

Results of the Voting on Bylaws and Resolutions at the 2022 Zonta International Convention

1.(a) Article IV Members SECTION 1. Categories, p. 4.

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

Note: the recommended change to include “independent members” was amended to “supporting members” following debate and *motion was adopted*.

1.(b) Article IV Members SECTION 3. Supporting Members

New wording:

Section 3. *Supporting* Members. A supporting member holds direct membership at the International level.

(a) Eligibility. New members must:

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

(b) No changes

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

1. Fails to pay *international* dues.
2. No further changes.

Motion as amended was adopted by a small majority.

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

Proposed Wording (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 members. The president shall:

Motion Adopted without debate.

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

Proposed Wording (b) **Diversity of Membership**. Clubs shall have a membership composition that is inclusive and diverse.

Motion adopted without debate.

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

Proposed Wording (c) Termination. Club membership in Zonta International may be terminated by the Zonta International Board if the club has failed to: a. Pay club dues or other financial obligations to Zonta International, and pay district and area (if applicable) dues, or b. Function as a Zonta club.

An amendment was proposed to continue to nominate a number of times per year that a club must meet, but was lost.

Motion as originally proposed was Adopted.

5.(a) Article VI. Member Business Meetings and Voting. NEW

Proposed Wording

SECTION 1. Business Meetings and Voting. (a) Zonta International business including voting may be conducted and action may be taken (i) at a meeting in-person, (ii) through the use of mail or electronic ballot, or (iii) at a meeting through conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can simultaneously hear and communicate with each other. Participation in such meeting shall constitute attendance and in-person presence at the meeting of each person so participating. (b) The written notice of the place, day and hour of official business meetings and the purpose or purposes shall be issued to voting members not less than 5 nor more than 60 days before the business meeting. (c) The Zonta International Board shall in each case determine the means of meeting and voting based on the best interests of Zonta International as a whole.

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

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

(a) Clubs. (1) Each club of Zonta International shall be 6 entitled to one delegate and alternate. (2) If the membership of any club, based upon the dues payment through 1 March, exceeds 30 members, the club shall be entitled to a second delegate and alternate. (3) If the membership exceeds 60 members, the club shall be entitled to a third delegate and alternate. (4) A delegate may carry the total votes to which the club is entitled. (5) A member of the Zonta International Board shall not be a club delegate or alternate.

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

Motion adopted with amendments.

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

The proposed wording for this motion on pages 7, 8 and 9 was adopted except for amendments regarding

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

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

ii. A club may carry the proxy votes from two other clubs except that the total votes carried by one club may not exceed five.

iii. A club with a delegate, **who must leave a meeting due to an emergency may give a proxy to a delegate of another club.**

iv. No club may be represented by proxy at more than two consecutive voting events, i.e. conferences, mail or electronic ballots.

Motion with amendments was adopted.

5.(c) Article VI Officers and Directors SECTION 1. Officers, p. 7.

Motion as proposed was adopted.

5.(d) Article VI Officers and Directors SECTION 2. Directors, p. 9.

Motion as proposed was adopted.

5.(e) Article XI Zonta International Nominating Committee SECTION 3. Election (NEW) and SECTION 4. Term, p. 14.

Motion as proposed was adopted.

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

Motion as proposed was adopted.

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

Motion as proposed was adopted. As a result, Motions 6.(b) and 6.(c) were not considered.

7. Article VI Officers and Directors SECTION 2. Directors (b) Election, Term of Office, p. 9

There was some discussion about this motion, with a vote on the removal of 'consecutive' which was agreed, but the *overall motion was lost*.

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

Motion was adopted without comment.

The following articles pertain to changes to the number of standing committees in the Bylaws.

9.(a) Article XII Committees SECTIONS 4-15, p. 16-17.

There was quite a discussion against this motion from a number of delegates including PIPs and outgoing Governors. The thrust was that as a membership organisation, Zonta relies on its committees to more strongly represent the interests of Clubs and members. Also, to move to the proposed changes whilst the organisation is still under review would be premature.

The motion was lost.

9.(b) Article XII Committees SECTION 5. Finance Committee, p. 16.

This motion was adopted without debate.

9.(c) Article XII Committees, SECTION 12. Z Club and Golden Z Club Committee, p. 17.

