



ZONTA
INTERNATIONAL

EMPOWERING WOMEN
THROUGH SERVICE & ADVOCACY

Zonta International Manual

December 2020

Introduction

Purpose

The purpose of this manual is to guide and facilitate the international leadership of Zonta International and the Zonta Foundation for Women in discharging its responsibilities.

Audience

This manual should be read and followed by the International Board¹ members, international committee chairs and members, parliamentarian, risk manager, executive director and headquarters' staff as well as anybody with an interest in and ambition for international office.

Contents and Use

The manual describes the processes by which the Zonta International Board operates, directs and evaluates its role and effectiveness; it promotes uniformity and continuity in decision-making so that the leadership and staff of Zonta International, members of Zonta clubs and other stakeholders have a sense of consistent management.

The manual is not a substitute for the Bylaws and Rules of Procedure of Zonta International, which are the primary rules that govern the operations of Zonta International, or for policies adopted by the International Board. The bylaws, rules of procedure and policies should be read in conjunction with this manual.

Update

This manual should be reviewed and, if required, updated once per biennium, unless relevant legal or policy requirements necessitate additional editions.

Style

The Associated Press Stylebook and the *Publication Manual of the American Psychological Association* are style guides utilized in this manual.

Parliamentary Authority

Robert's Rules of Order Newly Revised, 12th Edition

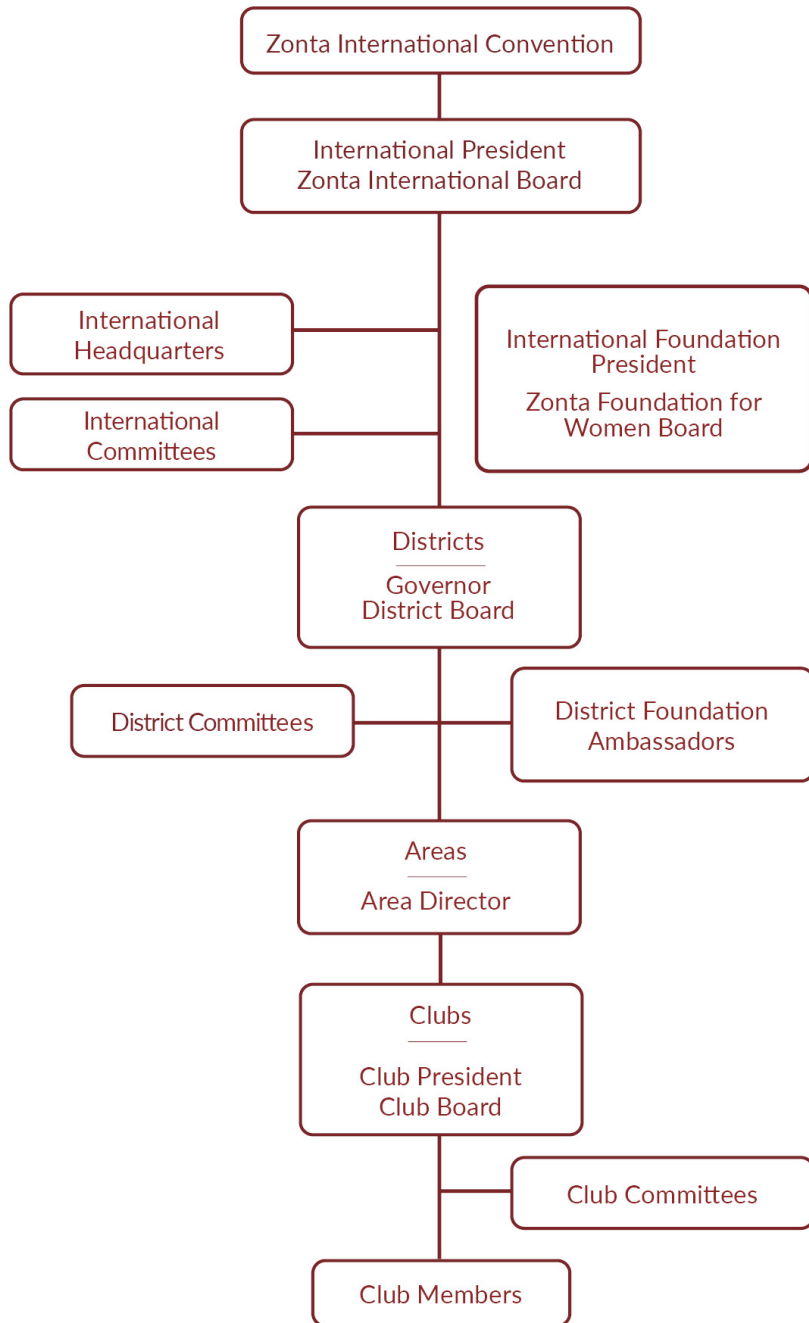
¹ Throughout this manual, *Board* signifies Zonta International Board and *manual* signifies this manual, except where expressly stated otherwise. References to governor include the regional representative.

Contents

SECTION ONE – Introduction	
Zonta International Organization Chart.....	1
Zonta International Board	2
Fiduciary Duty and Legal Responsibilities	3
Nonprofit Status	5
SECTION TWO – Zonta International Board.....	6
Responsibilities and Principal Duties of the Board	6
International President	10
International President-Elect.....	12
International Vice President.....	14
International Treasurer/Secretary	15
Executive Committee	16
International Board Liaison and International Representative.....	17
Zonta Foundation for Women Participation	21
Board Meeting Schedule.....	22
Board Member Time Requirement.....	24
Board Meetings.....	25
Board Minutes	27
Protocol	28
Parliamentarian.....	30
Risk Manager	31
Guidelines for Board Members’ Extracurricular Activities.....	33
SECTION THREE – Zonta International Headquarters	34
Executive Director	34
Headquarters Departments.....	37
SECTION FOUR – Mail and Publications	39
Governing Documents Booklet	39
Policies.....	39
Operation Manuals.....	39
Other Publications.....	39
International Mailing Distribution.....	40
Mail received at HQ addressed to Board Members and Committee Chairmen	40
<i>The Zontian</i> Magazine	41
Zonta Store	42
Sponsorship/Advertising	42
SECTION FIVE – International Service Projects	43
Selection Process	43
Post approval Process	44
SECTION SIX – Communications.....	45
Internal Board Communication	45
External Board Communication.....	45
Networking Policies and Guidelines	46
Inter-district Seminars	47
External Relations.....	48
SECTION SEVEN – Zonta Essentials.....	50
Zonta Members.....	50
Past International Presidents (PIPs).....	50

Zonta International Awards to Members	50
Mission Statement and Themes	51
Important Dates for Your Calendar	52
SECTION EIGHT – Zonta International Committees	53
Nominating Committee	59
Zonta International Bylaws and Resolutions Committee	70
Zonta International Convention Committee	71
Zonta International Finance Committee	72
Zonta International Membership Committee	73
Zonta International Public Relations and Communications Committee	75
Zonta International Service Committee	77
Zonta International Advocacy Committee	78
Zonta International United Nations Committee	80
Zonta International Leadership Development Committee	83
Zonta International Z Club and Golden Z Club Committee	84
Zonta International Amelia Earhart Fellowship Committee	85
Zonta International Jane M. Klausman Women in Business Scholarship Committee	87
Zonta International Young Women in Public Affairs Awards Committee	89
SECTION NINE – Special Committees	90
Zonta International Investment Committee	90
Zonta International Council of Europe Committee	91
Zonta International Grievance Committee — Whistleblower	93
Zonta International Manuals and Policies Committee	95
Zonta International Translations Committee	97
Appendix A	98
2018-2020 Committee Chairmen Report to Board	98

Zonta International Organization Chart



e-clubs are directly supported by the districts

Zonta International Board

International Board

President
President-Elect
Vice President
Treasurer/Secretary
Directors (7)

Executive Committee

President
President-Elect
Vice President
Treasurer/Secretary

Terms of Office

2 Years

Officers and directors are elected at convention and take office at the close of convention.

Meetings

No fewer than 5 and no more than 7 regular meetings

Quorum

Majority of the members of the Board or Executive Committee, respectively

Vote required for Adoption

Majority of entire Board or Executive Committee, respectively. Actions by the Board by mail require a unanimous vote of the entire Board. Actions by the Executive Committee by mail also require a unanimous vote of the entire Executive Committee.

Vacancies in Office

President
President-Elect
Vice President
Treasurer/Secretary
Directors

Filled By

Vice President
Remains vacant
Filled by vote of International Board
Filled by vote of International Board
Filled from nominees not elected at preceding convention in descending order of votes received

Fiduciary Duty and Legal Responsibilities

Zonta International is a United States corporation subject to the laws of the United States, including the United States Internal Revenue Code and Internal Revenue Service (IRS) regulations. Zonta International is incorporated in the state of Illinois and is therefore subject to Illinois law governing nonprofit corporations. All Board members should be conversant with the applicable United States and Illinois requirements regarding service as a board member of a nonprofit organization.

The directors, officers and the executive director are legally responsible for the day-to-day decision-making of Zonta International. They can be held personally liable² for any breach of duty. The officers and directors owe three specific duties:

DUTY OF CARE – the obligation to always act prudently and reasonably in regard to the management of Zonta International and the Zonta Foundation for Women.

DUTY OF LOYALTY – it is prohibited for a director or officer to use their position in Zonta International, the Zonta Foundation for Women, or a Zonta district, area or club to further their own interests.

DUTY OF OBEDIENCE – requires directors and officers to ensure that Zonta International and the Zonta Foundation for Women are operated in accordance with their governing documents and that the organizations comply with applicable laws.

When required, the Board should seek advice from the Zonta International's legal counsel regarding Zonta International's legal and fiduciary responsibilities and from its tax counsel regarding relevant tax consequences of its status as a tax-exempt organization under Section 501(c)(4) of the *United States Internal Revenue Code* and as a nonprofit corporation under Illinois law.

It is imperative to have the corporation's legal counsel review proposed substantive bylaws amendments before adoption and counsel's recommendations must be considered by the Board.

Confidentiality

In order to encourage and preserve the free exchange of ideas, unity of leadership, and generally accepted procedures, policies and customs, all discussions and voting in Board meetings are to be kept confidential by all Board members and other persons attending, including the parliamentarian, the risk manager and headquarters staff, unless otherwise decided by the Board. Details of discussions or voting must not be made known to persons

² Board members are covered for breach of duty by liability insurance taken out by Zonta International

not in the meeting or not privy to Board discussions. This confidentiality extends to materials distributed before or during Board meetings or through other mail or telecommunication, including ballot results and conference evaluations.

Ethics for Board Members

The Bylaws of Zonta International establish the Board as a group of elected representatives to act as a body in carrying out specific duties in accordance with its collective decisions.

It is not within the authority of any individual Board member to present herself as representing the Board to any district, club or individual Zontian, unless specifically authorized to do so by the international president.

Conflict of Interest Policy

The Board members and the members of the Investment Committee must operate in accordance with the *Zonta International Conflict of Interest Policy* and the committee members must also sign a *Conflict of Interest Form* each biennium.

- ▶ *Conflict of Interest Policy*
- ▶ *Indemnification Policy*

Nonprofit Status

US Internal Revenue Code Sections 501(c)(3) and 501(c)(4)

Zonta International is a corporation that is qualified under the United States Internal Revenue Code as a 501(c)(4) – a nonprofit organization that is exempt from paying federal income tax. As a 501(c)(4) organization, Zonta International is an organization operating exclusively for the promotion of social welfare. Zonta International receives its funding from member dues. 501(c)(4) organizations are not prohibited from lobbying activities.

The Zonta Foundation for Women is a corporation that is qualified as a 501(c)(3) – a nonprofit organization that is exempt from paying federal income tax and donations to which are deductible for donors paying United States federal income tax. As a 501(c)(3) organization, the Zonta Foundation for Women is restricted to charitable, educational, and scientific purposes and receives its funding from donations. These are funds that provide for Zonta’s service projects and educational programs. 501(c)(3) organizations are prohibited from significant lobbying activities.

Zonta International is permitted by law to transfer funds to the Foundation. The Zonta Foundation for Women is prohibited by law from transferring funds to Zonta International except in payment for services provided.

SECTION TWO – Zonta International Board

Responsibilities and Principal Duties of the Board

In 2008 the Zonta International Board, acting as the corporate member of the Zonta Foundation for Women, agreed that Zonta International and Zonta Foundation for Women should have the same officers and directors.

Officers

Each Zonta International officer must be a classified member of a Zonta club and have served as a Zonta International director, or at least one year as a governor, lieutenant governor, district treasurer or area director. An officer may not hold any other elective office at any level of Zonta International.

Directors

Each Zonta International director must be a classified member of a Zonta club and have served at least one year as a governor, lieutenant governor, district treasurer or area director. A director may not hold any other elective office at any level of Zonta International.

- ▶ *Bylaws of Zonta International*, Article VI, Sections 1 and 2

Function

The members of the Zonta International Board exercise general supervision over the interests and welfare of Zonta International, its districts and its clubs. The Board appoints an executive director to manage headquarters, assist the president and the Board in conducting their business and perform other duties in accordance with the *Bylaws of Zonta International*.

The Board members have a fiduciary responsibility to the membership and the public. They have a duty to use reasonable care in performing their duties and must act in good faith at all times in their dealings with, and on behalf of, Zonta International.

Scope

The scope of the Board's authority includes all aspects of Zonta International and its business, both internal and external.

Board Actions

The Board has the power to act on proposals, plans and projects. Every decision requires an affirmative vote of at least a majority of the Board members present and voting. For some actions, applicable law, the Zonta International Bylaws, or the Articles of Incorporation require more than a majority vote for adoption. Decision by mail ballot requires a unanimous vote. Proxy votes are not allowed.

The Board may not commit the organization to financial obligations exceeding funds on hand, except those authorized by the convention.

Between scheduled meetings, the Board may transact business by mail or conference call or other electronic means.

► *Bylaws of Zonta International, Article VII*

Responsibilities of All Officers and Directors

- Commits the time and energy necessary to serve as Board member of an international organization.
- Is informed about and communicates the Zonta Objects, programs, policies and projects both within and outside of the organization.
- Is familiar with Zonta International governing documents and manuals.
- Participates in the administration of Zonta International as an informed International Board member, acting in accordance with generally accepted ethical norms and as appropriate to the member's fiduciary and legal responsibilities to Zonta International.
- Objectively considers issues and proposed actions and make decisions in the best interest of Zonta International and if requested by the president, assist with activities and programs to implement Zonta International's goals and update the president of the progress and results of those activities.
- Recognizes the importance of all members of Zonta International and its clubs, and continually seeks to inspire dedication to the Objects of Zonta International and to respond to ideas and suggestions to improve the organization.
- Understands and supports the role of Zonta International headquarters in the implementation of Board and/or convention-adopted plans, policies and procedures.
- Assists the president in ensuring the continued application of generally accepted organization management practices to Zonta International's operations.
- Inspires international thinking and fellowship in order to work internationally.
- Engenders enthusiasm for Zonta International's programs and goals and strive for unified member support for all Board-approved or convention-adopted programs and goals.
- Motivates the membership, in particular the elected and appointed leaders, so that enthusiasm is generated throughout the organization and the approved goals are realized.
- Promotes membership goals and growth and develops an understanding with both the public and the membership of the responsibilities and rewards of membership in a Zonta club.

Competencies and Attributes Officers and Directors of the Board Should Possess

International officers and directors must possess the prerequisites specified in the Zonta International Bylaws. They also should possess the following competencies and attributes.

Competencies

- Strategic thinking skills.
- Experience and knowledge of Zonta and its role as a non-governmental organization.
- Proven fiscal and fiduciary responsibility.
- Proven governance skills.

- Awareness of critical issues affecting women and knowledge of the major Zonta International activities around the world.
- Sufficient command of the English language to fulfill the responsibilities of the office. This includes the ability to fully participate in meetings, to read and write documents, and to give speeches and presentations in English.
- Proficiency in the use of electronic communications technology.
- Good time management skills.

Personal Attributes

- Demonstrates a commitment to Zonta's mission and values.
- Delivers on commitments made.
- Demonstrates high ethical standards and personal integrity.
- Operates as an effective team member.
- Thinks independently.
- Listens to the viewpoints of others.
- Questions effectively.
- Challenges constructively.
- Engages others.
- Builds and maintains relationships with Zontians and other stakeholders.
- Is prepared to commit the necessary time and energy to perform the role.
- Manages tasks efficiently.

