



Policies, Guidelines, Procedures and Forms Library

TITLE/NAME OF POLICY/GUIDELINE: Indemnification Policy – ZI

Document Classification:

Bylaw Supporting:

Manual Location:

Committee Responsible: ZI Finance Committee

Document control:

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Related documentation (bylaws, procedure, process, guidelines)	
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POLICY:

Zonta International shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer of Zonta International against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if Zonta International determines, in good faith, that he or she acted in a manner he reasonably believed to be in or not opposed to the best interests of the Zonta International and had no reasonable cause to believe his or her conduct was unlawful; provided, that Zonta International shall only be required to pay settlements which it approves in writing.

Specific Authorization Required. Any indemnification shall be made by Zonta International only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made **(i)** by the Zonta International Board by a majority vote of those Board members who are not parties to such action, suit or proceeding; or **(ii)** if such a majority is not obtainable, or even if obtainable, such a majority so directs, by independent legal counsel in a written opinion. References to "Zonta International" in this Policy shall not include any District, Area, chartered Club or other subordinate body of Zonta International and the obligation to indemnify herein provided shall not extend to any director or officer of any such subordinate body in their capacity as such.