



# KIWANIS INTERNATIONAL BYLAWS

*As adopted and amended by the  
House of Delegates, June 26, 2009*

## ARTICLE I. NAME AND USE OF NAME AND EMBLEM

**Section 1.** The name of this organization shall be Kiwanis International.

**Section 2.** The word “Kiwaniis” and the name, emblem, and/or insignia of Kiwanis International shall not be used as a trade name or trademark by any person or organization without the written consent of Kiwanis International or used for any purpose other than that authorized by the Board of Trustees. (7/88)

## ARTICLE II. OBJECTS

**Section 1.** The Objects of Kiwanis International shall be:

- To give primacy to the human and spiritual, rather than to the material values of life.
- To encourage the daily living of the Golden Rule in all human relationships.
- To promote the adoption and the application of higher social, business, and professional standards.
- To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- To provide, through Kiwanis clubs, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

## ARTICLE III. POWERS

**Section 1.** The powers of Kiwanis International shall be:

- a. To direct, manage, supervise, and control the business, property, and funds of Kiwanis International and any sponsored organizations or programs.
- b. To create, supervise, and control clubs, districts, federations, or other groups of clubs and divisions thereof. (7/88)

## ARTICLE IV. MEMBERSHIP OF CLUBS IN KIWANIS INTERNATIONAL

**Section 1.** Kiwanis International shall consist of Kiwanis clubs which have been accepted by the Board of Trustees and chartered in the manner provided in these Bylaws. (7/88)

**Section 2.** Any club may resign from Kiwanis International upon a resolution of resignation being approved by a three-fourths (3/4) vote of the active, privileged, and senior membership of said club, provided that all financial and other obligations of said club to Kiwanis International shall have been fulfilled, that all annual dues to any district thereof shall have been paid, and that, if incorporated, the corporation shall have been duly dissolved. Said resolution shall be certified by the club's secretary and sent to Kiwanis International. Such resignation shall become effective when accepted by the Board of Trustees. The Board of Trustees may, upon written application of said club, reinstate the club to membership in Kiwanis International. (6/89)

**Section 3.** Notwithstanding any other provision of the Kiwanis International Bylaws, the Standard Form for Club Bylaws, or the Standard Form for District Bylaws, the International Board of Trustees may admit into Kiwanis membership and/or permit the creation of new forms of Kiwanis membership consistent with the Objects of Kiwanis International, which may extend for a period not exceeding five (5) years without approval of the House of Delegates. The Chief Executive Officer of Kiwanis International shall make an annual report to the House of Delegates covering any such Board actions taken or authorized and make an evaluation of their current effectiveness. (7/07)

## ARTICLE V. ORGANIZING AND CHARTERING OF CLUBS

**Section 1.** Kiwanis clubs may be built in communities that provide acceptable conditions, and as prescribed in these Bylaws.

**Section 2.** A club may be organized and chartered in a community, which will ensure the standards of membership prescribed by Kiwanis International for clubs, and has the potential of additional membership

resources to ensure the future stability of the club. (7/05)

**Section 3.** A charter shall be granted to each prospective club that meets all requirements and obligations, provided, however, that by the acceptance of such charter, the club agrees to be bound by the Bylaws of Kiwanis International as adopted or amended. (7/88)

**Section 4.** The minimum number of members for the organization and charter of a prospective club shall be determined by the Board of Trustees, but shall not be less than fifteen (15) active members. (6/97)

**Section 5.**

a. Application for the organization of a club shall be made on the standard petition form as adopted by the Board of Trustees. The petition shall be duly signed by ten (10) persons eligible for active membership in the prospective club, and said petition shall be approved or disapproved by the district governor in whose district the club is to be organized. If the district governor disapproves the petition, the reasons for disapproval must be stated. The district governor shall immediately forward the petition to the Chief Executive Officer of Kiwanis International. (7/98)

b. After reviewing the petition and the reasons for disapproval, the Board of Trustees shall determine if the new club will be organized. (1/85)

**Section 6.** Upon the approval of a petition for a new club by the Board of Trustees, the Board shall direct through its accredited representative and in cooperation with the district governor the completion of the organization of said club. (6/89)