► *Bylaws of Zonta International*, Article VI

The Principal Duties and Responsibilities of the Board

- Approves or modifies the mission and the vision of Zonta International based on values embodied in the Objects of Zonta International and democratic principles.
- Is responsible for all strategic and long-range planning.
- Approves or modifies strategies to achieve the biennial goals and the financial plans supporting them.
- Continuously evaluates the general performance of Zonta International, including the work of the Board, international committee chairmen, governors and headquarters in pursuit of the adopted biennial goals and the current strategic plan, and assures that appropriate action is taken as necessary.
- Approves the biennial budget at the post-convention Board meeting, taking into consideration the biennial goals and any action taken by the Zonta International convention.
- Reviews the financial position and performance against the operating and capital budgets and take appropriate action.
- Authorizes actions significantly affecting Zonta International's assets, including those involving sale or purchase of assets, mortgage, investment of funds, loans and maintenance of adequate insurance coverage.
- Designates independent auditors and review the auditor's reports. The Board receives and reviews the independent auditor's report for the previous fiscal year at the next Board

meeting following issuance of the report.

- Ensures that the membership is adequately informed about major issues affecting Zonta International.
- Are required to keep themselves informed about Zonta International and all significant matters affecting the organization.
- Reviews significant actions and discussions of meetings of the executive, finance, investment, bylaws and other major committees.
- Works with the executive director to ensure adequate management succession planning.
- Confers with the executive director on decisions and matters of importance for which headquarters is responsible.
- Provides support and assistance to the executive director as required.
- Selects the executive director, authorizes the contract and the terms and conditions and determines and monitors the fulfilment of the duties of that position in addition to those specified in the bylaws.
- Approves the appointment of chairmen and members of standing committees for the following biennium upon the recommendation of the president-elect.
- Ensures that operational manuals are updated to reflect policies and procedures of Zonta International and are reviewed and approved in line with the *Rules of Procedure of Zonta International*.
- Reviews progress of special task forces appointed by the President.

Duties and Responsibilities of Individual Board Members

- Serve as a member of the International Board.
 - Be familiar with Zonta Objects, goals, programs, policies and project.
 - Be familiar with Zonta governing documents and manuals, with special attention to the *Zonta International Manual*, the *Zonta Foundation for Women Manual* and the *Finance and Audit Manual*.
 - Act as liaison to districts as designated by the president.
 - Act as liaison to standing and special committees as designated by the president.
 - Serve as an international representative to district conferences as assigned by the president and prepare a report of each conference attended.
 - Actively encourage financial support of the Zonta Foundation for Women.
 - Perform other duties as assigned by the president.
 - Liaise with headquarters before traveling to war zones or other areas not recommended by the authorities in the member's country.
- ▶ *Travel Safety Policy* under Governance/Policies on the website

International President

Specific Responsibilities

In addition to the general responsibilities, the International President has the following specific responsibilities:

- Acts as the spokesperson for Zonta International and serves as its official representative.
- Serves as chief executive officer of Zonta International.
- Exercises general supervision over the interests and welfare of Zonta International, its districts and its clubs. Presides at meetings of Zonta International, the Zonta International Board and the Executive Committee.
- Appoints committees authorized by the bylaws or the Zonta International Board.
- Appoints special committees and sub-committees as needs arise, to carry out specific tasks.
 - ▶ *Robert's Rules of Order Newly Revised, committees*
- Is a member of the Zonta International Bylaws and Resolutions Committee and the Zonta International Finance Committee and is an ex-officio member of all other committees except the International Nominating Committee.
- Presides at the international convention.
- Presents a verbal and written biennial report of the biennium at the convention.

Responsibilities with Respect to Board Meetings

- Calls special meetings if need arises.
- Conducts meetings following the current edition of *Robert's Rules of Order Newly Revised*, Zonta International's adopted parliamentary authority.
- Ensures that communications and reports are readily available.

General Responsibilities

- Approves formulation and issuance of statements outlining Zonta International's position on subjects consistent with the Objects of Zonta International.
- In consultation with the Board:
 - assigns duties to officers and directors, and
 - appoints Board members as liaisons to districts.
- Designates international representatives for district conferences and official meetings of Zonta International regions.
- Appoints Board members as liaisons to international committees or fulfills the liaison function if liaisons are not appointed.
- Ensures that training, including leadership training, is provided for Board members.
- Leads risk management strategic planning.
- Appoints and chairs an evaluation committee consisting of the president, president-elect and the treasurer/secretary to evaluate the work performance of the executive director and establish their annual salary and benefits.
- Copies the president-elect and the vice president on essential communications and keeps the president-elect and vice president informed about the administration and plans of

Zonta International.

- Communicates regularly with the international committee chairmen, if a Board liaison is not appointed.

Responsibilities with Respect to Headquarters

- Delegates, on behalf of the Board, to the executive director the administration of policies and supervision of headquarters staff.
- Communicates frequently with executive director about headquarters activities.
- Presides over meetings to evaluate the executive director.

Responsibilities with respect to Other Organizations

- Maintains appropriate relationships with other organizations and, if desired, issues invitations to leaders of other organizations to attend conventions.
- Attends the Service Club Leaders' Conference or appoints a Board member and/or staff member as representative, as appropriate.
- Encourages partnership relationships where such interaction would be productive.
- Establishes contact with prominent individuals who share the same goals as Zonta International through participation in various groups.
- Promotes Zonta International in public forums.

Other Duties

- Provides assistance and training to the president-elect.
- Provides information on convention planning to president-elect, as required.
- Communicates with International Honorary Members as soon as possible after taking office.
- Delivers to the successor all property belonging to the official position within 30 days after successor begins the terms of office.

- ▶ *Bylaws of Zonta International*, Article VI Section (d)

International President-Elect

Specific responsibilities

In addition to the general responsibilities, the president-elect has the following specific responsibilities.

- Supports and assists the president
- Serves as a member of the executive committee.
- Serves as a member of the Bylaws and Resolutions Committee and the Finance Committee and as an ex-officio member of all other Zonta International committees, except the Nominating Committee
- Becomes familiar with organizations that have similar goals to Zonta International and organizations with which Zonta International is affiliated.
- Attends meetings with other organizations, if possible, in particular those related to the United Nations, and reports to the president about the discussions in the meetings.
- Liaises with the president regarding planning for convention.
- Participates in the evaluation of the executive director.
- Confers with the executive director as the need arises.
- Serves as organizer/planner for the subsequent biennium, preparing to assume the duties of chief executive officer.
- Approves dates for district conferences held during the odd-numbered calendar year of the upcoming biennium.
- Solicits request for proposals for international service projects for the upcoming biennium and presents the proposals to the Board no later than the January/February Board meeting prior to the convention.
- Present proposed goals for the upcoming biennium to the Board no later than the January/February board meeting prior to the convention.
- Presents to the Board, for its approval, the chairmen and members of all international committees for the following biennium, except the Nominating Committee.
- Plans the program for the upcoming biennium working with the newly appointed chairmen-designate and the executive director.
- Plans the program and presides at the incoming governors' orientation.
- Prepares the presentation of the program for the biennium following the closing of the convention at which the president-elect is installed as Zonta International president.
- Selects a professional parliamentarian to serve at the convention at the close of the next biennium and on an on-call basis for parliamentary issues that may arise during the next biennium.
- Selects a professional risk manager to serve during the next biennium and at the convention at the close of the next biennium for risk management matters that may arise during the biennium.
- Delivers to the successor all property belonging to the official position within 30 days after successor begins the term of office.

Governors' Orientation

The president-elect arranges training of the governors for the following biennium in February of the convention year.

Length of Orientation. Three days

Budget. The Board provides a budget for governors' orientation.

Training Policies. The governors' orientation curriculum should focus on the governors' responsibilities to their districts and to Zonta International. These include:

- Working together with international committee chairmen and appropriate district committee chairmen to ensure that the current strategic plan and the biennial goals, including the international service projects and education programs, are fully understood by members of district clubs.
- Creating their own training plan for the district board and district committee chairmen with a supplemental plan for area directors to use when training club boards and club committee chairmen.
- Developing recognition and awards programs, if appropriate, for their districts.
- Communicating and interacting with the International Board through the Board liaison.
- Participating in public relations activities and promoting public relations activities within the district as appropriate for local communities and issues.
- Observing appropriate procedures and protocols.

Recommended Topics for the Orientation.

- program for the upcoming biennium,
- Zonta International structure function and funding,
- Zonta Foundation for Women structure, function and funding,
- governing documents,
- Zonta International strategic plan,
- Zonta International/governor relationship,
- the role of the international Board liaison,
- leadership training,
- risk management,
- public relations,
- conduct of meetings,
- conference planning and execution,
- international representative to the district conference,
- budgeting,
- area meetings/workshops,
- governor's newsletter,
- Zonta branding,
- problem-solving with role play, and
- general exchange of ideas.

International Vice President

Specific responsibilities

In addition to the general responsibilities, the international vice president has the following specific responsibilities:

- Performs the duties of and has the same authority as the president in the absence or inability of the president to act.
- Supports and assists the international president.
- Serves as a member of the executive committee.
- Serves on the Zonta International Finance Committee and Zonta International Investment Committee as requested by the president.
- Performs assignments as directed by the president.
- Confers with the executive director as the need arises.
- Delivers to successor all property belonging to the official position within 30 days after the successor's election or appointment.

International Treasurer/Secretary

Specific responsibilities

In addition to the general responsibilities, the international treasurer/secretary has the following specific responsibilities:

- Serves as chief financial officer and as secretary to certify resolution and other documents of the organization, authorized by the Board.
 - Supports and assists the international president.
 - Serves as a member of the executive committee and records the minutes of each executive committee meeting.
 - Serves as a member of the Zonta International Finance Committee and the Investment Committee.
 - Is responsible for the maintenance of adequate books of account for Zonta International.
 - Reviews trial balances and monthly financial statements and ensures that the Board-established policy regarding expenditure control is being followed.
 - ▶ Appendix A - Signature Authority of the *Finance & Audit Manual*
 - Is responsible for cash management and ensures that headquarters regularly invests Zonta International funds not immediately required in financial instruments consistent with Board policy and the *Investment Policy Statement*.
 - Ensures that any expenditure exceeding the established standard limitation, presently US\$10,000, is authorized in accordance with the Finance & Audit Manual before payment.
 - Reviews the investment reports monthly.
 - Reviews financial reports, statements and audits and presents a report at each Board meeting.
 - Is responsible for all funds and securities of Zonta International and for receipt and disbursement thereof.
 - Assists the Finance Committee with the convention report on the Zonta International financial position.
 - Upon direction of the Board, reviews district finances and gives advice to districts regarding their operating and conference budgets.
 - Together with chairman of the Finance Committee, trains district treasurers in essential Zonta financial issues such as maintaining its tax status.
 - Performs such other duties as required by law and the bylaws and as assigned by the president or the Board.
 - Delivers to the successor all property belonging to the official position within 30 days of the beginning of the successor's term of office
- ▶ *Zonta International and Zonta Foundation for Women Finance and Audit Manual, Section 2*
- ▶ *Bylaws of Zonta International Article XII Section 5*

Executive Committee

The officers of Zonta International constitute the executive committee.

Duties and Responsibilities

The executive committee acts for the Board between meetings of the Board. The acts of the executive committee must not conflict with or modify action taken by the Board, including adoption or amendment of the budget. The executive committee must report its action at the next meeting of the Board.

Meetings

Special meetings may be called by the president or upon request of two members of the executive committee.

Minutes

The treasurer/secretary takes minutes of each executive committee meeting. The treasurer/secretary distributes the minutes electronically to the members of the committee as soon as possible, but no later than the next Board meeting.

The treasurer/secretary is the custodian of the minutes of the executive committee meetings and transfers the records to their successor in the handover process, within 30 days after leaving office. The president retains a copy for the president's confidential file which the president will transfer to the successor. A copy will also be retained at headquarters.

- ▶ *Bylaws of Zonta International Article VIII*

International Board Liaison and International Representative

International Board Liaison

The president appoints each Board member to serve as a liaison to one or more districts. At the option of the president, a member of the Board may be appointed to serve as liaison to an international committee, or the president may decide to fill this function. The communication line is between the liaison and the governor and between the liaison and the committee chairman with support from headquarters staff as required.

Role of the Liaison.

- To establish regular reciprocal contact with the governor/committee chairman.
- To facilitate the flow of information between the Board and the district/committee.
- To support the governors and international committee chairmen.
- To present the district's/committee's ideas, concerns and needs to the Board.
- To ensure that the district/committee has a clear and correct interpretation of reports and decisions of the Board.
- To receive and present, if required, the reports by the governor/committee chairman at each Board meeting.
- To be of assistance to the governor/committee chairman whenever needed.

Guidelines. It is important that the communication line is open at all times between governors/committee chairmen and the Board.

As soon as feasible, the president will assign Board members to serve as communication links between the Board and the districts to promote trust, confidence and the flow of information.

The process for reporting to the Board should be uniform for all districts but should not substantially increase the paperwork for the governors. Headquarters emails the report form to the governors prior to each Board meeting, in accordance with the schedule of Board meetings and report due dates. The liaison reminds governors of the report schedule.

The liaison informs the governors/committee chairmen of the liaison points from the Board meeting.

It is best practice that 30 days before leaving office, the outgoing Board liaison provides a report on each district liaised with to headquarters.

Governor Reports. The international president determines the content of the governor's reports. The president generally asks for information such as:

- advocacy activities,
- district participation in international service projects and educational programs, through individual and club contributions to the Foundation and club and district educational awards,

- United Nations activities,
- other activities with focus on Zonta's mission,
- queries for Board consideration, and
- delicate or confidential information.

International Committee Chairman Report. The committee chairman report should include:

- communication on club/district/international levels,
- major issues addressed,
- status of biennial goals and strategic plan,
- queries for Board consideration, and
- anything else the Board should know.

Timetable of Reports. Governor/committee chairman reports should be submitted two weeks prior to each Board meeting in accordance with a schedule set by the president. Reports arriving after the due date might not be considered during the Board meeting.

Communication. Each liaison will make first contact with the relevant governors/committee chairs as soon as possible after being notified of the assignment. Contact can be in the form of a draft letter provided by the president.

Subsequently, liaisons should contact their assigned governors/committee chairmen at least once before each Board meeting.

Liaisons may answer questions raised in reports before the Board meeting or delay the response until the report has been discussed at the Board meeting.

Liaisons are to verbally summarize important points in the governor's report and outline any advice offered by the liaison and response thereto.

Liaisons are responsible for disclosing any issues in governor/chairman reports that need to be discussed by the Board.

The summary of liaison points prepared by the Board will constitute the report to the governors and committee chairman and will be communicated by the liaison as soon as possible, but no later than thirty days after the Board meeting.

Liaisons should respond to any previously unanswered queries from governor/chairman as per discussion at the Board meeting and remind each governor/chairman of the due date of the next report.

International Representative

The president may assign a Board member as the international representative to a district conference held in the odd-numbered calendar year of the biennium. An international representative may be assigned to a Zonta region meeting. A Board member's preference may be considered; however, a cost-efficient assignment should prevail.

Assignments should be equally divided to the extent feasible so that no one member bears an undue burden of travel or responsibility.

The president notifies the governors or regional representatives who their international representative will be and copies this communication to the international representative. The international representative should contact the governor as soon as feasible.

Expenses. Zonta International will pay travel costs for the international representatives to and from district conferences. The district is responsible for hotel accommodation, meals, local transportation and conference registration, including all functions.

► *Zonta International and Zonta Foundation for Women Finance & Audit Manual, Appendix C.*

Duties. Board members are expected to attend all sessions and functions of the district conference(s) at which they are the international representative. They are also expected to attend any pre- and post-conference district board meetings held at the conference venue.

The governor should offer the international representative an opportunity to participate actively in the conference, including providing a keynote speech or participating in a panel or workshop, taking into consideration the international representative's proficiency in a language used at the conference. The international representative should be well prepared with up-to-date information on issues affecting Zonta International.

Language skills permitting, the international representatives are expected to participate in media events arranged by the district conference committee. The international representative may be asked by the media to present Zonta's position and service projects and must be prepared to do so.

The international representative should promote the Objects of Zonta International with special emphasis on object (a) *To improve the legal, political, economic, educational, health and professional status of women at the global and local level through service and advocacy.*

► *Bylaws of Zonta International, Article II*

The international representative should request a copy of the current district rules of procedure, previous district board meeting minutes and prior conference minutes in advance to be familiar with the district.

Some districts ask the representative to provide an oral conference evaluation as part of the program. The representative should be consulted about this before the conference program is printed because some representatives may not be able to do this due to language limitations. The remarks should focus on the positive content of the conference and provide

information, inspiration and direction. Any corrective suggestions may be part of the post-conference district board meeting.

Reporting. There are two conference report forms; one is completed by the international representative and the other by the governor. The representative is expected to complete the appropriate conference report form and forward it to headquarters within 14 days following the conference.