This motion also generated some extended comment against the motion. *The motion was lost*, and there was general sigh of relief across the audience. In follow-up, **motion 9.(d) Article XIV Clubs, SECTION 10. Z Club and Golden Z Club Committee, p. 29** was not discussed.

The following two amendments pertain to e-clubs. If item 10.(a) is adopted, item 10.(b) will not be presented but changed for consistency.

10.(a) Article XIII SECTION 1. Definition and Purpose, p. 17

Amended Wording SECTION 1. Definition and Purpose. A district is a group of Zonta clubs and E-Clubs within a geographical territory or territories, as determined by the Zonta International Board.

The motion as amended was adopted. E-Club representatives spoke strongly in favour of retaining a distinct identity rather than being subsumed under 'Clubs'.

10.(b) Article XIII Districts SECTION 3. Members, p. 18.

Was not presented.

The following motions were adopted as proposed without discussion:

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

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

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

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

Proposed Wording (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. The member receiving the highest number of votes shall be the chair of the committee. No member of the committee shall be eligible for nomination at the district level of Zonta International while serving on the committee.

Noting the adoption of the term 'chair' rather than 'chairman' the proposed *motion was adopted*.

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

The motion as proposed was adopted.

The following motions were adopted as proposed without discussion:

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

Adopted and particularly relevant for Clubs to note:

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

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

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

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

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

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

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

The motion as proposed was adopted.

The following seven proposals [24.(a) to 24.(g)] proposed by the Zonta International Bylaws and Resolutions committee pertain to removal of detailed procedures for removal, termination and suspension from the Bylaws. The Zonta International Board has approved a new Zonta International Suspension, Expulsion and Removal Policy that covers the same information and can be found on www.zonta.org. If item 24.(a) is adopted, 24.(c), 24.(d), 24.(e), 24.(f), 24.(g) and 24.(h) were deemed adopted.

24.(a) Article VII Zonta International Board, SECTION 11 Removal, p. 11.

This motion as proposed was adopted. The other items as listed above were therefore deemed to be adopted.

The following seven amendments pertain to editorial changes to facilitate the reading of the Zonta International Bylaws and Rules of Procedure, were proposed as one motion.

25.(a) Article IV, Members SECTION 1. Categories, p. 4.

25.(b) Article IV SECTION 2. Zonta Clubs, p. 4

25.(c) Article IV, Members SECTIONS 3 and 4, p. 6.

25.(d) Article VII Zonta International Board SECTION 2. Duties and Powers, p. 9-10.

25.(e) Article XIII Districts SECTION 6. Officers, p. 18.

25.(f) Article XVII SECTION 1. Definition and Duration, SECTION 2. How Proposed, p. 33.

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

The motion was adopted as proposed, without debate.

An Additional motion was submitted to the meeting and seconded by the Board.

The Z-Club and Golden Z-Club annual fee will increase from USD \$5 to USD \$20 effective as of 1 June 2023 for the Zonta International 2023-2024 fiscal year.

The motion was adopted.

Amendments to the Rules of Procedures of Zonta International

26. Rules of Procedure 3. Dues and Fees, p. 37.

Each of the three subsections *was adopted*, noting that reference to 'Independent Members' is replaced by 'Supporting Members'.

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

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

Proposed Changes to both Rules of Procedure (27 and 28) *were adopted*.

Proposed Resolutions

This section was actually held first following a request the previous day that Resolutions be voted on ahead of Bylaws. PIP Sonia moved onto this section seamlessly.

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

This resolution has long been a source of debate across Zonta International. At this Convention, the Resolution ***was adopted*** with a significant majority. Applause followed.

2. RESOLUTION on continuing an overall review of Zonta International

This resolution ***was adopted*** and will be discussed further at the 2024 Convention in Brisbane.

3. RESOLUTION on daily registration fee at Zonta (Conventions)

The resolution ***was lost*** (not supported).

4. RESOLUTION regarding the "Zonta Says NO to Violence Against Women" Campaign

The resolution was ***adopted*** almost unanimously.

5. RESOLUTION to extend WIT Scholarship for another biennium with a slight modification.

The resolution was adopted. Some heated debate about the ZI Board deciding to remove this Award. Adoption also affected the later discussion on Fundraising Goals for the 2022-2024 biennium.

6. RESOLUTION regarding age of young professional (from 30 to 35)

The resolution ***was adopted***, although the split yes/no was relatively close.