**Section 7.** Each new Kiwanis club, before receiving its charter, shall pay to Kiwanis International a fee per new club charter member at an amount determined by the Board of Trustees, but not to exceed the annual amount of dues, subscriptions fees for the official publication, and liability insurance fees. (7/07)

**Section 8.** Upon the organization of a club under the direction of the accredited representative, and upon approval of the Board of Trustees, there shall be issued to said club a charter from Kiwanis International signed by the President and the Chief

Executive Officer of Kiwanis International. Upon organization, said club must have complied with the following conditions: (7/98)

a. Adopted the Standard Form for Club Bylaws, modified only as approved by the Board of Trustees. (6/89)

b. Secured and maintained a charter membership of the required number of active members as established by the Board of Trustees. (6/89)

c. Elected officers, appointed committees, and completed club organization as required by the club bylaws.

d. Certified to the Chief Executive Officer of Kiwanis International that the accredited representative has instructed the officers, committees, and members regarding their obligations. (7/98)

e. Complied with the applicable provisions of its district bylaws. (7/05)

f. Maintained all standard practices and principles for clubs as determined by the Board of Trustees.

**Section 9.** A club, after receiving its charter, may incorporate subject to the approval of the Board of Trustees, but only by the name designated in its charter, such as Kiwanis Club of . . . , and said club shall agree, as a condition precedent to incorporation, that it will, as an incorporated body, abide by the Bylaws of Kiwanis International. (7/88)

**ARTICLE VI. CLUB OPERATIONS**

**Section 1.** The officers of a club shall be a president, president-elect, immediate past president, one (1) or more vice-presidents, a treasurer, and a secretary, and such other officers as may be required by the club bylaws. No offices may be combined in one (1) person except the offices of president-elect and vice-president may be combined, and the offices of secretary and treasurer may be combined. No person shall simultaneously serve as an elected director and an officer. The officers, together with at least five (5) directors, shall constitute the board of directors. The officers and directors must be active, privileged, or senior members in good standing. The duties of the officers and the board of directors shall be such as are

prescribed in the club bylaws. (6/96)

**Section 2.** The basic standing committees of a club and their duties shall be prescribed by Kiwanis International. This in no way preempts the right of any club to appoint special committees or to add standing committees as prescribed in the club bylaws. (6/96)

**Section 3.** A club shall not use any name except that designated in its charter.

**Section 4.** A club shall hold at least two (2) regularly scheduled meetings each month, but not more than one (1) in any week, on such day and at such place as shall be determined by the board of directors. A club may hold such other meetings as the board of directors or membership may desire. (1/06)

**Section 5.** If a club's regular meeting falls on a legal holiday or eve thereof, the board of directors may reschedule the meeting for another day during the affected week or cancel the meeting, provided not more than two (2) regular meetings are canceled during an administrative year. (6/94)

**Section 6.** Kiwanis clubs may make available to each member in good standing the option to vote electronically or by paper ballot for annual club officer elections. (6/08)

**Section 7.** A club shall hold its annual meeting and election of officers and directors not earlier than the first meeting in April and not later than the second meeting in May. The officers shall serve for the term of one (1) year or two (2) years, as shall be separately prescribed for each officer in the club bylaws, or until their successors are duly elected and qualified. The directors shall serve for the term prescribed in the club bylaws or until their successors are duly elected and qualified. The terms of the officers and directors shall begin on October 1. (6/08)

**Section 8.** The president and secretary of each club shall, before June 1 of each year, certify to the Chief Executive Officer of Kiwanis International the names of the officers elected to serve in the ensuing year. (7/98)

**Section 9.** The administrative and fiscal year of all clubs shall begin on October 1 of each year.

**Section 10.** A club shall submit to Kiwanis International by the tenth day of each succeeding month such reports as required by the Board of Trustees and an annual membership report. Such annual membership report shall be due eighty (80) days prior to the due date for the club's annual dues payment and shall be made on the official forms provided by Kiwanis International. (6/04)

**PROVISO: Effective October 1, 2010, Section 10 of this Article shall read as follows:**

A club shall submit to Kiwanis International such reports as required by the Board of Trustees. (6/09)

**Section 11.** Annual dues payments, as required by Article XXII, of these bylaws, shall be due and payable according to the club's organization date as follows: (6/04)