The governor is expected to complete the appropriate report form and forward it to headquarters within 14 days following the conference, with copies to the representative and the district liaison. Proposed resolutions and bylaws amendments must be sent to the Bylaws and Resolutions Committee chairman as provided in the Zonta International bylaws. Proposals received after deadlines will not be considered.

The governor is to forward the name and contact details of the governor for the following biennium to the president-elect and headquarters immediately following the conference. This information will be used for planning the governors' orientation.

The international representative should promptly communicate with the governor regarding any unanswered questions arising from the conference and send a copy of the response to the international president.

- ▶ *Zonta International District Manual*
- ▶ *Zonta International District Conference Manual*

Zonta Foundation for Women Participation

Officers' and Directors' Foundation Participation

As an international organization whose mission is to empower women through service and advocacy, Zonta International supports special service projects at the international level that unite the clubs and individual members globally. This basic element of Zonta carries the expectation that every Zontian contribute to building the Zonta Foundation for Women into an effective tool for assisting the empowerment of women. Although the Board recognizes that clubs and districts carry out their own service projects to help advance the mission of Zonta International, such activities must not interfere with the basic expectation of individual Zontians and clubs to support the Zonta International service programs and projects approved by the voting members at convention.

Members of the Board are expected to encourage all Zontians to actively participate in the Zonta Foundation for Women through their involvement in programs and through their financial support. Therefore, as leaders of Zonta International, members of the Board are encouraged to make a substantial gift to the Zonta Foundation for Women during their term of office. They are encouraged to continue their gifts throughout their membership and to consider the possibility of a planned gift.

Board Meeting Schedule

The president-elect presents a draft version of the Board meeting schedule during the budget process. This includes in person meetings and tentative electronic/conference call meetings.

Before Board Meetings

- Submit agenda items according to the Board meeting schedule.
- Submit Board members' reports, as requested.

Within Thirty Days after Board Meetings

- Board members send liaison points to their governors/committee chairmen reporting on Board actions and responding to queries.

All Board Meetings

- Deliberate and make decisions as required.
- Review financial statements, Board members' reports, executive director's reports, headquarters' reports, governors' reports and international committee chairmen's reports.
- Review and monitor progress towards achieving the biennial goals and the business and strategic plans.
- Review any reports/recommendations from or to the Zonta Foundation for Women Board.
- Review any Meritorious Service Award nominations.
- Review any Honorary Member nominations.
- Review any convention status reports.
- Review and approve new policies or suggested amendments to existing policies, as appropriate.
- Review and approve revisions to Zonta manuals, as appropriate.
- Review task forces reports.

First Regular Board Meeting (Post-Convention) – July Even Year

- President and/or Leadership Development Committee conducts training session for Board members.
- Risk manager conducts an initial risk management orientation.
- President clarifies biennial program.
- The Board approves the strategic plan.
- President, with approval of the International Board, appoints non-standing committees.
- The Board approves biennial budget.
- Board members, parliamentarian and risk manager sign:
 - *Conflict of Interest Declaration Form*,
 - *Use of Member Information by Zonta Leaders Declaration Form*, and
 - *Use of Contribution Report and Donor Information Form*.
- The Board considers continuing any important unfinished business from the previous biennium.

Second Regular Board Meeting – September/October Even Year

- Reviews target areas of strategic plan for the biennium.
- Reviews and files the annual audit report for the previous fiscal year.
- Approves international committees' strategic plans.
- Reviews *International Nomination Form* and any recommendations from the Nominating Committee.
- Reviews Zonta Foundation for Women finances and foundation-funded programs.
- Reviews the Zonta International theme every four years.

Third Regular Board Meeting – January/February Odd Year

- Reviews biennium budget for necessary adjustments.
- Reviews target areas of biennial goals and strategic plan with budget implications for following biennium.

Fourth Regular Board Meeting – June Odd Year

- Reviews and adopts convention budget and program.
- Approves committee chairmen for next biennium.
- Reviews participation of international representative at district conferences.

Fifth Regular Board meeting – November Odd Year

- Reviews and files the annual audit report of previous fiscal year.
- Adopts budget for next biennium.
- Reviews president-elect's proposals regarding funding of international service and education programs, as recommended by the Zonta Foundation for Women Finance, Audit and Risk Committee.
- Approves committee chairmen for next biennium.
- Proposes amendments to Zonta International Bylaws and Rules of Procedure and proposes convention resolutions for forwarding to Bylaws and Resolutions Committee.

Sixth Regular Board Meeting – January/February Even Year

- Approves committee chairmen not yet appointed, parliamentarian and risk manager for following biennium.
- Finalizes biennial goals including international service projects and strategic plan documents for distribution prior to convention.
- Considers report of Bylaws and Resolutions Committee and makes recommendations on all proposed amendments to bylaws and rules of procedure and proposed resolutions to be reported to the convention.

Seventh Regular Board Meeting (Pre-Convention) – June/July Even Year

- Discusses all material to be presented at convention including financial and bylaws reports.
- Makes suggestions/recommendations to the next Board.

Board Member Time Requirement

The following summarizes the minimum estimated time requirements that Board members must be willing to commit to their responsibilities to Zonta International in the course of the biennium:

Office	Time Requirement
President	Full Time
President-Elect	60 weeks
Vice President	40 weeks
Treasurer/Secretary	45 weeks
Directors	32 weeks

These estimates include the following events:

Travel Activity for All Board Members

- Five to seven Board meetings of four to six days each, including travel time. The post-convention meeting is usually two days, excluding travel time.
- Two to four district conferences of three to four days with most of these occurring in September and October in odd years.
- One convention of approximately eight days in June/July of even years.

Extra Travel Activity for President

- Minimum one-day early arrival for each Board meeting.
- Convention planning of approximately 15 days.
- United Nations visits as appropriate, including meetings with UN agency partners and the Commission on the Status of Women meeting in March each year.
- Service Club Leaders Conference - usually in November in United States.
- District/club visits as appropriate.

Extra Travel Activity for President-Elect

- Program planning of approximately three days.
- Governors' Orientation of approximately three days.
- United Nations visits as appropriate, including meetings with UN agency partners and the Commission on the Status of Women meeting in March each year.
- Service Club Leaders Conference - usually in November in United States.

Extra Travel Activity for Treasurer/Secretary

- Zonta International Headquarters visits as needed, and within budget.
- Meet with auditors as needed.

Committee Meetings. Committee meetings are generally held by electronic means, once per quarter or more frequently as required.

Board Meetings

Regular Board Meetings

There are seven Board meetings with in-person attendance during the biennium. The venues and timing of the Board meetings are decided by the president. The approximate schedule for these meetings is as below and may be changed.

1. post-convention, in convention city even year,
2. September/October even year,
3. January/February odd year,
4. June odd year,
5. November odd year,
6. January/February even year, and
7. pre-convention in convention city even year.

Additional electronic/conference call Board meetings will be scheduled in advance at the discretion of the president.

Special Meetings

Special meetings may be held at the call of the president or upon request of five members of the Board. Special meetings can be held by conference call or other electronic means where Board members participating in the meeting will hear each other simultaneously. Such a meeting constitutes a formal meeting provided that all Board members are invited to participate and have the ability to attend by such means.

► *Bylaws of Zonta International* Article VII, Sections 5-10

Agenda

The president prepares the meeting agenda together with the executive director. Members of the Board should submit agenda items to the president within the specified time before each meeting. All items submitted must be in writing with explanation or rationale included.

Headquarters will post the agenda together with all underlying reports on the electronic Board platform minimum 10 days before the Board meeting. Board members should regularly review the platform during the two weeks before the Board meeting to remain up to date.

Board Actions on Resolutions

At its January/February meetings in the even year, the Board must consider each proposed bylaw amendment or resolution for presentation to the convention, and must designate each as *recommended*, *not recommended*, or *no recommendation*. In reporting to the convention, the chairman of the Bylaws and Resolutions Committee will state the decision of the Board with reference to each proposal.

If, due to unavoidable circumstances, a resolution proposed by the Board or by a committee

of Zonta International or by a district conference cannot be mailed to the Bylaws and Resolutions committee 180 days before the convention, the resolution may be exempt from the requirement of referring the resolution to the Bylaws and Resolutions Committee. Such a resolution may be submitted directly to the convention, provided that the resolution has either been published in *The Zontian* with the Call to Convention or has been submitted to the members of the Board and to each club at least 90 days before the convention.

- ▶ *Bylaws of Zonta International* Article XVII

Board Orientation

Board orientation and development will commence at the post-convention Board meeting with a presentation of information and instruction regarding the liabilities, responsibilities and required commitments of Board members.

As there are 11 members of the Board, its meetings may be conducted according to the procedures applying to small Boards as included in the current edition of *Robert's Rules of Order Newly Revised*.

- ▶ *Robert's Rules of Order Newly Revised*, 11th ed. (2011) pp. 487-488.

Board Minutes

Record of Proceedings

The minutes of each meeting will be recorded and kept as the permanent record of proceedings at headquarters.

The minutes and reports must be written in American English and in keeping with the current edition of *Robert's Rules of Order Newly Revised* and the law of the state of Illinois in the United States. Draft minutes will be submitted to the president for review prior to distribution to the Board. The Board will adopt the minutes, with corrections if necessary, as soon as possible, but no later than the following Board meeting.

The president, with the approval of the Board, may decide to use a Minutes Approval Committee for the approval of Board minutes. If this method is used, the president will appoint one or two members of the Board for each meeting to serve as the committee. The executive department should forward the draft minutes to the Minutes Approval Committee within 10 working days after the Board meeting. The Minutes Approval Committee corrects the minutes, if needed, and returns them to the executive department at headquarters and the president within seven days.

Alternatively, the president and Board may decide to review and approve the minutes prior to the adjournment of the Board meeting. In such cases, the president does not seek approval of the minutes at the next Board meeting but asks if there are any corrections or additions to the minutes as approved.

Posting of Minutes to the Electronic Board Platform

Headquarters will post the approved minutes on the electronic Board platform as soon as feasible. Highlights from the minutes are posted on the website.

Distribution of Board Liaison Points

The president, with the approval of the Board, will appoint one member of the Board to take notes of decisions and actions of specific interest to governors and international committee chairs during the Board meeting. Headquarters will distribute these liaison points as a *Liaison Report* to the Board members shortly after the closing of the meeting. The Board members will either verbally or electronically report on these points to their liaison governors and committee chairs as soon as feasible.

Records of Board Minutes

Board minutes and related reports will be maintained in both hard copy and electronic format at headquarters in accordance with the *Retention Guidelines*. These records must be readily accessible to any member of the current Board on request.

Protocol

The Board follows the current edition of *Robert's Rules of Order, Newly Revised* in conducting meetings and making decisions as a group. In addition, Zonta International has adopted a number of policies and includes in various manuals guidelines for Zontians who are responsible for activities at the club, district and international levels. These are designed to enable the organization to conduct events with courtesy, consideration and recognition of status.

The Protocol Manual contains guidance, including an order of precedence, for ceremonial occasions, such as the charter ceremonies and the installation ceremonies for club Boards, for governors, and for the international Board at the international convention.

► *Zonta International Protocol Manual*

Zonta International Board Standing Rules

Each Board adopts its own standing rules. Below is an example of rules that various Boards have adopted:

1. The officers and directors comprise the voting body of the Board.
2. At the discretion of the president, members wishing to obtain the floor will address the chair as Madam President and raise a hand.
3. There will be no limit to the number of times a member may speak to a question. However, the president should use discretion to ensure that all have an opportunity to express their opinion on a question.
4. Debate should be limited when deemed necessary by the Board and may be extended by the president as required.
5. The maker of a motion may exercise the right to speak first on the motion if the member wishes to do so.
6. All substantive motions must be in writing, signed by the maker and given to the president.
7. A seconder is not necessary unless requested by the president or a member of the Board.
8. When a proposal is perfectly clear to all present, a vote may be taken without a motion having been formally introduced.
9. The president may speak in discussion without leaving the chair and usually may make motions and vote on all questions.
10. Any scheduled business not finished at the time a recess is taken shall resume at the point when it was interrupted when the meeting is reconvened.
11. The president may invite any committee chairman, member of the staff or other person(s) to provide relevant information. When invited persons are present, voting shall be at the discretion of the president.
12. Board meeting discussions and voting shall be confidential, and details of Board discussions shall not be divulged outside Board meetings.
13. A member who disagrees or abstains from a decision of the Board may have the disagreement or abstention entered in the minutes of the meeting. All counted votes should be recorded in the minutes.

14. A consent agenda may be presented by the president. Items may be removed from the consent agenda on the request of any member. Items not removed may be adopted by unanimous consent without debate. Removed items may be taken up immediately or placed later on the agenda at the discretion of the Board.

Parliamentarian

Appointment

The president-elect selects a professional parliamentarian to serve during the next biennium, including at the convention. The parliamentarian should be available to consult on issues of parliamentary procedure that arise during the biennium and the president may choose to have the parliamentarian attend Board meetings.

Expenses

The *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, provides detailed information in Appendix C and D.

Risk Manager

Appointment

The president-elect selects a professional risk manager to serve for Zonta International and the Zonta Foundation for Women during the next biennium, including at the convention ending that biennium. The risk manager is, preferably, selected from the membership of Zonta International.

Duties and responsibilities

The risk manager is responsible for identifying and assessing risks to the organization and reporting them to the Board. The risk manager monitors the actions taken by the risk owners to mitigate the risk and advises the Board and the executive director on a quarterly basis.

Specific responsibilities

- Develops tools to increase competence and maturity in risk management for the organization.
- Promotes the consistent ownership of risk at all levels within the organization.
- Builds and develops a risk-aware culture within the organization, including education and training as requested by the Board.
- Identifies and assesses risks to the organization and recommends to the Board and the executive director actions to avoid or minimize risks.
- Undertakes an internal risk audit at headquarters at the beginning of the biennium and reports the result to the Board.
- Provides risk management processes and procedures.
- Reviews and advises on contracts and agreements as requested by the Board or executive director.
- Reviews and advises on manuals and policies as requested by the Board.
- Reviews and advises on insurance as requested by the Board or the executive director.
- Attends Board meetings, as requested by the president.
- Attends meetings of the Zonta International and the Zonta Foundation for Women Finance Committees and Investment Committees.
- Attends other meetings as requested by the president.
- Serves as adviser to the Board, executive director and headquarters' staff and to the above-mentioned committees.
- Reviews and updates the risk management framework and risk management policy each biennium.
- Provides a status report and all documents to the Board and to her/his successor when leaving the position.

Prerequisites

- Proven professional knowledge and experience in risk management

- Knowledge of the operations and functions of Zonta International and the Zonta Foundation for Women and the environment in which they operate.
- Financial knowledge

Expenses

The Zonta International and Zonta Foundation for Women Finance and Audit Manual provides detailed information in Appendix C and D.

Guidelines for Board Members' Extracurricular Activities

Definition of Extracurricular Activities

- The extension of a visit before or after a district conference at which the member serves as international representative.
- The extension of a visit before or after an international Board meeting.
- The extension of a visit before or after any of various Zonta functions such as charter presentation functions, inter-city functions, and study tours.

Determination of Board Member Participation

- When applicable, the president must approve the activity *in advance*, if any expense is to be incurred by Zonta International.
- When applicable, the governor must approve the activity *in advance* if any expense is to be incurred by the district.
- Any Board member planning to attend a district conference other than the Board member's own or to which the member is assigned as international representative, must request permission from the president and notify the international representative.
- A Board member may attend inter-district seminars but must do so at her/his own personal expense.

A Board member should always consider the requirements of the *Campaigning Policy* when attending meetings.

- ▶ *Zonta International and Zonta Foundation for Women Finance & Audit Manual*, Appendix C includes guidelines for reimbursement.

SECTION THREE – Zonta International Headquarters

Executive Director

The Board determines policy and provides general oversight of Zonta International; the headquarters staff implements policy.

The executive director should be employed as mandated by the Bylaws of Zonta International. Such employment is subject to an employment agreement under the authority and supervision of the Board.

Job Description

Primary Purpose. The executive director is the operations manager of Zonta International and the Zonta Foundation for Women and is responsible for financial and administrative management of the corporation in pursuit of the strategic plan and in accordance with the biennial goals adopted by the convention and the budget adopted by the Board. The executive director is responsible for providing necessary and adequate information about headquarters operation at Board meetings.

Nature and Scope. The position is directly responsible to the Board and is facilitated on a day-to-day basis through the president or a delegated nominee.

Role and Responsibility. Details on the role and responsibilities of the executive director are available in the current executive director job description.

