

M E M O

TO: District 4 Board
FROM: Edna Silvernail and Rosemary Pell, District 4 By-laws Committee
DATE: November 1, 2011

RE: Review of the Impact of Changes in the Zonta International by-laws from the San Antonio International Convention 2010

Last fall, the District 4 Bylaws Committee reviewed the by-law changes adopted at the ZI International Convention in San Antonio to identify those which may directly impact the District Board and Clubs. We submitted this to the Board at the time, but we didn't have a chance to review and discuss.

Our Committee has revised this report and present it for your review in the attached report. We ask that we discuss this at our upcoming Board meeting to determine if any further action is needed.

You will see the report is presented as follows:

Section 1: Adopted ZI By-Laws With Potential District Impact

- A) Adjust to Match Changes in ZI Board By-laws and Processes (items 1-6)
- B) Reinforce/Check Changes in our District Processes and Methods (items 7-9)
- C) Check Communications to Clubs and Members (items 10-11)

Section 2: By-Law Proposals Not Adopted – But Might Be Raised Again

We also suggest checking on the status of our District Rules of Procedures to make sure that they are current and complete. Article XIII Section 15 requires each district to adopt rules of procedure which conform to the Zonta International By-laws. If these District Rules haven't been reviewed recently, there is the possibility that some might now be inconsistent with recent changes in the ZI By-laws.

ZONTA INTERNATIONAL BY-LAW ANALYSIS SUMMARY

SECTION 1: ADOPTED ZI BY-LAWS WITH POTENTIAL DISTRICT IMPACT

Below are the by-law proposals that PASSED at the San Antonio Zonta International convention that may raise issues for the District to review and resolve.

A) Adjust to Match Changes in ZI Board By-laws and Processes

1. Dissolution

6. In the event of dissolution or final liquidation of Zonta International, all of its assets remaining after payment of its obligations shall have been made or provided for, shall be distributed to or among such corporations organized and operated exclusively for the improvement of the legal, political, economic, educational, health and professional status of women,.....

POSSIBLE DISTRICT ACTION

Added economic and educations purposes, to align with overall Objects of ZI.

- Should the District also have a plan in the event of liquidation? There is none in the current ZI bylaws for District. Or is it sufficient to assume that ZI process would be followed for all Districts?

2. Article IV, Members, Section 2. Zonta Clubs, (d) Disbandment

(d) Disbandment. A club that intends to disband must first notify the area director. If the club, after taking all necessary steps together with the area director to avoid disbandment, decides to do so, it shall inform the governor, who shall inform the International President and the Executive Director immediately.....

POSSIBLE DISTRICT ACTION

By-law change adds the International President to be informed immediately.

- Does the Governor want to participate with the Area Director in working to save the club prior to the decision to disband? Should that be spelled out in the by-laws of District Procedures?

3. Article VI, Officers and Directors, Section 1, Officers, (d) Duties, (1) President

(1) President. The president shall be the chief executive officer and shall exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs. The president shall:.....

c. Be a member of the Zonta International Bylaws and Resolutions Committee and the Zonta International Finance Committee and be an ex-officio member of all other committees except the Zonta International Nominating Committee.

When the Zonta International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president shall not participate.

POSSIBLE DISTRICT ACTION

Added membership for International President on the ZI Bylaws and Resolutions Committee

- Should/is the Governor be a member of these committees at the District level as well?

4. Article VI, Officers and Directors, Section 1. Officers, (d) Duties, (3) President-Elect

(3) President-Elect. The president-elect shall serve for a term of two (2) years and at the close of the convention held two (2) years after the election, shall automatically become president. The president-elect shall perform such duties as assigned by the president, and shall have authority to make plans for the next biennium, including appointing and meeting with appropriate incoming standing committee chairmen to develop the Zonta International program goals to be presented to the convention for approval, and selecting a professional parliamentarian to serve during the next biennium. The president-elect shall be a member of the Zonta International Bylaws and Resolutions Committee and the Zonta International Finance Committee and be ex-officio a member of all other committees except the Zonta International Nominating Committee. When the International Bylaws and Resolutions Committee investigates a complaint against a member of the Zonta International Board, the president-elect shall not participate.

POSSIBLE DISTRICT ACTION

Membership on ZI Finance Committee for ZI President-elect added

- Should/is the Lieutenant-Governor be a member of these committees at the District level as well?

5. Article XI, Zonta International Nominating Committee, Section 5, Duties, (a)

SECTION 5. Duties. The duties of the Zonta International Nominating Committee shall be to: (a) Recruit qualified Zontians for Zonta International officers, directors and for the Zonta International Nominating Committee.

POSSIBLE DISTRICT ACTION

This change removed the requirement for ZI Nominating Committee to work with District Nominating Committees to solicit candidates.

- Previously, the District Nominating Committee searched out qualified Zontians within the district and assisted them in submitting the paperwork to be considered for these positions. ZI by-laws still have this task noted in Article XIII Section 13 (d) – Duties of district Nominating Committee, though it is now inconsistent with the change above. Should the district have a process to continue to solicit these Zontians?

