

PROPOSED ZPAA BYLAW AMENDMENT 2026-0001

Move to amend: This adds Section D to Article Eta to formally authorize proxy voting, resolving the conflict between the current bylaws and existing organizational policy. Housekeeping, no policy change. Insert as follows:

CURRENT WORDING	PROPOSED WORDING
Article Eta – Voting (No explicit language for proxy voting currently exists in Article Eta.)	Article Eta - Voting. <u>Section D – Proxy Voting.</u> <u>Voting Members may vote by proxy at any scheduled or special meeting of The Organization. The Secretary shall publish and maintain the official Proxy Voting Form in accordance with any policies enacted by The Organization, consistent with these bylaws.</u> <u>a. A Voting Member represented by a valid Proxy Voting Form shall be counted for purposes of establishing a quorum only for those matters authorized by that proxy.</u>

INTENT & RATIONALE

Intent: To formally codify into the bylaws the proxy voting practice adopted by unanimous vote of the membership in July 2024 and implemented through the official Proxy Voting Form first published in August 2024, thereby establishing permanent bylaw authority for proxy voting going forward.

How Does This Motion Support ZPAA’s Primary Purpose? This amendment provides a consistent and transparent method for eligible Voting Members to participate in the governance of The Organization when they are unable to attend a scheduled or special meeting virtually or in-person. It authorizes the Secretary/et al to publish and maintain the official Proxy Voting Form in accordance with these bylaws. It also specifies how proxy voting affects meeting and voting quorums.

Rationale: This amendment formalizes an established organizational practice, promotes consistent administration of proxy voting, protects members' voting rights, and ensures uniform procedures for future meetings while maintaining compliance with the bylaws.

SUBMISSION DETAILS

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- **Submitted:** 08/10/26
- **Date of 1st Reading:** 08/25/2026
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