Establishment of Organizational Goals for Zonta International Headquarters

The executive director meets with the international president to formulate biennial administrative goals and plan how headquarters operations will support the Zonta International and the Zonta Foundation for Women biennial goals, the *Zonta International and Zonta Foundation for Women Strategic Plan* and international committees' *strategic plans*. The general goals must include, but are not necessarily limited to:

- support of biennial goals and the Zonta International/Zonta Foundation for Women strategic plans,
- effective management of staff,
- adherence to the financial budget and policies,
- support and implementation of risk management processes and procedures,
- effective representation of the organization,
- identification of public relations opportunities,
- communications effectiveness and timeliness, and
- efficient office administration.

Evaluation

The executive director must be evaluated at least once a year by an evaluation committee comprising the president, president-elect and treasurer/secretary. The evaluation is based upon objectives established and communicated in writing to the executive director at the time of the previous annual evaluation. The evaluation will be conducted in coordination with the June Board meeting or annually at a time agreed in advance by the parties.

The evaluation is to be reviewed with the executive director, who may offer comments in writing and attach them to the evaluation. The evaluation letter is to be signed by the committee and the executive director, signifying that it has been reviewed and discussed. The original evaluation is filed in the president's confidential file to be passed on to the next president. A copy of the evaluation is maintained by the other members of the evaluation committee and in the personnel file of the executive director. The evaluation committee will advise the Zonta International and Zonta Foundation for Women Boards of any issues from the evaluation that might be questioned in an audit.

Immediately following the completion of the evaluation, the evaluation committee is to decide about any salary adjustment, taking into account the evaluation and budget. Such an adjustment must be supported by the established goals and objectives.

Staff Authority

Although the executive director has the primary responsibility for staff administration, the Board must have access to all relevant information to fulfill its responsibility to oversee Zonta International's operation. The executive director must make available the following information at a minimum:

1. Employee Manual. The manual must conform to United States and state of Illinois labor laws' requirements. It should include, but not be limited to, the following:
 - a. salary and wage administration,
 - b. benefits administration,
 - c. vacation and sick leave policies,
 - d. evaluation procedures, and
 - e. termination procedures.
2. Current organization chart and job descriptions.
3. Office Operations Manuals.
4. Staff performance evaluation procedures including annual objectives for each staff member.
5. Payroll records.
6. Employee information details.

Management Authority

The executive director is authorized by the Board to make decisions on behalf of the Board when necessary and in accordance with delegations. All such decisions must be reported to the Board for ratification at its next scheduled meeting.

Matters on which the executive director has been authorized to make decisions on behalf of the Board without the need for ratification are as follows:

Relating to Clubs

- Approve/disapprove applications for new club membership in Zonta International, in accordance with established policies and procedures.
- Acknowledge changes in club name received from governors in accordance with established policy.

Relating to Finances

- Advance funds to Board members for their use per the Expenditure Processing – Expense Reimbursements section of the *Finance and Audit Manual*.
- Authorize purchase of office furniture and equipment, provided such purchases are included in the budget and do not exceed established guidelines.
- Authorize payments in accordance with the *Finance and Audit Manual*.

Relating to Publications

- Publish *The Zontian* according to guidelines, accepted format and budget, and general plans discussed in advance with the president. Distribution is to be made in the most cost-efficient manner.
- Publish e-newsletters as agreed with the president or the Board.
- Approve content of the website³.

Relating to the Zonta Emblem. Grant permission to clubs and districts to use the Zonta name and emblem on jewelry or other appropriate articles in accordance with the applicable policy.

Relating to Convention. Prepare summary report of convention actions and post on the website within three months following the convention.

Additional Publication Responsibilities Requiring Approvals

- Produce edited revised versions of policies and manuals after approval by the Board.
 - Review and revise Zonta International forms to ensure their most efficient and effective use.
- *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, Section 3-10 and Appendix A-D

³ All ► references to a website, refers to the Zonta International website, unless stated otherwise.

Headquarters Departments

Accounting Department.

Ensures integrity in Zonta's financial processes. The responsibilities include:

- financial statements,
- investment statements,
- budget management,
- accounts payable and expense reports,
- audit,
- compiling tax information,
- HR, and
- insurance.

Communications Department.

Executes pertinent sections of strategic plan and biennial goals. The responsibilities include:

- lead communication planning and implementation,
- protect and represent Zonta International's brand and voice,
- manage content and design of www.zonta.org, www.zontasaysno.com and other websites such as the convention website,
- develop social media strategies,
- develop videos, graphics, presentations and support materials,
- produce *The Zontian* magazine and *Zonta Foundation for Women Annual Report* and other brochures,
- publish e-newsletters and leadership updates
- lead campaign communications,
- coordinate convention communications, and
- support the president's communications.

Development Department.

Executes the Zonta Foundation for Women's strategic plan and biennial goals. The responsibilities include:

- promote Zonta's global service and advocacy programs,
- donor recognition,
- support the efforts of the foundation ambassadors,
- track, manage and evaluate campaign appeals,
- manage donation processing and management,
- cultivate relationships with Foundation supporters, and
- protect the Foundation's 501(c)(3) charitable integrity and status.

Executive Department.

Measures performance on strategic plan and biennial goals. The responsibilities include:

- operational support to the executive director and the Board,
- administration oversight,

- maintain Zonta International's governing documents, policies, manuals, forms and Board archives,
- communications with governors, international committee chairmen, past international presidents and international honorary members,
- district conference support,
- convention planning and support, and
- develop and maintain database for external relationships.

Membership Department.

Executes pertinent sections of Zonta International's strategic plan and biennial goals. The responsibilities include:

- customer service to club leaders and members,
- international dues processing,
- new country charters,
- new club charters,
- new member welcomes,
- prospective member program,
- club resource tools and webinars,
- membership awards,
- Z and Golden Z club charters, and
- convention credentialing oversight.

Programs Department.

Executes Zonta's pertinent sections of Zonta International's strategic plan and biennial goals.

The responsibilities include:

- raise awareness on global issues related to women and girls,
- international service projects,
- advocacy,
- United Nations,
- Council of Europe,
- Commission on the Status of Women,
- Amelia Earhart Fellowships,
- Jane M. Klausman Women in Business Scholarships,
- Young Women in Public Affairs Awards, and

SECTION FOUR – Mail and Publications

Governing Documents Booklet

The *Bylaws of Zonta International* is the constitution of the organization. The *Rules of Procedure of Zonta International* provides rules for the operation of the organization. The Zonta International operation manuals serve as communication tools and provide operational guidelines.

Bylaws and Rules of Procedure of Zonta International must be updated each biennium following the convention.

Governing documents booklets are made available to the membership following the convention. A copy is sent to Zonta leaders as below and posted on the Zonta International website. Additional copies are available for purchase.

Policies

Zonta International's overall policies are stated in the Bylaws. Additionally, policies to guide the operation of Zonta International can be found on the website. A list of current policies can be found in Appendix B to this manual.

- ▶ *Bylaws of Zonta International*, Article III
- ▶ Appendix B to this manual

Operation Manuals

The operation manuals are under the direct control of and are approved by the Zonta International Board. The Bylaws and Resolutions Committee reviews the manuals every biennium for consistency with the Bylaws of Zonta International and Rules of Procedure of Zonta International

The Operation Manuals include:

- International Manual,
- District Manual,
- Club Manual,
- Marian de Forest Membership Manual,
- District Conference Manual,
- Convention Manual, and
- Zonta International and Zonta Foundation for Women Finance and Audit Manual.

Additional Manuals include:

- Zonta Foundation for Women Manual,
- Protocol Manual, and
- Z and Golden Z Club Manual.

Other Publications

- *The Zontian* magazine,
- member directory on the website

- Zonta e-newsletters,
- leadership updates,
- websites and other social media platforms,
- *Zonta Foundation for Women Annual Report*, and
- *Welcome to Zonta* and other marketing publications.

International Mailing Distribution

The following publications are distributed electronically or in hard copy to the Zonta International membership as a direct cost to Zonta International's administrative budget.

PUBLICATION/NEWSLETTER	RECIPIENTS
<i>The Zontian</i> magazine	<ul style="list-style-type: none"> • All members of Zonta clubs • Individual Members • PIPs • Other paid subscribers • International honorary members • Agencies with which Zonta has contracted for delivery of its international service projects • Zonta's legal counsel, auditors, accountants, investment advisors and other key providers of services • Key stakeholders including other service or membership organizations
Club mailings including: <ul style="list-style-type: none"> • Governing documents booklet • Headquarters memo • Convention business • Essential information for all clubs • Audited financial statements of Zonta International and Zonta Foundation for Women 	<ul style="list-style-type: none"> • All club presidents, • The International Board, parliamentarian, risk manager, governors, district board members, past international presidents and International committee chairmen
All manuals and policies	All manuals and policies can be downloaded from the website.
Minutes of Board meetings	<ul style="list-style-type: none"> • The Board, parliamentarian and risk manager • Auditors • Headquarters managers
Board meeting <i>Liaison Points</i>	<ul style="list-style-type: none"> • The Board, parliamentarian and risk manager, • Governors and committee chairmen, and • Headquarters' staff

Mail received at HQ addressed to Board Members and Committee Chairmen

Mail addressed to Board members or committee chairmen at headquarters will be opened and reviewed for content. This is a requirement of internal control procedures to ensure that no funds are included therein. Should the correspondence contain funds, the check will be removed, marked for deposit only, and applied to the appropriate fund.

Mail will then be forwarded to the addressee for response. The executive director may offer comments or information to assist the Board member or chairman in responding. The executive director should be copied on all correspondence other than that of an obviously personal nature so that the staff is informed of all appropriate operational matters.

Mail marked *confidential* or *personal* will be forwarded unopened to Board members and committee chairmen.

The Zontian Magazine

General guidelines

- *The Zontian* is the official publication of the organization and is posted online.
- When a paper edition is issued, every Zonta club member worldwide will receive a copy, unless they have opted out to receive a paper copy, in which case they will be notified by e-mail when the new issue is available online.
- The president, together with the executive director and other appointed persons, will decide the number of issues per biennium and supervise and control the publication.
- The contents will include information concerning the organization's operations, program updates, committee reports, and any other articles deemed appropriate.
- Professional in appearance and utilizing a uniform logo, the publication will be distributed to the membership on a cyclical schedule.
- The first issue of the biennium will include information about the new leadership and the programs voted on and adopted at convention.
- Subject to budget, specific sections may be translated into agreed languages and published on the website.
- No advertising is permitted in *The Zontian*. Advertising in non-profit organizations' publications is subject to Unrelated Business Income Tax (UBIT) under the United States Internal Revenue Service (IRS) legislation and regulations.

Production. A production schedule of *The Zontian* will be established each biennium by headquarters' communications staff to assist members and staff in producing a magazine of high quality that is well organized and consistent with Zonta International's goals.

Content. Each issue may focus on one specific topic, possibly one of the program goals for the biennium. This topic would be reflected in the feature article and would be highlighted on the cover. The topic for each issue will be planned in advance by the communications manager in consultation with the president in office when the issue will be published. Input from the Board and membership is welcomed.

The general content of each issue of the magazine is planned at the beginning of the biennium and discussed with the president and executive director. The content list is modified as needed during the biennium. Any proposed changes in major themes must be discussed with the president.

The editor is responsible for soliciting authors to write pieces for the magazine, as well as editing articles once received. Writers will be able to review significant revisions to their articles. Use of articles and material for publication is determined by content and quality. If asked to write for the magazine, a writer will be sent information including the topic, deadlines, length, how to submit material, and any suggestions for approach in light of the topic and the international nature of the readership.

The editor decides upon an appropriate format for the magazine. The format must be in keeping with the goals of the organization and of the magazine.

All articles must be approved by the president before publication.

Zonta Store

The Zonta International store is managed and operated by Doc Morgan Inc. Doc Morgan develops merchandise for the store in collaboration with the Board and the executive director. Zonta International receives royalties on merchandise sold through the store.

Sponsorship/Advertising

Sponsorships are solicited and accepted in conjunction with Zonta International conventions and other Zonta events according to Board-established policies.

- ▶ *Corporate sponsorship standards, policies and guidelines*

SECTION FIVE – International Service Projects

Selection Process

The months shown below are for guidance and may change in accordance with the Board meeting schedule.	
December, year of convention	Staff forwards <i>Requests for Abstracts</i> to selected agencies/organizations. President-elect consults and indicates geographic and/or programmatic focus.
February, odd year	President-elect reports on international service projects selection process at Zonta International and the Foundation Board meetings.
February, odd year	Abstracts returned to headquarters for preliminary review by staff. Initial follow-up conducted for missing information/clarifications.
March, odd year	Staff forwards completed abstracts to president-elect with comments.
CSW meeting, March each year	Staff arranges meetings with the UN agencies before and during CSW session to discuss abstracts. President-elect holds meetings with the UN agencies before and during CSW session to discuss abstracts relating to potential projects by those agencies.
August/September, odd year	After president-elect consultation with the staff, three/four agencies/organizations are asked to submit a full proposal to headquarters. Staff forwards <i>Requests for Proposals</i> to selected agencies/organizations.
October, odd year	Proposals are returned to headquarters by 1 October at the latest for preliminary staff review. Initial follow-up conducted for missing information/clarifications.
November, odd year	Proposals are discussed at Zonta International and Foundation Board meetings. If the proposals are approved, the president-elect will inform the relevant UN agencies and non-governmental organizations of the Board's decision.
February, even year	If the proposals were not approved in November, the Foundation Board discusses proposals and approves funding based on fundraising goals set for the coming biennium and other available funds. Zonta International Board makes final decision on what project(s) to include in Biennium Goals proposed to the convention. The president-elect will inform the respective UN agencies and relevant NGOs of the Board's decision. Staff will contact the selected agencies/organizations for a project description with photographs for use in the Biennial Goals, March club mailing and the program issue.

SECTION FIVE — INTERNATIONAL SERVICE PROJECTS
Selection Process & Post Approval Process

April, even year	Staff works with partner agencies and president-elect to develop promotional materials for the next convention.
July, even year	Biennium Goals, including proposed international service projects and education programs, are presented to the convention body.

Post approval Process

Procedure	
July, even year	Following adoption by convention, headquarters will negotiate an agreement, usually in the form of a <i>Memorandum of Understanding</i> , with partnering organization(s), who will deliver the projects. The risk manager and, if required, Zonta International’s legal counsel will review the proposed agreement(s) before finalization.

SECTION SIX – Communications

Internal Board Communication

Effective communication is imperative to the achievement of Zonta International's mission, goals and objectives.

The president is the chief spokesperson for the organization. Written communication on subjects of policy or positions on sensitive issues received by Board members are to be referred to the president. The president prepares a response and copies all Board members.

Board members respond directly to normal operational inquiries on matters previously cleared by the Board, considered as public knowledge and reflecting established Zonta International policy and goals. Responses on essential matters require a copy to the president.

The president publishes messages addressing current Zonta issues in order to enhance two-way communication between the Board and Zonta clubs. Messages may be communicated via *The Zontian* magazine, e-newsletters, the website, social media tools or any other communication tool.

Queries - seeking a response. A governor or district board member wishing to make an inquiry or express concern on a particular matter shall consult their Board liaison for advice. If no acknowledgment or response is received within a reasonable time, the person making the inquiry may consult the president or executive director for a response or assistance to obtain a response. A copy of any substantive communication must be sent to the appropriate committee chairman, Board member, and governor.

Board Action. Delayed responses or failures to respond are to be brought to the attention of the Executive Committee and addressed.

Zonta International Headquarters Action. Should the executive director be approached concerning an overdue reply from a Board member, headquarters should contact the Board member for further information. The final response will be the responsibility of the Board member.

Meetings. Open forums at all Zonta meetings such as conventions, conferences, area meetings, or club meetings are to be encouraged to promote effective interaction and provide opportunities for members to express ideas and feelings.

Board members will attend one or more district conferences as international representatives to provide current information, listen to concerns, promote communication and confidence in the organization and provide advice.

External Board Communication

Zonta International takes data protection laws and regulations seriously and member information may not be circulated unless strictly in accordance with *Bylaws of Zonta International, Rules of Procedure and Privacy Policy*.

- ▶ *Zonta International Rules of Procedure, Rule 6 Circularization*
- ▶ *Electronic Communications & Guidelines*
- ▶ *Data Protection Policy and Data Protection Guidelines*
- ▶ *Privacy Policy*

Networking Policies and Guidelines

Networking within Zonta International is a benefit of membership and enhances the total Zonta experience.

Networking by Zontians should follow the guidelines in the Electronic Communications Policy and must not violate the circularization policy contained in the rules of procedure.