- Payment for clubs organized between September 1 and December 31, shall be due on December 31<sup>st</sup>; (6/04)
- Payment for clubs organized between January 1 and April 30, shall be due on March 31<sup>st</sup>; (6/04)
- Payment for clubs organized between May 1 and August 31, shall be due on May 31<sup>st</sup>. (6/04)

**PROVISO: Effective October 1, 2010, Section 11 of this Article shall be deleted.**

## **ARTICLE VII. DISCIPLINE OF CLUBS**

**Section 1.** Any member club that fails to conform to the provisions of these Bylaws may have its charter and its membership in Kiwanis International suspended or revoked by action of the Board of Trustees. If any club charter or its membership shall be suspended or revoked, such club shall have the right of appeal to the next succeeding International convention in the manner prescribed in these Bylaws, and the action of the convention shall be final and binding. (7/98)

### **Section 2.**

- a. Any club that fails to conform to these Bylaws or that fails otherwise to conform to the accepted standards for clubs may have its charter and membership suspended or

revoked or may be otherwise disciplined by a two-thirds (2/3) vote of the entire Board of Trustees. (7/98)

- b. If the Board suspends or revokes a charter or takes disciplinary action against a club, within fifteen (15) days thereof, the Chief Executive Officer of Kiwanis International shall send a copy of the charges and the action taken by the Board of Trustees to the last-reported president and secretary of the club. (7/98)
- c. Within sixty (60) days from the date of mailing such notice, the club may file with the Chief Executive Officer a request for a hearing before the Board of Trustees. (7/98)
- d. The Chief Executive Officer shall send by registered mail to the last-reported president and secretary of said club a notice of the final decision made by the Board of Trustees within fifteen (15) days after such decision. (7/98)
- e. The club, within sixty (60) days from the date of mailing the notice of final action by the Board of Trustees may file with the Chief Executive Officer a written notice of appeal, which shall be considered and decided at the next International convention. (7/98)
- f. Upon final determination of revocation of the charter, and if the club is incorporated, said corporation shall be dissolved in accordance with local statutes; or in the event the corporation is not dissolved within one hundred and twenty (120) days, Kiwanis International has the right to petition and obtain proper orders of dissolution. (6/89)

**Section 3.** Any club more than sixty (60) days in arrears for any indebtedness to Kiwanis International or a federation or for any annual dues to a district thereof shall not be considered "in good standing" and may have its charter and membership suspended or revoked or may be otherwise disciplined by action of the Board of Trustees as prescribed herein. The Board of Trustees may restore such club to membership in Kiwanis International upon the payment of its indebtedness. (6/89)

**Section 4.** Clubs may participate in lotteries, raffles, drawings, or other games of chance, provided that they are not in contravention of the laws, mores, customs, and traditions of the country, state, or province in which the clubs exist, and provided further that the district board of trustees or the governing authority of nondistricted clubs shall have given prior approval for the utilization of lotteries, raffles, drawings, or other games of chance to be employed in fund-raising activities. Such approval so granted does not constitute official endorsement of such activities by Kiwanis International. Nothing contained herein shall permit any club by its activities to impugn the good name of Kiwanis. Should violations occur, appropriate disciplinary action may be taken in accordance with these Bylaws. (6/89)

**Section 5.** Clubs shall not solicit the expression of attitudes by clubs located in other nations regarding the domestic or foreign policies of those nations. (6/86)

**Section 6.** Each club that continues to comply with these Bylaws is granted a revocable nonexclusive license to use the service marks and collective membership marks owned by Kiwanis International in connection with its activities as a member of Kiwanis International. Kiwanis International has the exclusive right to control such usage of the Kiwanis Marks by a club and to control the nature, quality, and uniformity of the services and membership of clubs in connection with which the Kiwanis Marks are used. Applying for or maintaining membership in Kiwanis International by a club constitutes a waiver of all separate or independent rights of such club in the Kiwanis Marks and acceptance of the terms and conditions under which the club is licensed to use the Kiwanis Marks. (6/89)

- a. If a club fails to comply with any of the provisions of these Bylaws or fails to comply with the nature and quality of the services and membership required by Kiwanis International for the use of the Kiwanis Marks, then the Board of Trustees shall give the last-reported president and secretary of such club written notice, stating the nature and character of the noncompliance. The club shall have sixty (60) days from the date of the mailing of the written notice to cure or correct the noncompliance and to provide certification of compliance in writing to the Board of Trustees. If the noncompliance is not cured or corrected by the club within the sixty