6. Article XIII, Districts, Section 13, Nominating Committee, New subsection (f)

(f) Removal. Members of the District Nominating Committee may be removed by the district board for failure to perform the duties of the position, or acting in such a way as to injure the good name of Zonta, or hamper its work. The procedure shall be as specified in Article XIII, Section 10 (g) (1).

POSSIBLE DISTRICT ACTION

This is an addition, as there was no provision to remove District Nominating Committee members if required.

- The procedure to do this will follow that already laid out for elected Bora members. Need awareness of this only

B) Reinforce/Check Changes in our District Processes and Methods

7. Article XIII, Districts, Section 7, Duties of Officers, (a) Governor

(a) Governor.....The governor shall appoint a Bylaws and Resolutions Committee, an Organization, Membership and Classification Committee, a Service Committee and a

Legislative Awareness and Advocacy Committee, each with a chairman and such other members as the governor deems appropriate. The governor may make other appointments as appropriate to implement the programs of Zonta International.

POSSIBLE DISTRICT ACTION

Added Service and Legislative Awareness and Advocacy to required District committees

- Standing committees must be established for Bylaws, OMC, Service and LAA as described. This has already been done.

8. Article XIII, Districts, Section 7, Duties of Officers, (b) Lieutenant Governor

(b) Lieutenant Governor. The lieutenant governor shall perform such duties as assigned by the governor and, in the absence or inability of the governor to perform the official duties within the district, the lieutenant governor shall perform such duties of the governor. The lieutenant governor shall be Chairman of the District Organization, Membership and Classification Committee and a member of the Zonta International Organization, Membership and Classification Committee.

POSSIBLE DISTRICT ACTION

Added role of Chairman of the District Organization, Membership and Classification Committee

- This has been done – Lieutenant Governor is the OMC Committee.

9. Article XIII, Districts, Section 12, Audit

SECTION 12. Audit. At least at the close of the biennium, the district board shall cause the district financial records to be audited, reviewed or compiled by certified/chartered public accountants or by a qualified individual independent of the district board. For purposes of the audit, review or compilation, the books shall be closed 31 May. The audited, reviewed or compiled financial statement shall be presented at the district conference together with the audit, review or compilation report.

POSSIBLE DISTRICT ACTION

Added “compiled/compilation” to provide options to Districts.

- Assume this is now the procedure.

C) Check Communications to Clubs and Members

10. Article XIV, Clubs, Section 9, Committees

SECTION 9 Committees. (a) There shall be an Organization, Membership and Classification Committee, a Service Committee, a Legislative Awareness and Advocacy Committee and such other committees as the club board may authorize to achieve biennium goals.

POSSIBLE DISTRICT ACTION

Removed wide range of Committees required at Club level and replaced with these 3 as the only required Committees

- Clubs must establish OMC, Service and LAA committees. Assume this has already been communicated.

11. Circularization (Rule of Procedure pg. 49 ZI Governing Documents)

3. Circularization (1)...(2) Zontians will not use membership lists or act in any other way to contact other Zontians for the purposes of lobbying for or against proposals that will be

voted on, or for or against nominations for office or candidates who are running for office, at international conventions, district conferences or other Zonta Meetings. (3)...

POSSIBLE DISTRICT ACTION

Expanded the definition and made it more specific

- Does this need to be communicated to all clubs to insure awareness/compliance?

SECTION 2: BY-LAW PROPOSALS NOT ADOPTED – BUT MIGHT BE RAISED AGAIN

Below are the bylaw changes that DID NOT PASS that may raise issues for the District. For the sake of brevity, I have used my own words to describe the proposals without changing their meaning.

1. Article V, Section 7, Nonpayment of Dues and Fees

PROPOSED

Unless temporarily waived by the ZI Board, clubs in arrears for dues and fees would pay an additional per capita fee for administration related to nonpayment. The ZI Board would have the power to determine the amount in U.S. dollars, which would not exceed 10% of current dues.

Recommended by ZI Board. Required 2/3 majority. Voting resulted in 803 (63.3%) for and 466 against. Likely to be raised next biennium??

2. Article VI, Officers and Directors, Section 1, Officers, (a) Qualifications

PROPOSED

ZI Officers, except the Treasurer/Secretary, must have served as a ZI Director. The ZI Treasurer/Secretary must have served as a district officer.

Recommended by ZI Board. Required 2/3 majority. Voting resulted in 788 (62.7%) for and 468 against. Likely to be raised next biennium??

3. Article VII, Zonta International Board, New Section 3. Membership on Zonta International Foundation Board

PROPOSED

No member of the ZI Board except the ZI President and the ZI President-elect can serve on the ZIF board.

Proposed by District 13. Not recommended by ZI Board. Voting resulted in 387 for and 866 against. Since this was a highly charged issue of the separation of the ZI and ZIF boards, it may be raised again.

4. Article XIV, Clubs, Section 2, Members, (b) Classified Member

PROPOSED

Required that, to be invited to membership, a candidate must be actively engaged in a recognized business or profession in a decision-making capacity.

Proposed by District 27. Not recommended by ZI Board. Voting resulted in 479 for and 885 against. This being a highly charged issue, it is likely to be brought up again.