- ▶ *Rules of Procedure of Zonta International, Rule 6 Circularization*
- ▶ *Electronics Communications Policy and Electronic Communications Guidelines*

Inter-district Seminars

Inter-district seminars may be arranged in different parts of the Zonta world. It is always positive for Zontians to join together to meet and discuss subjects of interest to Zontians. Fellowship of this kind is encouraged but these meetings can never be seen as a substitute for a district conference or an international convention.

The seminars are not official Zonta International meetings, and no decisions can be taken or voting done in the name of Zonta International.

Although Zonta International encourages these meetings over district borders, all costs for the inter-district seminars are to be borne by the participants. Zonta International or Zonta Foundation for Women will not reimburse any costs.

The meetings may be announced on the websites of the districts concerned and an invitation may be sent to governors and club presidents in the area.

Unofficial meetings should not be scheduled within the six months prior to an international convention.

► *Inter-district Seminars Guidelines*

External Relations

Definition

The term external relations refers to Zonta International's cooperative relationships with and commitments to other organizations and the public at large. Wherever possible, Zonta International should encourage, initiate, and participate in global activities that promote the Objects of Zonta International. This includes the establishment and maintenance of cooperative relationships with appropriate organizations at the international, national and local levels as follows:

International Relationships

- United Nations affiliations,
- Council of Europe,
- world conferences and events,
- non-governmental organizations (NGOs), and
- government agencies.

The Board maintains a list of approved organizational memberships, which includes authorized, dues-paying memberships at the international level.

National Relationships

- representation at meetings,
- non-governmental organizations (NGOs), and
- government agencies.

Local Relationships

- non-governmental organizations (NGOs), and
- government agencies.

Zonta International - A Non-Partisan Organization

Whenever cooperative relationships are being considered, Zonta International's non-partisan and non-sectarian character must be kept in mind.

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 Board.

- ▶ *Zonta International Bylaws*, Article III, Policy, Section 2
- ▶ *Advocacy Definitions and Policy*

Service Club Associations

The Service Club Leaders Conference should be attended annually by the president, or a Board member designated by the president, and/or by a staff member designated by the executive director in consultation with the president.

Procedure for Representation at Meetings.

Zonta International receives frequent invitations to meetings from United Nations organizations and other groups. The budget precludes sending Zontians to every meeting. In order to ensure that Zonta International is represented at relevant meetings and receives proper reports on these meetings, a report must be submitted by any Zontian who is asked to officially represent Zonta International at such meetings. The intent of the report is to elicit information of interest to Zonta International, to rate the importance of the meeting, and to guide future attendance at meetings.

When Zonta International receives an invitation or announcement to an international or national UN-related meeting or conference, the UN Committee chairman should be consulted. The UN Committee chairman will consult with the president as needed.

SECTION SEVEN – Zonta Essentials

Zonta Members

The members of Zonta International are:

- all Zonta clubs in good standing,
- individuals who are international honorary members, and
- past presidents of Zonta International.

Zonta clubs in good standing have the right to send delegates to vote at international conventions and district conferences and, in some districts, area meetings.

Individuals are elected to international honorary membership by a two-thirds vote of the Board, in recognition of their international achievements that advance the status of women. International honorary members have none of the rights and obligations of membership but are entitled to attend and speak at international conventions, district conferences and club meetings.

Past International Presidents (PIPs)

Past international presidents have the rights but not the obligations of membership. They are entitled to attend and speak at international conventions, district conferences, and club meetings and to vote and make motions at conventions. They are also eligible for membership in a Zonta club.

Past International President's Pin. Past international presidents are advised when they receive their pin as past international president, that it must be returned to Zonta International after their death. The past international presidents should advise their families of this requirement, which is designed to preserve the value of the pin, to recycle it by allowing it to be passed on to subsequent presidents, and to prevent its unauthorized use.

Convention Attendance. The *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, provides information in Appendix D.

- ▶ *Bylaws of Zonta International* Article IV, Sections 1, 3 and 4
- ▶ *International Honorary Membership Guidelines*

Zonta International Awards to Members

Zonta International maintains two award programs to honor individual Zontians. The Length of Membership Award honors individuals who have been club members for at least five years and is presented by the clubs using the *Length of Membership Toolkit* on the website. The Meritorious Service Award is presented for exceptional service at the Zonta International level.

- ▶ *Length of Membership Toolkit*
- ▶ *Meritorious Service Award Guidelines*

Mission Statement and Themes

Mission Statement

As of October 2014, the mission statement is

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

International Theme

For several biennia, Zonta International has adopted a practice of continuing a theme across biennia rather than adopting individual themes for each international president.

The rationale is to promote a single international identity for Zonta, allow clubs time to familiarize themselves with it, and reduce expenses of revising Zonta materials.

The Board reviews the theme every four years at the second Board meeting of the biennium.

Any Zontian may comment on proposed changes to theme, but the Board decision is final.

Current Theme

As of October 2014, the International theme is:

- ❖ *Empowering Women through Service and Advocacy*

The theme from 1988 to 2014 was *Advancing the Status of Women*.

Important Dates for Your Calendar

Zonta International Day

8 November is designated as *Zonta International Day*.

This date and other designated periods should be celebrated by every Zontian, club, area and district, focusing on events and service activities designed to promote Zonta International's mission and to promote public visibility for Zonta locally and internationally.

Zonta Rose Day and International Women's Day During the 1996-1998 Biennium, *Zonta Rose Day* was introduced to promote Zonta's public image. The concept of the *Zonta Rose Day* was first presented at the Paris convention in 1998 as a pilot project, with the possibility of continuation if successful. The first *Zonta Rose Day* was scheduled to coincide with *International Women's Day* on 8 March 1999.

The purpose of this observance is to encourage all Zontians worldwide to publicly utilize yellow roses, or the symbol of a yellow rose, accompanied by Zonta information in whatever manner appropriate in their countries and geographic areas. The objective is to promote the recognition of *International Women's Day*, increase the visibility of Zonta, raise funds for local and international service projects, and to build a sense of unity and commitment to the Zonta mission.

Zontians worldwide take part in this day by promoting *International Women's Day* and Zonta International through the selling or distribution of yellow roses, artificial or fresh, rose plants, rose buttons or pins, or rose note cards.

Zonta Rose Day and *International Women's Day* is 8 March each year. *Zonta Rose Day* success stories are published on the website and in *The Zontian*.

Other important Dates

11 January	Amelia Earhart Day
2 weeks in March	CSW - Commission on the Status of Women, at United Nations, New York, USA
8 March	Zonta Rose Day, International Women's Day
11 October	International Day of the Girl Child
8 November	Zonta International's birthday
15 November	Last day for receipt of applications for the Amelia Earhart Fellowship
25 November	International Day for the Elimination of Violence Against Women
25 Nov – 10 Dec	16 Days of Activism against Gender Violence, Zonta Says NO to Violence Against Women
10 December	Human Rights Day

SECTION EIGHT – Zonta International Committees

The Board has the legal and fiduciary responsibility for all actions of Zonta International and must therefore at all times retain the authority to prevent any committee from damaging the assets or goodwill of the organization.

There are standing committees as provided by the bylaws and special committees authorized by the convention or the Board. The Board coordinates the activities of all committees except the Nominating Committee. The committees are authorized to transact business by means of electronic communication.

Committee Chairmen and Members

Chairmen and members of standing committees are appointed for the next biennium by the president-elect with the approval of the Board. Committee with at least three members is recommended.

Vacancies are filled by the president.

Elected Committee

- Nominating Committee

Standing Committees

- Bylaws and Resolutions Committee
- Convention Committee
- Finance Committee
- Membership Committee
- Public Relations and Communications Committee
- Service Committee
- Advocacy Committee
- United Nations Committee
- Leadership Development Committee
- Z Club and Golden Z Club Committee
- Amelia Earhart Fellowship Committee
- Jane M. Klausman Women in Business Scholarship Committee
- Young Women in Public Affairs Award Committee

Special Committees

- Zonta International Investment Committee
- Council of Europe Committee
- Grievance Committee
- Manuals and Policies Committee
- Translations Committee

Standing Committee Appointments

The president-elect submits a list of proposed chairmen for the standing committees for the following biennium at the fifth and sixth regular Board meetings of the biennium. The Board votes on the appointment of the nominees. In case of vacancies, the president-elect can submit the proposed chairmen at subsequent Board meetings.

Responsibilities of the Committee Chairmen

Generally. Prior to the convention at which they will be introduced, the committee chairmen-designate must familiarize themselves and their committee members with the programs and goals for the biennium in which they will serve and, in cooperation with the president-elect, prepare an action plan to meet their responsibilities. The biennial plans should be developed within the framework of the current *Strategic Plan* and proposed Biennial Goals. Throughout the biennium, the chairmen will support their committees in achieving the goals for the biennium.

Committee chairmen must transfer committee records to their successors within thirty days of the conclusion of the term of office.

Reporting. Chairmen are to provide written reports on their committee's progress towards achieving the Biennial Goals and the committee's own goals for each international Board meeting. The report is to be on the *International Chairman Report to Zonta International Board* form, sent to the executive department at headquarters with a copy to the Board liaison. The last report of the biennium, prepared for the pre-convention Board meeting, should include a summary of the entire biennium, as well as a report of the last period.

► Appendix C - *International Chairman Board Report*

A committee chairman will present a committee report at convention if requested by the president.

Chairmen may recommend changes to relevant policies during the biennium. The suggestions should be sent to the president, Manuals and Policies Committee chairman or to headquarters. The Manuals and Policies Committee will review the suggestion and make any editorial changes in accordance with their mandate, before sending the updated proposal to the Board.

Communication and Publicity. Chairmen will:

- Prepare material for *The Zontian*, the website or other media in cooperation with headquarters staff. Headquarters staff is responsible for editing and formatting website content.
- Communicate with committee members on a regular basis to support their work and generate ideas.

- Communicate with district chairmen periodically.
- Recommend activities including cost and resources for these, in order to promote the work of the committee.
- Collaborate with other committee chairmen as appropriate to ensure consistency and alignment with the biennium goals

Committee budget

An operating budget may be prepared for some committees by the Finance Committee and the treasurer/secretary based on input from the current biennium's committee chairmen and the president-elect. The president-elect will communicate the amount, after budget approval, to the incoming committee chairmen. The incoming committee chairmen should submit a tentative general expenditure plan to the president-elect by 1 June of the convention year.

The committee chairmen of committees with a budget should develop guidelines for the members, outlining allowable expenses within the total committee budget. The chairmen should refer to Appendix C - Reimbursement Guidelines in the *Finance and Audit Manual* in formulating the guidelines of the committee. Copy of committee guidelines should be forwarded to headquarters and all committee members within 90 days after close of convention.

The chairmen ensure that committee members adhere to budget guidelines and report expenses on the standard expense reimbursement form within 45 days of incurring the expense or completion of a trip unless the expense is less than US\$250; Reimbursements under US\$250 may be accumulated until the end of the fiscal year. Expense forms with appropriate receipts attached are submitted directly to the chairmen for approval. All expenses for the biennium must be submitted to headquarters by 5 June of the convention year. Requests for reimbursement after 5 June will not be honored.

The *Expense Reimbursement Form*, once approved by the chairman, should be forwarded to headquarters for reimbursement. Reimbursement will be made within thirty days of receipt of the *approved* form. The chairman's expenses will be approved by the treasurer/secretary.

The headquarters Accounting Department will monitor the committee expenses against the budget.

Expense statements will be issued regularly by headquarters to all committee chairmen.

► *Finance and Audit Manual*, Appendix A and Appendix C

Responsibilities of Headquarters' Staff Liaison to International Committees

A headquarter staff liaison will be assigned by the executive director to work with each committee. The staff liaison has access to both Zonta International and Zonta Foundation for Women historical files.

Staff also:

- Supports the president/Board liaison with the flow of information between the Board and the committee chairman.
- Supports the committee chairman in translating the directions of the Board into the initiatives/work of the committee.
- Maintains committee records and historical information.
- Keeps projects and initiatives moving forward when volunteer leaders require support to fulfill duties.
- Coordinates needs with other staff liaisons across committees and function areas, such as working on behalf of the committee on budgets, communication strategies, website updates, content for *The Zontian*, convention planning and other matters.
- Serves as a partner to the committee chairman on effective committee operations such as email updates, arranging conference calls, minutes, document sharing and more.
- Offers support to the committee chairman in drafting and editing reports.
- Reports to the executive director on progress in areas such as business plans, risk, budgets and other key metrics.
- Ensures that the integrity of the Zonta brand is upheld through all committee communications including documents, icons, presentations and promotional material.

Special Responsibilities for the Committees of Amelia Earhart Fellowship, Jane M. Klausman Women in Business Scholarship, and Young Women in Public Affairs Award.

- Review guidelines and criteria annually.
- Recommend to the Board criteria for award eligibility, prerequisites, selection process and payment of monies to recipients.
- Recommend program guidelines on the permitted use of funds by recipients.
- Evaluate applications and recommend candidates and alternate candidates to the Board for approval. Alternate candidates should be listed in order of rank.
- Copy any correspondence with recipients to the director for programs and advocacy so that the records are complete and current.
- Recommend changes to program procedures emphasizing eligibility, comparability of prerequisites and accuracy of applications. Program procedures should remain as consistent as possible across biennia but may be adjusted to meet changing circumstances. Changes will take effect when approved by the Board. Program procedures include:
 - application requirements,
 - application review process,

- recommendation of recipients to the Board,
- allowance of late applications or deferrals of receipt of the award, and
- internal deadlines.
- Recommend changes to program policies as needed. Proposals for policy changes must be approved by the Board. Program policies include:
 - program goals and objectives,
 - minimum criteria for eligibility,
 - amount awarded,
 - restrictions on use of fellowship/scholarship/award,
 - number of recipients,
 - application deadlines within a defined range, and
 - confidentiality policies.
- Suggest recipients and past recipients who could be helpful in public relations, Zonta presentations and program evaluation.
- Encourage district committee members to act as liaisons to recipients studying at local universities, and to maintain contact information of past recipients.
- Encourage districts to invite recipients in Zonta events, workshops and meetings as active participants. District activities could include:
 - invitation of alumnae to participate in the award presentation to new recipients,
 - invitation to alumnae to act as mentors to current recipients, and
 - developing a speakers bureau of active alumnae.
- Encourage districts to approach past recipients who support Zonta's mission and meet the membership requirements, to join Zonta clubs or Golden Z and Z clubs.
- Support and promote networking among awardees of all awards and members of Z and Golden Z clubs.
- Suggest/support benefits for alumnae. Examples include:
 - reduced membership dues for members under 30 years of age,
 - free subscription to *The Zontian* magazine for active alumnae,
 - web-based alumnae association, and
 - recipient reunions.

Special Responsibilities of the Board with Respect to Fellowships, Scholarships and Awards

- Review and approve candidates recommended by the committees.
- Review and approve recommended alternate candidates submitted in order of rank by the committees.
- Review and, if appropriate, approve proposed policy changes recommended by the committees.
- Identify the number of desired recipients for each year.
- Approve staff and committee responsibilities regarding program materials.
- Evaluate program effectiveness and outcomes.

Responsibilities of the Staff with Respect to Fellowships/Scholarships/Awards

- Implement program procedures including:
 - internal deadlines for staff,
 - communication with applicants and recipients,
 - communication with governors and district committee chairmen,
 - ballots for Board approval of recipients,
 - processing recipient checks, and
 - editing biographies of recipients.
- Write, edit and format program and website materials, as required.
- Communicate with international committee chairman and district committee chairmen.
- Process requests for expense reimbursement.
- Contribute to the evaluation of program effectiveness and outcomes.
- Communicate program/recipient achievements to Zontians and the general public.
- Support activities designed to generate public visibility and financial support.
- Ensure that award payments can be freely paid and transferred from headquarters to recipients of fellowships/scholarships/awards without impediment due to recipient's nationality or country of residence.

International Nominating Committee

The Board is responsible for the legality and proper execution of the procedures used in the nominating process. The Zonta International Nominating Committee (INC) is elected and is independent in fulfilling its duties. The committee shall perform in such a manner as to guarantee to all candidates, fairness and impartiality.