(60) days, then the license to use the Kiwanis Marks shall be revoked immediately and automatically at the end of such sixty (60) day period without further notification from Kiwanis International. Such immediate and automatic revocation of the license to use the Kiwanis Marks shall not constitute automatic revocation or suspension of the charter or membership of the club. Any such revocation or suspension of the charter or membership of the club shall be done as prescribed herein. (6/89)

b. The license to use the Kiwanis Marks is terminated immediately and automatically when any club resigns or disaffiliates or when its charter is revoked or suspended for any reason. (1/85)

c. In the event the license granted to a club to use the Kiwanis Marks is suspended or revoked, the club and its members shall immediately cease the use of the Kiwanis Marks and any marks confusingly similar thereto. Failure to do so will result in immediate and irreparable harm to Kiwanis International for which there is no adequate remedy at law. Therefore, Kiwanis International shall be entitled to obtain temporary restraining orders and preliminary and permanent injunctions against such use. (6/89)

d. Any suspended or revoked license may be reinstated by a majority vote of the entire Board of Trustees. All decisions with respect to the revocation or reinstatement of a license to use the Kiwanis Marks shall be final. (6/89)

## **ARTICLE VIII. CLUB MEMBERS**

**Section 1.** The active members of a club shall represent the diversity in the community in which the club is located. (7/05)

### **Section 2. Membership**

a. Membership in a club shall be primarily of the active class as defined herein. There may be only three (3) other classes of membership: privileged, senior, and honorary, as defined herein.

b. Membership in a club is open to persons eighteen (18) years of age and over who satisfy the qualifications for active, privileged, senior, or

honorary membership. (6/02)

### **Section 3. Active Membership**

a. An active member must be a person of good character and community standing who resides or has other community interests within the area of the club. (7/88)

b. An active member must pay a membership induction fee and annual membership dues, and shall be entitled to all privileges of membership in that club. (6/96)

c. Active members shall maintain regular attendance at club meetings and shall actively participate in the activities of the club, and the board of directors of said club shall review semiannually the attendance and activity participation record of each club member. (6/89)

### **Section 4. Qualifications for Privileged Membership**

a. Any active member of a club who, on or before July 31, 1963, shall have been elected a privileged member may continue to be a privileged member. (1/85)

b. No member of a club shall be elected to privileged membership after July 31, 1963. (1/85)

c. The board of directors of each club shall review the list of privileged members not less than once each year and shall have authority, for such reasons as seem adequate, to terminate any such member's privileged membership, or to reinstate any such member as an active member. (1/85)

d. Privileged members must pay annual membership dues, and shall be entitled to all privileges of the club. (1/85)

e. Privileged members shall not be obligated to attend club meetings. (6/89)

f. Effective October 1, 2010, privileged membership will no longer be recognized. (1/06)

### **Section 5. Qualifications for Senior Membership**

a. Any active member of a club who shall have been an active member in good standing of one

(1) or more clubs for not less than ten (10) years, and who is unable to meet attendance requirements because of health, business, or other extenuating circumstances, and who shall have met such other conditions as may be prescribed by a club in its bylaws, may be elected a senior member upon making written application. (6/89)

b. The board of directors of each club shall review the list of senior members not less than once each year and shall have authority for such reasons as seem adequate to terminate any such senior membership, or to reinstate any member to active membership. (6/89)

c. A senior member must pay annual membership dues and shall be entitled to all privileges of the club. (6/89)

d. A senior member must meet the standards of attendance and participation as set forth by the board of directors of the club. (6/89)

#### **Section 6. Qualifications for Honorary Membership**

a. Any person who has performed distinguished public service may be elected an honorary member of a club of which the person is not an active or senior member for a period of one (1) year and thereafter may be re-elected annually. (1/06)

b. An honorary member shall pay neither a membership induction fee nor annual membership dues, and shall be entitled to all privileges of the club except those of voting and holding office. (6/96)

c. Honorary members shall not be obligated to attend club meetings. (6/89)

**Section 7.** Any active, privileged, senior, or honorary member in good standing in a club shall be entitled to wear the emblem and/or other insignia of Kiwanis.

