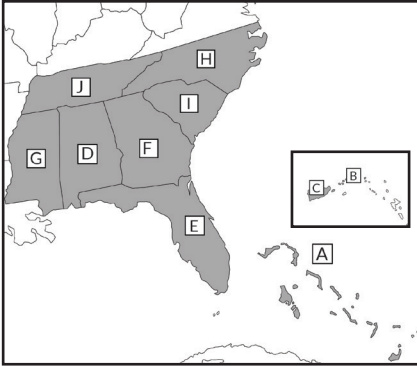
DISTRICT 9

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



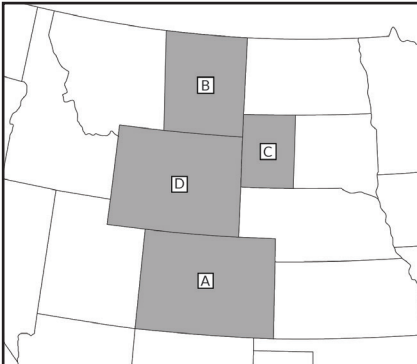
DISTRICT 10

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



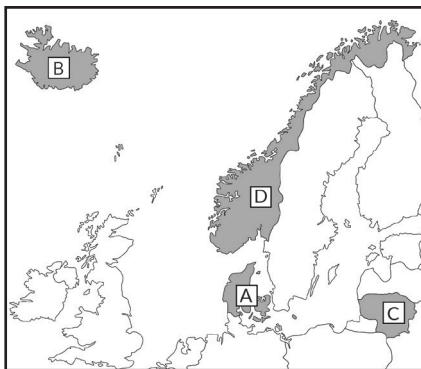
DISTRICT 11

- | | | | |
|---|------------------------|---|---------------------|
| 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 |



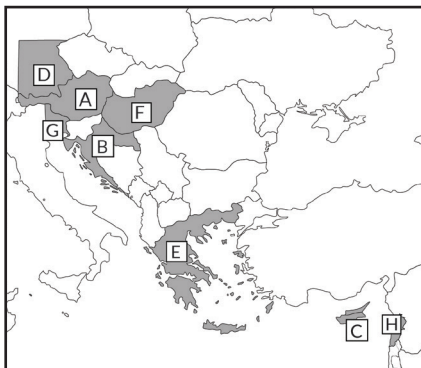
DISTRICT 12

- | | |
|---|-------------------|
| 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



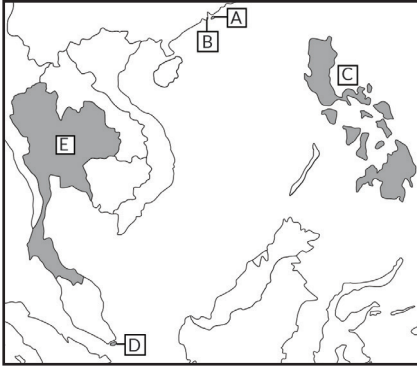
DISTRICT 15

- A Ontario, Canada
- B Michigan, USA



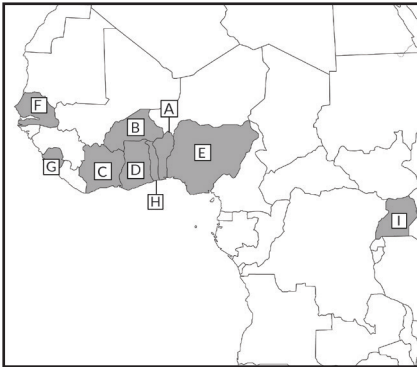
DISTRICT 16

New Zealand



DISTRICT 17

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



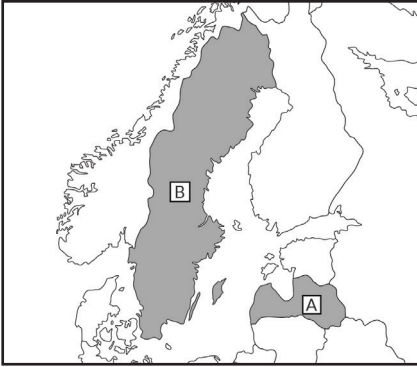
REGION SOUTH AMERICA

- A Chile
- B Uruguay



DISTRICT 20

- A Estonia
- B Finland



DISTRICT 21

- A Latvia
- B Sweden



DISTRICT 22

Queensland, Australia



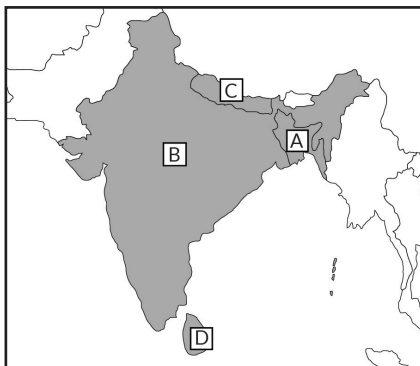
DISTRICT 23

- 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.)



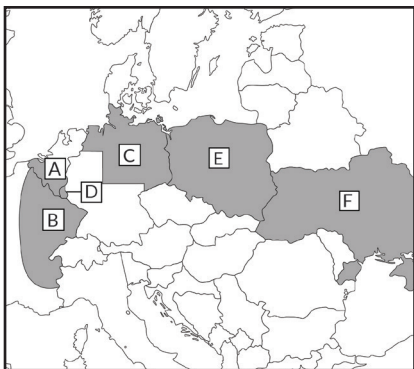
DISTRICT 25

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



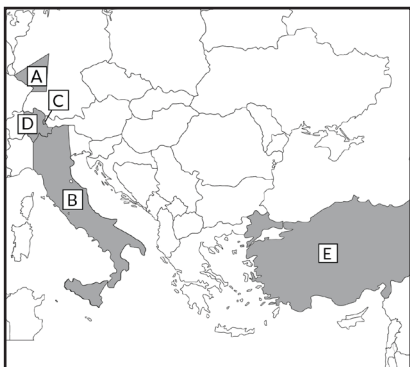
DISTRICT 26

Japan



DISTRICT 27

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



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



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