General Responsibilities of the Committee

- Recruit qualified Zontians for international office, i.e., officers, directors and members of the International Nominating Committee. The committee will distribute the official *Nomination Form*⁴ for preparation purposes and *Information for all Nominees for the 20xx-20xx Biennium* to all club presidents, governors, district nominating committee chairmen and the Zonta International Board via email and the website. The information should also include the required time necessary to perform the duties of the respective offices. The nomination information must be approved by the Board before it is published or distributed. If the committee conducts interviews with the candidates or with the persons that candidates list as references, the questions must be passed to the executive director for approval by Zonta International's legal counsel in advance of the interview.
- Work with the district nominating committees in seeking qualified Zontians who are willing to serve on the Zonta International Board and the INC. Draw on other resources, e.g., past and present Board members, to fulfill this function.
- Never use information from Zonta Foundation for Women records. Individual donations are not included in a potential candidate's qualifications.
- Emphasize the competencies, personal attributes and responsibilities of the various international positions to district nominating committees and the general membership.
- Select for the slate among the candidates that meet the prerequisites according to the *Bylaws of Zonta International*. Selection also to be based on an objective and well-informed assessment of the potential nominee's competencies and personal attributes.
- Report to the Board before each Board meeting regarding progress.
- Work with the district nominating committee chairmen to advance the succession planning within their district and clubs.
- Provide information and communicate requests to potential international

⁴ *Nomination Form* must be filled in on AwardSpring on the international website. The hardcopy of the *Nomination Form* is for preparation purposes only.

candidates.

- ▶ *Bylaws of Zonta International*, Article XI.

Competencies and Attributes of the Nominees

The nominees for international officers and directors and for members of the INC should possess the formal requirements detailed in the *Bylaws of Zonta International*. They should also possess the following competencies and personal attributes:

The INC shall interview candidates on competencies and personal attributes. Outcomes of INC deliberations are to remain confidential and destroyed after the slate has been completed.

Competencies

- Strategic thinking skills,
- Experience and knowledge of Zonta and its role as a non-governmental organization (NGO),
- Experience in governance, including understanding the meaning of governance in terms of Zonta leadership, including the fiscal and fiduciary responsibility of running a not-for-profit organization with assets of several million US Dollars,
- An international outlook and interest in global affairs,
- Awareness of critical issues affecting women and knowledge of the major Zonta International activities around the world,
- Sufficient command of the English language to fulfill the responsibilities of the office, including the ability to follow and contribute at meetings, read and write documents, make speeches and participate in discussions, and
- Experience in the use of electronic communications media.

Personal attributes

- Demonstrates a commitment to Zonta's mission and values,
- Delivers on commitments made,
- Demonstrates high ethical standards and personal integrity,
- Operates as an effective team member,
- Thinks independently,
- Listens to the viewpoints of others,
- Questions effectively,
- Challenges constructively,
- Engages others,
- Builds and maintains relationships with Zontians and other stakeholders,
- Is prepared to commit the necessary time and energy to perform the role, and
- Manages time and tasks efficiently.

Specific Responsibilities

- The selection process within the INC must be kept confidential until the notifications to the candidates are made in writing and the selection is made public. Confidentiality of the identity of potential candidates should be emphasized until the official slate is made public.
- When there are more than two qualified candidates for an international officer position, the committee may choose to nominate more than two candidates to an officer position.

► *Bylaws of Zonta International*, Article XI, section 5(a)(1)

- Everybody selected for nomination and those whose names were submitted but who were not selected for nomination are to be notified no later than the 3rd business day after the close of the meeting of the committee.
- The chairman informs the international president and president-elect of the official slate of candidates before the close of the meeting.
- Members of the Board, past international presidents, international committee chairmen and vice chairmen and governors will be informed of the slate as soon as the candidates are notified. The notification of the slate of candidates shall be sent to club presidents no later than the 10th calendar day after the close of the meeting of the committee and at least 90 days before convention. The information will be sent by email, advising that the slate is published on the website.
- All candidates shall receive a copy of the *Campaigning Policy*, a draft of their biography for proofreading and a reference to the *Guidelines for Candidates/Nominees* in this section of the *International Manual*, as an attachment to the notification email.
- No candidate will be given preferential treatment.

Constitution and First Meeting of the Nominating Committee

Candidates will be advised that, after being declared elected and prior to the close of convention, the newly elected INC shall meet to elect the chairman and vice chairman of the committee. The international president will ensure that there is a room available for two hours for the newly elected INC to conduct their business.

The constitution meeting will be convened by the parliamentarian before the chairman is elected. The committee should consider the right person for each position regardless of the number of votes received at convention.

The previous Nominating Committee is in office until the close of the convention. The chairman must provide the incoming Nominating Committee with a written report on essential information to guide the new committee in their initial work.

Agenda for First Meeting of the International Nominating Committee

- Roll call and call to order.
- Establishment of quorum - minimum five members present.
- Approval of the agenda.
- Call for candidates for the chairman position.
- Vote of the chairman position.
- When elected, the chairman takes the chair of the meeting.
- Call for candidates for vice chairman.
- Vote for vice chairman, when elected, the vice chairman takes office.
- Discussions/decisions on agenda items.
- Date for next meeting.
- Meeting close.

Nomination Form Information

The International Nominating Committee may recommend changes to the *Nomination Form*, but the Zonta International Board must approve any changes prior to publication or distribution.

1. The official *Nomination Form* must include, but need not be limited to:
 - a. Personal information,
 - b. Zonta membership information including present position,
 - c. Elected and appointed international offices,
 - d. Elected and appointed district offices,
 - e. Elected and appointed club offices,
 - f. Main Zonta achievements,
 - g. Business/professional information, and
 - h. Involvement with other organizations.
2. Instructions are to be clear as to the manner in which the form is to be processed.
 - a. The nomination must be verified and signed by a Zontian who is in good standing. Electronic signatures are acceptable.
 - b. The deadline date for receipt of the original form must be clearly stated.
 - c. Instructions where and how the completed nomination form is to be sent must be clearly indicated.
3. Nominees are required to supply a 600 ppi, minimum 300 ppi, head and shoulders photo taken in the last 12 months suitable for potential use in the candidates' biographies. Images clipped from a newspaper or magazine, or scanned printouts, are not acceptable.
4. Consent to serve in office if elected and a pledge to abide by the *Campaigning Policy* must be signed by the person nominated.
5. Risk questions as follows:

- a. Have you during the last five years been convicted or found guilty by a court of any offense in any country, excluding parking or motoring offenses?
- b. Have you during the last five years been put on probation, in the legal sense, or is there any action pending against you?
- c. Have you ever been denied entry into the United States of America?

Rationale for risk questions. Zontians are individuals who are working together to change the lives of women and girls and are known to be honest and trustworthy. The members elected to the top leadership positions hold and handle funds in trust for Zonta International's members and projects.

Like many other not-for-profit organizations, Zonta International's success relies on the trust of stakeholders. This trust has to be continuously maintained by the commitment of all members, but particularly at leadership positions, with the highest ethical principle.

To contribute to the accountability and transparency of Zonta International's future top leaders, the three questions stated above have been added to the nomination form.

A 'yes' response to any question should not be a denial of the application; however, the applicant should provide an explanation and be prepared to speak to it during the interview.

The Slate

Information on the slate of candidates will include the name of the candidate, club, district, and country of residence.

Printed Information on Candidates Selected by INC

Candidate Biographies. Unless there has been a change of circumstances, information published in the candidates' biographies is based on the information submitted on the *Nomination Form*. Information is to be proofread without changing the content and the photograph checked by the candidate prior to publication.

Timelines. Candidates' biographies will be sent from the INC chairman via headquarters' staff liaison to the candidate for review no later than the 10th calendar day after the conclusion of the nominating committee meeting. The candidate must return the biography and the approval form no later than the 5th calendar day after receipt of the biography. If the candidate fails to approve the biography by this deadline, the information as sent to the candidate will be printed without consent or further notice.

Convention Candidate Information. The candidates' biographies will be posted on

the website and will be included in the registration packets.

Special Headquarters Action. See also *Guidelines for Candidates/Nominees* further down.

- Potential floor nominees must contact Zonta International Headquarters requesting the *Nomination Form*, *Information for Nominees*, and the *Campaigning Policy*. Headquarters will provide the information and inform the INC. See further *Candidates Nominated from the Floor* on the next page.
- Headquarters must maintain a record of the name of the individual requesting information about floor nominations, the date of the request, a list of the information sent and the date it was sent and inform the chairman of the INC of the action taken.
- Immediately following election at convention, the executive director/headquarters staff will provide all members of the newly elected INC with a copy of the *Campaigning Policy*, the information on the Nominating Committee in this manual, the current *Nomination Form* and *Information for Nominees for the 20xx-20xx Biennium*.

Campaigning Policy Adopted by the Zonta International Board February 2019

Campaigning is defined as encouraging voters to vote for or discouraging voters from voting for a specific candidate.

A candidate is an individual who is running for club, district or international office.

The campaigning policy applies both to candidates on the slate and candidates who are nominated from the floor and applies from the date of the deadline for submission of the *Nomination Form*.

Candidates for office who already hold a leadership position must fulfill that role for the entire biennium and, in doing so, fulfilling their role is not to be interpreted as campaigning.

► *Campaigning Policy* on the website.

Guidelines for Candidates/Nominees

Pre-Convention Printed Information

Candidates/Nominees nominated by the INC. No later than the 10th business day after the concluding INC meeting, and at least 90 days before the convention, the official slate of candidates/nominees will be published on the website.

Information published in the candidates' biographies is based on the information submitted in the *Nomination Form*. Information and photograph are to be proofread by

the candidate prior to publication without changing the content. If the candidate fails to proofread and approve the biography by this deadline, the information as sent to the candidate will be printed without consent or further notice. The candidates' biographies posted on the website will be included in the convention registration packet.

Convention

Candidates presented by the INC. Headquarters staff, in cooperation with the Convention Committee, will provide to candidates:

- a. Candidate identification to be worn until the voting polls are opened. Candidate identification must be removed before entering the voting area. Identification will be included in the candidate's registration packet.
- b. A table tent with the candidate's name and position for which the candidate is nominated, for use during the *Meet the Candidates* event. Floor space will be allotted during the *Meet the Candidates* event for each candidate to answer members' questions.

Any candidate unable to attend the convention should advise the INC chairman and the executive director at the earliest opportunity.

Candidates Nominated from the Floor. Candidates may be nominated from the convention floor when nominations are called for by the presiding officer. Nominations must be made in English.

Candidates nominated from the floor must possess the prerequisites required by the *Bylaws of Zonta International*. If a member has accepted to stand for nomination from the floor, the member has to complete the *Nomination Form*, prior to the first business session of the convention and provide a photograph. The form must be verified and signed by a nominator, who must be a Zontian in good standing, and sent to headquarters and to the INC.

The executive director is responsible for reviewing whether the nominee meets the prerequisites according to the *Bylaws of Zonta International*. After completion of the review, the executive director reports to the INC chairman that the nominee meets the prerequisites. The INC will convene to discuss and then inform the international president of their decision.

After nominations from the floor at convention are accepted, the Zonta International Headquarters shall:

1. Provide candidate identification to be worn until the voting polls are opened. Identification must be removed before entering the voting area.
2. Provide floor space at the *Meet the Candidates* event.
3. Ensure that candidates from the floor are added to the slate and the ballot in alphabetical order after the slate provided by the INC.

4. Provide a table tent including the candidate's name and nominated position for use during the *Meet the Candidates* event.
5. Ensure that the candidate's biography is presented in the same manner as those on the slate.

Copies of the approved biography are available only after the end of the business session at which the candidates make their candidate speeches. Copies are distributed through headquarters' staff and the Convention Committee. No other distribution is allowed.

All Candidates. Prior to floor nominations at the convention, there shall be no official acknowledgment by Zonta International of potential candidates for office other than those candidates presented by the INC.

Each candidate for international officer, director or International Nominating Committee will give an oral presentation to the convention assembly.

- Candidates for officers and directors – three minutes maximum.
- Candidates for International Nominating Committee – two minutes maximum.

The candidate's speech at convention should focus on the position for which the candidate is standing.

As part of the official records, each candidate for international officer, director or International Nominating Committee submits two copies of the speech to the INC chairman the day before the speech.

Voting Policies and Procedures

Voting for international officers, directors and International Nominating Committee will be by the accredited voters at the appointed time and location at the convention. Delegates carrying proxies shall vote in the same manner.

Voting instructions will be presented to delegates before the opening of the voting polls. Delegates will be given clear instructions as to what constitutes a legal or illegal ballot.

Calendar for the INC, amended by Board decision February 2019

After convention, even year	Newly elected INC meets as soon as possible after election, during convention to elect the chairman and the vice chairman and begin to organize its work. The committee should consider the right person for each position, regardless of the number of votes received at convention.
--------------------------------	---

Committee members review, Section Eight, International

SECTION EIGHT — INTERNATIONAL COMMITTEES
International Nominating Committee

Nominating Committee in the *International Manual* and the current nomination material. Any recommended changes to the material must be forwarded with the committee report to the Board for approval, no later than to the February, odd year, Board meeting.

Committee members will be assigned specific districts as liaison to the district committee chairmen, to help advance the district succession planning and assist with recruitment of nominees to district and international positions for upcoming biennium.

January/February, odd year Board meeting, or as appropriate

Board reviews standard nomination material and any recommended changes submitted by the Nominating Committee.

March/April, odd year

Headquarters' staff ensures correct nomination material is prepared for website and email distribution.

Nomination form and Information for Nominees for the 20xx-20xx Biennium are posted on the website. Nominations may proceed up to the deadline of 30 September, odd year.

An email signed by the INC chairman is sent out to governors and club presidents with information to:

1. Disseminate nomination instructions, including:
 - a. explanatory notes including criteria for each office,
 - b. process with timeline, and
 - c. who can make a nomination.
2. Encourage clubs to identify qualified potential candidates, not only from their own club or district.
3. Advise that *Nomination Forms* must be completed online using AwardSpring on the international website.

30 September, odd year

Deadline for receipt of nominations online.

15 October, odd year

Headquarters' staff reviews and verifies the information given by nominees on Zonta positions with the information in the database.

1 November, odd year

Headquarters will provide an Excel worksheet with complete details given by the nominees, for ease of reference to the INC.

SECTION EIGHT — INTERNATIONAL COMMITTEES
International Nominating Committee

The INC shall also have access to all nominee information online.

1 December,
odd year

Last date for withdrawal of nomination. A nominee who withdraws their nomination will not be allowed to resubmit it during the same biennium.

The INC members review each completed entry and choose a format for the evaluation.

No later than
1 January,
even year

If INC is unable to fill slate from nominations received, the committee must discuss the situation and seek to find additional candidate nominations in order to obtain required consent and completed forms prior to the committee meeting in February/March, even year.

February/March,
even year

The INC meets to discuss the evaluation and ultimately determine the official slate of candidates for officers, directors and International Nominating Committee members. If the meeting is planned to be made in person rather than electronically, and travel costs would be claimed, approval must be given by the Board and timing agreed with the international president and headquarters.

If more than two candidates qualify for a position, the committee has the option of presenting additional candidates for an office.

If enough nominees are available, a list of alternates will be prepared in case of withdrawal or illness/death of selected candidates.

The chairman informs the president and president-elect of the official slate of candidates before the close of the meeting.

Notifications via email, signed by the chairman, are sent from headquarters to those on the slate as well as emails advising those not selected, no later than the 3rd business day after closing of the meeting.

Following notification to the candidates, notification is sent from headquarters to the international Board, past international presidents, international committee chairmen and co-chairman and governors, with a request for confidentiality until the slate is

SECTION EIGHT — INTERNATIONAL COMMITTEES
International Nominating Committee

posted on the website.

February/ March,
even year

Notification of the official slate to be forwarded to club presidents as required by the bylaws. This will be done by email, directing the club presidents to the website, not later than the 10th business day after closing of the INC meeting and at least ninety days before convention.

March/April
(even year)

Candidate biographies with information on each candidate taken verbatim from the *Nomination Form* with the approval of the INC chairman.

► *Bylaws of Zonta International, Article XI*

Zonta International Bylaws and Resolutions Committee

The president-elect appoints a Zonta International Bylaws & Resolutions Committee for the upcoming biennium. The committee should have at least two members in addition to the committee chairman, the international president and the president-elect. At least one member should have legal qualifications or experience.

Committee Responsibilities:

- Considers all amendments to the *Bylaws of Zonta International* proposed in accordance with the process set out in the bylaws.
 - ▶ Article XIX – Amendments to bylaws
- Proposes amendments to the bylaws, if appropriate.
- Reviews all proposed resolutions in accordance with the process set out in Zonta International Bylaws.
 - ▶ Article XVII – Resolutions
- Proposes resolutions.
- Considers all proposals to amend the *Rules of Procedure of Zonta International* proposed in accordance with the process set out in the bylaws.
 - ▶ Article XX – Rules of Procedure
- Submits a report on proposed amendments to the *Bylaws of Zonta International* and/or the *Rules of Procedure of Zonta International* and proposed resolutions to the Board, including the committee's recommendation on each proposal.
- Prepares a report, including the Board's recommendation on each proposed amendment to the *Bylaws of Zonta International* or the *Rules of Procedure of Zonta International* and each resolution, to be sent out by headquarters at least 90 days before the convention.
- Proposes amendments to manuals resulting from amendments to *Bylaws of Zonta International* decided by the convention to the Board with a copy to the Manuals and Policies Committee.
- Investigates disciplinary matters of removal, suspension or expulsion as provided in the *Bylaws of Zonta International* and this manual and makes recommendations on those matters to the Board.
- Promotes good governance and advises Zonta leaders regarding interpretation of Zonta International governing documents.