#### **Section 8. Members Who Belong to More Than One Club**

a. A person may hold membership in more than one (1) club. (6/00)

b. Members who belong to more than one (1) club: (6/00)

(1) Shall pay all mandatory dues and fees to each club (and to each district and federation, if applicable) and to Kiwanis International and shall be eligible for life member status in only one (1) club. (6/00)

(2) Must designate which club is their primary club. Life member status eligibility and subscription to the official publication shall be based on the member's primary club. (6/00)

(3) Shall normally be of the active class, unless the member qualifies for senior or honorary class as defined herein. Such member shall have all the privileges and obligations of the class of membership and must meet the standards of attendance and participation as set forth by each club board of directors. (6/00)

(4) May represent only one club for voting purposes at district or International functions. (6/00)

#### **Section 9. Interim Status**

a. Interim status may be granted to members in transition who have left membership in one (1) club without any outstanding obligations and anticipate joining a new club. (6/00)

b. Any active, privileged, or senior member in good standing who resigns from a club may apply to Kiwanis International for interim status, for a period not to exceed one (1) year. (6/00)

c. The fee for interim status shall be the amount of annual International dues (and fees, if applicable), payable upon application. (6/00)

d. During interim status, the individual shall not have the privilege of representing a club at any club, district, or International functions. (6/00)

e. At the time such individual joins another club or if such individual does not join a club within the one-year period, interim status shall be terminated. (6/00)

## Section 10. Life Member Status

- a. Any Kiwanian holding active, privileged, or senior membership may be granted life member status on a one-time payment of a fee of fifteen (15) times the annual International dues as prescribed herein. (6/89)
- b. Upon a Kiwanian's attaining the status of life member, the member's club is thereby relieved of any further dues obligation to Kiwanis International for that member. The financial obligations to said member's local club and district, the subscription to the official publication, and the premium payable to defray the cost of insurance prescribed herein shall remain payable. (7/07)
- c. Life member status shall be in force only during the time the member also is a member of an affiliated club. (6/89)
- d. The quota of life memberships available in any administrative year shall be determined by the Board of Trustees of Kiwanis International. (6/89)

## Section 11. Election of Members

- a. Prospective active members shall be considered for election to membership only by invitation or by transfer from an active club, under the following procedure: (6/95)
  - (1) (a) Each proposal for membership shall be submitted by a member of that club to the club secretary or its committee on membership, which proposal shall bear the signature of the proposer and the endorsement of at least one (1) additional club member, both of whom shall be members in good standing. The proposal for membership shall then be submitted to the club board of directors for consideration. (6/95)
  - (b) Each proposal for transfer may be submitted by a member of an active club directly to the board of directors of another club for the purpose of changing club membership. Transfers must be requested within six (6) months of discontinuing active attendance in the original club. (6/95)

(2) At a meeting of the club board of directors at which a quorum is present, members shall be elected and transfers accepted by a two-thirds (2/3) vote of those present. (6/95)

(3) Upon favorable action by the club board of directors, the new and transferred members shall be personally notified concerning the action of the board and the appropriate membership induction fee shall then be secured. (6/95)

- b. The election of privileged, senior, and honorary members in any club shall be as provided in the Standard Form for Club Bylaws. (10/87)

## Section 12. Discipline of Members

The discipline of members in any club shall be as provided in the Standard Form for Club Bylaws. (10/87)

## ARTICLE IX. DISTRICTS

**Section 1.** For the purpose of promoting the best interests of Kiwanis, the Board of Trustees shall create, supervise, and control districts of clubs and shall establish the boundaries thereof. The Board of Trustees shall have the power to change the boundaries of districts in such manner as it may deem best. Prior to any proposed change becoming effective, not less than ninety (90) days' notice shall be given to the affected federations, districts, and clubs. Within the next thirty (30) days after such notice, a federation, district, or club may submit a written statement of support or protest and/or may request that a hearing be held before the Board of Trustees during its meeting at the next annual International convention. If a hearing is requested, the Board shall schedule such hearing and give notice thereof to the affected federations, districts, and clubs. Before any change becomes effective, the Board shall consider all matters presented at the hearing, if held, and all written statements of support or protest. (7/98)