Criteria for Committee Membership:

The committee as a whole should have:

- profound knowledge of Zonta as an organization and of its governing documents,
 - professional legal expertise,
 - ability to communicate with the Zonta leadership and members on issues related to governing documents,
 - awareness of critical issues affecting women as well as knowledge of the major Zonta International activities around the world, and
 - sound common sense.
- ▶ *Bylaws of Zonta International*, Article XII, Section 3

Zonta International Convention Committee

The president-elect appoints a Zonta International Convention Committee for the upcoming biennium. The committee should have a committee chairman, a vice chairman, a treasurer and additional members, as required, in addition to the international president and the president-elect.

Responsibilities of the chairman

- Engages in the convention planning, convention performance and post-convention requirements, a total period of 40 months.
- Appoints subcommittees, as required, considering professional skillsets of members.
- Ensures that the convention budget is complete when presented to the Board for adoption.
- Works closely with headquarters and the president on the details of the venue and program.
- Ensures that all contracts and agreements covering the convention are signed in accordance with Appendix A to the *Finance and Audit Manual*.

Committee Responsibilities

- Implements program and all arrangements for the convention as assigned by the president and the Board.
- Cooperates in all aspects with any Convention Management Company engaged by Zonta International, if applicable.
- Prepares a convention budget and presents same to the Board for approval no later than at the last Board meeting of the odd year.
- Manages the finances of the convention in accordance with the budget and the *Convention Manual*.
- Submits monthly finance reports to headquarters and a final report 120 days after the convention closes.

Criteria for Committee membership

The committee as a whole should have:

- experience in large events,
 - professional experience in accounting,
 - ability to work within the budget adopted by the Board,
 - residency in the vicinity of the convention,
 - organizational skills, and
 - contract negotiation skills.
- ▶ *Bylaws of Zonta International*, Article XII, Section 4
 - ▶ *Zonta International Convention Manual*
 - ▶ *Zonta International and Zonta Foundation for Women Finance and Audit Manual*, Appendix A

Zonta International Finance Committee

The president-elect appoints a Zonta International Finance Committee for the upcoming biennium. The committee should have at least three members, including the committee chairman. At least one of the members must have significant financial knowledge and should preferably be a United States certified public accountant. It is advisable that one member have knowledge and experience in banking and foreign exchange.

The committee should also include the designated International Finance Committee chairman for the following biennium once appointed, the president, the president-elect, the treasurer/secretary and the risk manager.

Committee Responsibilities:

- Reviews the monthly financial reports of Zonta International.
- Provides for the annual audit of the financial records of Zonta International by certified or chartered public accountants and arranges for a copy of the annual audit approved by the International Board to be sent to district board members and club presidents. For purposes of the audit, the books are to be closed on 31 May.
- Prepares and submits to the Board for the next biennium a budget proposal including a recommendation on whether to change per capita dues. This information must be sent to the clubs and districts at least 90 days prior to the convention.
- Reports at the convention on the financial position of Zonta International. The report must include, but not be limited to, an unaudited *Statement of Financial Position* as of the end of the month no more than two months prior to the 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.

Criteria for Committee Membership

The committee as a whole should have:

- professional experience in accounting and/or finance,
- banking knowledge or experience,
- ability to understand and communicate financial information to others,
- understanding of the fiduciary responsibilities of protecting the assets and financial health of Zonta International.
- Experience in preparing and analyzing budgets for an organization, and
- ability to interact with outside financial professionals such as auditors, bankers and accountants.

- ▶ *Finance and Audit Manual*
- ▶ *Bylaws of Zonta International*, Article XII, Section 5

Zonta International Membership Committee

The president-elect appoints a Zonta International Membership Committee for the upcoming biennium. The committee should have a committee chairman, vice chairman, several committee members representing different Zonta geographical areas, the president and the president-elect.

The committee promotes membership growth and encourages and supervises the organization of new clubs. The committee reviews classifications and makes recommendations to the Board for changes.

Committee Responsibilities

- Promote membership growth for new and existing clubs.
- Encourage and supervise the organization of new clubs.
- Promote responsible approaches to recruitment, classification and orientation of new members, rejuvenation of clubs, and retention of members.
- Encourage clubs to recruit members who meet the prerequisites and who have an interest in the global mission of Zonta International.
- Encourage clubs and districts to share their stories of outstanding success and membership tools with other clubs and districts.
- Analyze and report on long-term membership growth trends.
- Communicate with the lieutenant governors as chairmen of the district Membership Committees.
 - ▶ *Bylaws of Zonta International*, Article XIII, section 7 (b).
- Recommend specific areas for organization of new clubs in future biennia.
- Encourage Zonta clubs to take an active role in achieving sustainable membership growth by organizing new Zonta clubs through the *Sponsoring, Organizing, Mentoring* - SOM concept.
- Review proposals for the organization of the first club in a new country and evaluate the potential according to established questions/criteria. The chairman provides a written recommendation to the president.
- Work with headquarters staff to ensure membership goals are met.

Criteria for Committee Membership

The committee members should have:

- a commitment to promoting membership growth and retention,
- the ability to communicate knowledgeably the objects, projects, and programs of Zonta International,
- the ability to communicate and cooperate with a large group of district chairmen and with the headquarters staff,
- analytical skills and understanding of basic statistics and membership reporting,
- an understanding of Zonta International's organizational structure,

SECTION EIGHT — INTERNATIONAL COMMITTEES
Zonta International Membership Committee

- an awareness of critical issues affecting women as well as knowledge of the major Zonta International activities around the world, and
- expertise as a skilled communicator and mentor for the district Membership Committee chairmen with an interest in offering suggestions for membership growth.

- ▶ *Bylaws of Zonta International* Article XII, Section 6
- ▶ *Marian de Forest Membership Manual*

Zonta International Public Relations and Communications Committee

The president-elect appoints a Public Relations and Communications Committee for the upcoming biennium. The committee should have at least three members including the committee chairman, in addition to the president and the president-elect. All members of the committee should have experience in the field of public relations and communications.

The committee promotes the Objects of Zonta International and develops a comprehensive plan to create external and internal awareness of Zonta International and its mission.

Committee Responsibilities

- Proposes to the Board strategies for using media to advance the objects and mission of Zonta International and to increase internal and external awareness of its objects, goals, advocacy, programs, projects and accomplishments.
- In cooperation with the headquarters' staff:
 - develops and implements communication and marketing plans for all levels of Zonta International,
 - expands resources to assist clubs and their members, areas and districts to be effective communicators in their communities,
 - encourages districts and clubs to produce media content that call attention to Zonta International, and
 - informs media of news of Zonta International and its clubs, areas and districts, its programs, awards, events and noteworthy Zontians.
- Communicates, cooperates, and assists with the communication needs at major events, including but not limited to the convention.

Criteria for Committee Membership

The committee members should have:

- commitment to empowering women locally and internationally,
- a passion for using communications, public relations and marketing strategies to increase awareness of Zonta International and to promote Zonta International's mission, vision, values, goals, programs and projects,
- expertise in some of the following areas: journalism/media relations, internal communications, video/film, internet, social media, brand management, advertising,
- ability to meet specified deadlines,
- ability to work within the budget adopted by the Board,
- ability to communicate and cooperate within a committee,
- prior skills and experience in public relations, communication and/or marketing,
- knowledge of latest communication, public relations and marketing tools, including the effective use of social media, and

SECTION EIGHT — INTERNATIONAL COMMITTEES
Zonta International PR&C Committee

- awareness of critical issues affecting women as well as knowledge of the major Zonta International activities around the world.
- ▶ *Bylaws of Zonta International*, Article XII, Section 7

Zonta International Service Committee

The president-elect appoints a Service Committee for the upcoming biennium. The committee should have at least three members including the committee chairman, in addition to the president and president-elect.

The committee promotes international service projects sponsored by Zonta International and funded through the Zonta Foundation for Women and encourages and supports clubs in their local service activities.

Committee Responsibilities

- Develops and disseminates strategies to promote international service projects that improve women's legal rights, health, education, and economic status, end violence against women, and enhance women's self-esteem, including hands-on projects.
- Develops and disseminates strategies to promote international projects that combine service and advocacy.
- Ensures that all service projects are linked to one or more of Zonta International's Objects.
- Assists members and clubs to run effective projects in their communities.
- Communicates regularly with district committee chairman to disseminate information to members.
- Reports on successful service projects through the Zonta International website.
- Develops criteria for Service Recognition awards for clubs and districts, evaluates submitted projects and recommends recipients to the board for approval.
- Works with headquarters staff to ensure service goals are met.

Criteria for Committee Membership

The committee members should have:

- commitment to promoting Zonta's international service projects,
- commitment to empower women locally and internationally,
- ability to communicate knowledgeably about the projects internally and externally,
- ability to communicate and cooperate within a committee,
- ability to work within the budget adopted by the Board,
- an understanding of the Service Committee's role in relation to the Advocacy Committee and the district foundation ambassadors,
- awareness of critical issues affecting women as well as knowledge of the major Zonta International activities around the world, and
- ability to use technology for communication and tasks.

► *Bylaws of Zonta International*, Article XII, Section 8

Zonta International Advocacy Committee

The president-elect appoints an Advocacy Committee for the upcoming biennium. The committee should have at least three members including the committee chairman, in addition to the president and the president-elect.

The committee recommends action in accordance with the Objects of Zonta International.

Unless already approved through a convention resolution, or a letter from the president, or other document as outlined in the current *Advocacy Definitions and Policy*, the chairman and committee members must obtain approval from the president before signing statements on behalf of Zonta International.

Committee Responsibilities

- At the club, area, and district levels, promotes advocacy activities that empower women.
- Expands resources to assist clubs, areas and districts to be effective advocates in their communities.
- Helps ensure that each advocacy initiative is linked to one or more of Zonta's Objects.
- Works closely with international committees to emphasize the benefits of advocacy that empower women.
- Encourages districts to check their country's reports to CEDAW - the Convention on the Elimination of all forms of Discrimination Against Women and to review *shadow* reports to identify advocacy opportunities.
- Periodically disseminates information, including successful advocacy initiatives, to members through newsletters via governors and district advocacy chairmen and via the website.
- Strengthens Zonta International's advocacy position on women's empowerment by focusing on advocacy pertaining to CEDAW Articles 1–16.
- Works with headquarters staff to ensure advocacy goals are met.
- Works with the president, the UN Committee and headquarters to plan for the Zonta presence at the annual UN Commission on the Status of Women (CSW) meetings and related events.
- Completes and submits to the committee chairman a written report on pertinent briefings, meetings and conferences attended. The chairman should include a summary of these reports in the report to the Board.

Criteria for Committee Membership

The committee members should have:

- interest and commitment to making progress in empowering women locally and internationally,

SECTION EIGHT — INTERNATIONAL COMMITTEES
Zonta International Advocacy Committee

- interest in and commitment to legislative achievements pertaining to women’s rights,
- ability to understand the needs for cultural, legal and civil changes locally and internationally,
- knowledge of legislative and other civil decision-making processes,
- expertise in advocacy strategies to recommend legislative awareness and advocacy action to advance Zonta International’s goals and objectives,
- ability to share expertise with district advocacy chairmen and to offer suggestions for district and club advocacy projects that promote the Objects of Zonta International,
- ability to communicate and cooperate within a committee,
- awareness of critical issues affecting women as well as knowledge of the major Zonta International activities around the world, and
- ability to meet specified deadlines and work within the budget adopted by the Board.

▶ *Bylaws of Zonta International*, Article XII, Section 9

Zonta International United Nations Committee

The president-elect appoints a United Nations Committee for the upcoming biennium. The committee should have a committee chairman, a vice chairman and members appointed to the various United Nations sites, in addition to the president and the president-elect.

The committee disseminates and receives pertinent information and promotes the relationships between Zonta International and the United Nations and its agencies.

Unless already approved through a convention resolution, a letter from the president, or other document as outlined in the current *Advocacy Definitions and Policy*, the chairman and committee members must obtain approval from the president before signing statements on behalf of Zonta International.

Committee Responsibilities:

- Actively promote and support the programs and advocacy of the UN, its agencies and Zonta International for the empowerment of women.
- Continuously develop and strengthen Zonta's role and impact at the UN including but not limited to the Commission on the Status of Women.
- Utilize briefings, meetings and conferences such as the Commission on the Status of Women to work more effectively to promote women's rights globally.
- Assist districts and clubs in their activities focusing on UN efforts to empower women, such as the UN Convention on the Elimination of all forms of Discrimination Against Women (CEDAW), The Sustainable Development Goals (SDG), in particular goal number 5, and the Beijing Platform for Action.
- Committee members must complete and submit to the committee chairman a written report on pertinent briefings, meetings and conferences attended. The chairman should include a summary of these reports in the report to the Board.
- Recommend to the chairman items for communication to district UN or service committees.
- The committee members, including the chairman, may engage in activities such as speaking engagements or producing media content with the prior approval of the committee chairman, but any views expressed in such activities must be in accord with the positions taken by Zonta International.
- Committee members may not accept or participate in any assignment within the UN agencies in a personal capacity without the approval of the president.
- If a member of the committee, including the chairman, is elected or appointed to an office in another organization on the basis of a Zonta position, the committee member must inform and seek the consent of the president before accepting the position.
- Report on successful UN activities and disseminate other relevant information through appropriate media.

- Work closely with international committees to emphasize the importance and benefits of UN activities that empower women.
 - Coordinate with the Advocacy Committee and Council of Europe Committee to achieve Zonta International's advocacy goals and provide regular reports to the membership on progress toward those goals.
 - Work with headquarters staff to ensure Zonta's goals pertaining to the UN are met.
 - Review upcoming UN meetings for NGOs and recommend Zonta participation as appropriate.
 - If requested by the incoming president, the committee chairman will propose a budget for the biennium and submit it to the president for approval.
 - The committee chairman approves expenditures of committee members within the budget and treasurer/secretary approves expenses of committee chairman.
- ▶ External relations, Section Five, Part 1 in this manual.
 - ▶ *Advocacy Definition and Policy*
 - ▶ *Zonta Leaders Position in other Organizations Policy*

Criteria for Committee Membership

The committee members should have:

- experience in strategic planning,
- ability to communicate and cooperate with a large group of chairmen and with the headquarters staff,
- ability to meet specified deadlines,
- ability to work within budget adopted by the Board,
- ability to cope with several tasks, coordinate and delegate work,
- ability to communicate and cooperate within a committee,
- commitment to empowering women locally and internationally,
- willingness to promote relations between Zonta International and the United Nations and its agencies,
- commitment to participating in Zonta-relevant UN meetings and ability to receive pertinent information,
- ability to disseminate to members and other stakeholders information on the role of Zonta at the UN and Zonta's impact through participation at UN meetings and events, including but not limited to the Commission on the Status of Women,
- proximity to a major UN office preferably New York, Geneva, Vienna or Paris,
- ability to advise and offer suggestions to district UN chairmen for club service and advocacy projects related to Zonta's mission and the work of the UN, and
- knowledge of Zonta International programs, policies and procedures.

Expenses

Committee members are to submit expense statements to the committee chairman in accordance with the established committee guidelines.

United Nations Membership Assignments

Zonta International has representatives in New York, Paris, Geneva, Vienna and Bangkok.

Status of Zonta International in Relation to the United Nations and Other International Organizations

Zonta International is recognized as having:

- *general consultative status* with the United Nations Economic and Social Council (ECOSOC)
- *consultative status* with the United Nations Educational Scientific and Cultural Organization (UNESCO)
- *special relationships* with United Nations entities promoting women’s rights
- *participatory status* with the Council of Europe

Zonta Representatives to UN and Council of Europe

Zonta representatives to United Nations and to the Council of Europe are appointed by the president-elect with the approval of the Board.

- ▶ *Bylaws of Zonta International*, Article XII, Section 10

Zonta International Leadership Development Committee

The president-elect appoints a Leadership Development Committee for the upcoming biennium. The committee should have at least three members including the committee chairman, in addition to the president and the president-elect. Sub-committee members with competencies in leadership development may be appointed.

The committee chairman should have experience in strategic planning and be committed to the ongoing growth and development of Zonta leaders.

Committee responsibilities

- Be loyal to Zonta International's mission, vision and goals and work towards the biennial programs and tasks.
- Provide expertise in carrying out the committee's tasks.
- Prepare the leadership development strategy and explore leadership trends and best practices to create leading-edge learning opportunities for club members.
- Develop and disseminate strategies to ensure the ongoing growth and development in knowledge and competencies of Zonta leaders.
- Present a committee report at convention, if requested to do so by the president.
- Work with the Board, the international committees and headquarters staff.
- Meet specified deadlines and work within the budget adopted by the Board.

Criteria for committee membership:

The committee members should have:

- experience and expertise in the field of leadership development,
- ability to communicate and cooperate with a large group,
- an interest in working with the Board and headquarters staff on developing and implementing new initiatives.
- commitment to empowering women locally and internationally,
- passion for developing Zonta leaders and supporting them in their roles,
- ability to meet specified deadlines, and
- knowledge of the latest leadership development best practice and the ability and willingness to keep abreast of current trends.

► *Bylaws of Zonta International* Article XII, Section 11

Zonta International Z Club and Golden Z Club Committee

The president-elect appoints a Z Club and Golden Z Club Committee for the upcoming biennium. The committee should have at least three members including the committee chairman, in addition to the president and the president-elect.

Committee Responsibilities

- Prepare strategies that promote and disseminate information externally and internally about Z clubs and Golden Z clubs.
- Recommend changes to program procedures as needed
- Encourage clubs to organize and support Z clubs and Golden Z clubs to promote the Objects of Zonta International, develop leadership skills, serve the community, and improve global understanding through service.
- Encourage Z club and Golden Z club members to participate in Zonta events.
- Promote mentoring for a sustainable Z club and Golden Z club membership.
- Work with the Board and headquarters staff to ensure that Z and Golden Z club goals are met.

Criteria for Committee Membership

The committee members should have:

- secondary and higher education,
 - an interest in helping young women achieve their potential,
 - understanding of situations in various parts of the Zonta world affecting Z clubs and Golden Z clubs in those areas,
 - awareness of critical issues affecting women and knowledge of major Zonta International activities around the world,
 - commitment to empowering girls and women locally and internationally, and
- ▶ *Z Club and Golden Z Club Manual*
- ▶ *Bylaws of Zonta International*, Article XII, Section 12.

Zonta International Amelia Earhart Fellowship Committee

The president-elect appoints an Amelia Earhart Fellowship Committee for the upcoming biennium. The committee should have at least three members including the committee chairman in addition to the president and the president-elect.

The committee membership should represent a diversity in aerospace disciplines, diversity in regions of the world, and diversity in employment experience from university and industry. The chairman must have served on the Amelia Earhart Committee for at least one biennium since 2010.

The main responsibility of the committee is to review applications for the annual Zonta International Amelia Earhart Fellowships and recommending to the Board a slate of proposed recipients.

Committee Responsibilities:

- Aim for continuity on the committee.
- Prepare strategies that promote and disseminate information externally and internally about the fellowships.
- Review fellowship application documentation and recommend changes to program procedures as needed, including updates and changes to the application forms and guidelines.
- Encourage clubs and districts to keep in touch with current fellows and alumnae.
- Encourage current fellows to participate in Zonta events and to become members.
- Promote donations to the Foundation to sustain the Amelia Earhart Fellowship program.
- Answer questions from the membership concerning the Amelia Earhart Fellowship.
- Work with the Board and headquarters staff to ensure that the fellowship goals are met.

Committee Tasks

- Review applications, recommend recipients, including alternates in rank order, for approval by the Board
- Encourage alumnae activity of Amelia Earhart fellows. Such activities could include:
 - encourage districts to include fellows in district meetings, workshops or other Zonta events as active participants.
 - invite Amelia Earhart alumnae to participate in the award presentations of new fellows,
 - invite alumnae to act as mentors to current fellows,
 - develop a speakers bureau of active alumnae,
 - promote the Amelia Earhart e-newsletter,
 - maintain and encourage fellows to engage in the web-based alumnae

- network, and
- support the arrangement of fellow reunions.

Criteria for Committee Membership

The committee members should have:

- been a recipient of the Amelia Earhart Fellowship, if possible,
- expertise in aerospace-related science and engineering,
- expertise or knowledge of fellowship requirements and recipient responsibilities,
- interest in the promotion of the Amelia Earhart Fellowship, and
- an awareness of critical issues affecting women as well as knowledge of the major Zonta International activities around the world.

- ▶ *Bylaws of Zonta International*, Article XII, Section 13.

Zonta International Jane M. Klausman Women in Business Scholarship Committee

The president-elect appoints a Jane M. Klausman Women in Business Committee for the upcoming biennium. The committee should have at least three members including the committee chairman in addition to the president and the president-elect.

This committee's main responsibility is to review submissions from districts proposing recipients of the Zonta International Jane M. Klausman Women in Business Scholarships. The committee recommends to the Board a slate of candidates for the international award.

Committee Responsibilities

- Prepare strategies that promote and disseminate information externally and internally about the scholarships.
- Recommend changes to program procedures as needed, including updates and changes to the application forms and guidelines.
- Encourage clubs and districts to provide club/district scholarships.
- Encourage clubs and districts to keep in touch with current and past scholarship recipients.
- Encourage current Jane M. Klausman Scholarship recipients to participate in Zonta events.
- Promote funding to sustain the scholarship program.
- Work with the Board and headquarters staff to ensure that the scholarship goals are met.

Committee Tasks

- Review applications, recommend international recipients, including alternates in rank order, from the district nominations for approval by the Board.
- Encourage clubs and districts to provide club/district awards.
- Encourage clubs and districts to hold alumnae reunions or other activities in order to maintain contact with recipients.
- Answer questions about the Jane M. Klausman program.
- Encourage clubs and districts to offer opportunities for active involvement of scholars and alumnae. Examples are:
 - Invite the scholars to participate in meetings organized by Zonta clubs and districts. Jane M. Klausman Scholarship district coordinators may act as liaisons.
 - Ask scholars or alumnae to speak at district conferences or area events about the benefits of the Scholarship.
 - Promote a web-based alumnae association when established.

Criteria for Committee Membership:

The committee as a whole should have

- expertise in scholarship requirements at the international level for undergraduate studies in business management,
- commitment to empowering women locally and internationally,
- interest in the promotion of the Jane M. Klausman Scholarships,
- awareness of critical issues affecting women and knowledge of major Zonta International activities around the world,

▶ *Bylaws of Zonta International*, Article XII, Section 14

Zonta International Young Women in Public Affairs Awards Committee

The president-elect appoints a Young Women in Public Affairs Awards Committee for the upcoming biennium. The committee should have at least three members including the committee chairman, in addition to the president and the president-elect.

The committee reviews submissions from districts proposing candidates for the Zonta International Young Women in Public Affairs Awards and recommends a slate of recipients of the international awards to the Board.

Committee Responsibilities

- Prepare strategies that promote and disseminate information externally and internally about the awards.
- Review and recommend changes to program procedures as needed, including updates and changes to the application forms and guidelines.
- Encourage clubs to provide Young Women in Public Affairs Award at club level.
- Encourage clubs and districts to maintain contact with current and past award recipients.
- Encourage current award recipients to participate in Zonta events.
- Promote donations to the Foundation to sustain the award program.
- Work with the Board and headquarters staff to ensure the goals of the program are met.

Committee Tasks

- Review district Young Women in Public Affairs Award applications, recommend international recipients, including alternates in rank order, from the accepted district recipients for approval by the Board.
- Disseminate publicity material about the program and its recipients.
- Work with headquarters to monitor and report on present and past recipients and the clubs and districts participating in the program.
- Encourage clubs and districts to hold alumnae reunions or other activities in order to maintain contact with recipients.
- Answer questions about the program.

Criteria for Membership

The committee members should have:

- expertise in secondary education and an interest in helping young women to achieve their potential,
 - awareness of critical issues affecting women and knowledge of major Zonta International activities around the world,
 - commitment to empowering women locally and internationally, and
 - Interest in the promotion of the Young Women in Public Affairs Awards.
- *Bylaws of Zonta International*, Article XII, Section 15.

SECTION NINE – Special Committees

Zonta International Investment Committee

This committee is a non-standing committee and must be approved by the new Board at the first Board meeting of a new biennium.

In preparation for the next biennium and assuming approval of the non-standing committee, the president-elect appoints an Investment Committee for the upcoming biennium. The Investment Committee includes, but is not limited to, a chairman, two members, the international president, president-elect, treasurer/secretary and risk manager.

Zonta International places funds which are not immediately needed in a portfolio of liquid short-term investment instruments. Zonta International has engaged a Registered Investment Advisor to provide advice and reports, and to manage the day-to-day activities. The investments are approved and managed in accordance with the Zonta International Investment Policy Statement.

- ▶ *Zonta International and Zonta Foundation for Women Finance and Audit Manual*
- ▶ *Zonta International Investment Policy Statement* on the website

Zonta International Council of Europe Committee

This committee is a non-standing committee and must be approved by the new Board at the first Board meeting of a new biennium.

In preparation for the next biennium and assuming approval of the non-standing committee, the president-elect appoints a Council of Europe Committee for the upcoming biennium. The Council of Europe Committee should include, but not be limited to, the chairman, members representing some of the European member states, the president and the president-elect.

The committee leads Zonta's participation in the Council of Europe, an intergovernmental organization of 47 member states and six observer states, Canada, Holy See, Israel, Japan, Mexico and the United States, which aims to protect human rights, pluralist democracy and the rule of law.

Unless already approved through a convention resolution, or a letter from the president, or other document as outlined in the current Advocacy Definitions and Policy, the chairman and committee members must obtain approval from the president before signing statements on behalf of Zonta International.

Committee Responsibilities:

- Participate in the meetings of the Conference of International Non-Governmental Organizations and by invitation in ministerial conferences and parliamentary committees.
- Contribute to the above-listed meetings and to the elaboration processes of treaties/conventions/ white papers through gender-related expertise.
- Promote relations between Zonta International and the Council of Europe.
- Receive pertinent information regarding activities in the Council of Europe relevant for Zonta International and disseminates it to the UN and Advocacy Committee within one month after receipt, copying the Board liaison, the executive director and the director of programs and advocacy.
- The committee chairman reports regularly to the chairman of the UN Committee on progress on the ratification of the Istanbul Convention by Zonta member countries and on other agreed committee activities. Reports will include summary reports from committee members
- Report the results from seminars such as the European inter-district seminars, to the UN and Advocacy Committees within one month after the meeting.
- Coordinate with the UN and Advocacy Committees to achieve Zonta International's advocacy goals and provides regular reports on progress toward those goals.
- Disseminate information regarding activities in the Council of Europe relevant for Zonta International to be published on Zonta International and Zonta districts' websites.

- Provide training for Zontians on the work done in the Council of Europe through the use of webinars or other electronic means.
- Review upcoming Council of Europe meetings available for International Non-Governmental Organizations (INGOs) and recommend Zonta participation as needed.
- Work with the Board and headquarters staff to ensure Zonta's goals pertaining to the Council of Europe are met.

Criteria for Committee Membership:

The committee members should have:

- commitment to empower women locally and internationally,
- interest in the promotion of legislative awareness and achievements of women's rights,
- expertise in advocacy strategies to recommend legislative awareness and advocacy action to advance Zonta International's goals and objectives, and
- awareness of critical issues affecting women and knowledge of major Zonta International activities around the world.

► *Advocacy Definition and Policy*

Zonta International Grievance Committee — Whistleblower

This committee is a non-standing committee and must be approved by the new Board at the first Board meeting of a new biennium.

The Grievance Committee should have three members appointed by the president-elect for the upcoming biennium. The committee members select the chairman.

Complaints against Zonta International officers, directors, or members of the Nominating Committee concerning disciplinary matters of removal, suspension or expulsion must be investigated by the Zonta International Bylaws and Resolutions Committee who will make recommendations to the Zonta International Board.

▶ *Bylaws of Zonta International*, Article VII, Section 11.

▶ *Bylaws of Zonta International*, Article XI, Section 6

In accordance with the *Zonta International Rules of Procedure*, grievances other than those concerning removal, suspension or expulsion, should be handled in accordance with the appropriate parliamentary authority as provided in the Bylaws of Zonta International.

▶ *Rule of Procedure 7*

In any matter concerning grievance and complaints, the Bylaws and Resolutions Committee may refer the underlying investigation to a grievance committee who will investigate the facts of the matter and make a written report to the Bylaws and Resolutions Committee. The Bylaws and Resolutions Committee will make recommendations to the Board based on the report of the Grievance Committee.

Appeals

Appeals will be referred to the Zonta International Board for action. A committee of Board members may be appointed by the president to assemble all relevant information and report back to the Board. The number of members of this sub-committee of the Board will be determined at the time of the appointment and will be directly related to the nature of the appeal.

Appearance before the Board. An appellant may appear before the International Board after seeking and receiving permission from a majority of the Board members.

Enforcement of decision. The decision and corrective action, as warranted, shall be enforced following an affirmative vote by two-thirds of the entire Board. The appellant will be informed of the Board's decision as soon as possible.

Procedure

1. Upon receipt of a formal communication, from the Bylaws and Resolutions Committee to the Grievance Committee to investigate a complaint, the Grievance Committee will determine whether the matter is within its jurisdiction and, if so, will investigate it thoroughly.
2. Individuals against whom a complaint has been made must be notified in writing of the nature of the complaint and be given an opportunity to submit a rebuttal. The Grievance Committee may grant requests to appear before it if the committee determines that such appearances are likely to assist its deliberations.
3. The Grievance Committee will prepare a report of its findings and recommendations and present the report to the Bylaws and Resolutions Committee for review.
4. The Bylaws and Resolutions Committee will recommend action to the Board for consideration at the next Board meeting.
5. Decisions requiring disciplinary action or change in operational procedures require a two-thirds vote of the entire Board, except that in the event action is to be taken against a Board member, that member is entitled to be present for consideration of the action but is not permitted to participate in the deliberation or to vote.
6. The Board will immediately mail notice of the decision, with proof of service, to the officer or director concerned and to the complainant.

Records, including correspondence, will be maintained by the chairman of the Grievance Committee during the biennium and be delivered to the incoming president at the end of the biennium.

Zonta International Manuals and Policies Committee

This committee is a non-standing committee and must be approved by the new Board at the first Board meeting of a new biennium.

The committee is appointed by the president-elect for the upcoming biennium and should have at least four members, including the chairman and the Board liaison.

The purpose of the committee is to improve the efficiency in the updating of existing manuals, policies and guidelines describing the procedures of Zonta International and Zonta Foundation for Women and to introduce new manuals or policies where required or suggested.

Committee Responsibility

- Ensure that existing manuals are continuously updated to reflect the operation of Zonta International and Zonta Foundation for Women correctly and consistently.
- Ensure that existing policies are meeting the requirement of the organization and that new policies are written where required. Recommends outdated or no longer relevant policies to be retired.
- Ensure that all documents are consistent with the *Bylaws and Rules of Procedure of Zonta International and Zonta Foundation for Women*.
- Ensure that all manuals follow the same layout and style requirement.
- Ensure that all policies and guidelines follow the same layout and style requirements.
- Ensure that information is not repeated but mentioned once where it is best placed and referred to by reference to that place in other documents.
- Aim to review and update, where required, all policies and manuals each biennium.
- Present all suggested amendments to the Board for approval.
- Verify that all manuals and policies are updated based on decisions adopted at convention.
- The chairman of the committee, appointed by the president-elect for the next biennium, will be responsible for moving the editing work forward and setting deadlines to meet the board meeting dates for reporting and presentation.
- New updates must be presented to the headquarters liaison two weeks before the board meeting deadline.

Criteria for Membership

The committee members should have:

- good understanding of the English language,
- professional experience in areas of law, risk or compliance,
- understanding of finance and banking,
- experience as governor, international director or similar Zonta leadership, and

SECTION NINE — SPECIAL COMMITTEES
Zonta International Manuals & Policies Committee

- good knowledge and understanding of Zonta operations, the governing documents and parliamentary procedures.

Zonta International Translations Committee

This committee is a non-standing committee and must be approved by the new Board at the first Board meeting of a new biennium.

The committee will consist of as many members as are required to provide required translations into selected languages.

Appendix A

2018-2020 Committee Chairmen Report to Board



Title:

From:

Date:

To (please mark one):

The Zonta International Board

The Zonta Foundation for Women Board

Purpose of the report (please mark as many as applicable):

For Information

For Discussion

For Decision

Information/ Discussion: Activities since the last report, factual information to be brought to the Board regarding issues from Districts, Committees, or other matters. Please be clear about: challenge the proposal addresses, stakeholders who will benefit and how, added value to Zonta, pros/cons to consider, supporting data.

Motion: Potential motion(s) for the Board to discuss and vote on.

Rationale: The rationale to support the motion.

Supporting Documentation: List any attachments to be considered as part of this report.