**Section 2.** The officers of a district shall be a district governor, a governor-elect, the immediate past governor, a lieutenant governor for each division of

the district, and/or a trustee for each region of the district, a secretary, and a treasurer. There may be an acting governor appointed as provided in these Bylaws. (6/04)

**Section 3.** The board of trustees of a district shall consist of the district governor, the governor-elect, the immediate past governor, the lieutenant governors of each division and/or the trustees of each region, the treasurer, and the secretary of said district. If there shall be appointed an acting governor, as provided in these Bylaws, said acting governor shall be a member of the board of trustees during the incapacity of the district governor. The district bylaws may provide for not more than two (2) additional past governors to be members of said board. (6/04)

**Section 4.** The district governor and the governor-elect shall be elected at the annual district convention as provided in the district bylaws. As provided in the district bylaws, the lieutenant governors shall be elected at a meeting of representatives of the clubs in their respective divisions called expressly for this purpose and held not later than the second week in April. As provided in the district bylaws, the trustees of each region shall be elected at a meeting of representatives of the clubs in their respective regions called expressly for this purpose and held between the first week of the administrative year and not later than May 15. The district secretary and district treasurer may be elected or appointed as provided by the district bylaws. The secretary and the treasurer may be the same person, but no other offices shall be combined in one (1) person. Each officer, except separately elected lieutenant governors and district trustees as provided in the district bylaws, shall serve for the term of one (1) year or until said officer's successor shall be duly elected and qualified. Each lieutenant governor shall serve for a term of up to two (2) years as provided in the district bylaws or until said lieutenant governor's successor shall be duly elected and qualified. Each district trustee shall serve for a term of up to three (3) years as provided in the district bylaws or until said district trustee's successor shall be duly elected and qualified. The terms of all district officers shall begin on October 1. (6/08)

**Section 5.** The district governor, in order to serve as an officer of Kiwanis International, and the governor-elect shall perform such duties and responsibilities as are currently prescribed or as may be amended in these Bylaws, Kiwanis International Board Policies

and Procedures, and the district bylaws. (7/98)

**Section 6.** The duties of other district officers and of the district board of trustees shall be as prescribed in the district bylaws.

**Section 7.** The board of trustees of each district shall hold at least two (2) meetings for each administrative year, one (1) prior to October 31, at such time and place designated by the governor, and another in connection with the district convention, at such time and place as shall be determined by said board of trustees. If the first meeting shall be held prior to October 1, any action taken shall become effective on October 1. Notice of each meeting of the district board of trustees shall be received by the Chief Executive Officer of Kiwanis International at least thirty (30) days prior to the date of such meeting. (7/98)

**Section 8.** Each district shall hold an annual convention as provided herein, unless in any year the International Board of Trustees shall determine that there exists a condition of emergency in the district, and because of such an emergency the holding of such convention would not be practical, in which case the International Board of Trustees by further resolution shall have power to establish and fix provisions and procedures for transacting, by any means deemed best by such Board of Trustees, any or all business that would normally be transacted by and at such convention. (7/88)

**Section 9.** The annual convention of each district shall be held at such place and upon such dates between March 15 and September 15 as shall be fixed by the board of trustees of the district and approved by the Board of Trustees of Kiwanis International, except that no district shall schedule its convention to be held within the period of thirty (30) days prior to, during, or thirty (30) days following the annual convention of Kiwanis International. Notice of the annual district convention shall be received by the Chief Executive Officer of Kiwanis International at least six (6) months prior to the dates of the convention. (7/98)

**Section 10.** Each member club of a district in good standing with Kiwanis International and with said district shall be entitled in all conventions of its district to three (3) delegates, one (1) of whom shall be the president, said delegates to be selected and to have such powers as are prescribed in the district bylaws. All officers and past district governors of the

district shall be delegates-at-large to the district convention. (7/98)

**Section 11.** Each district, through its convention, shall adopt the Standard Form for District Bylaws. Any modification of or amendment to said district bylaws shall become effective only upon approval thereof by the Board of Trustees.

**Section 12.** Within thirty (30) days after the close of a convention, a meeting of the board of trustees, or a conference of the officers of a district, the district secretary shall send to the Chief Executive Officer of Kiwanis International a written report of the proceedings, approved by the district governor. This report shall summarize the proceedings, provide a synopsis of all actions taken, and include copies of all adopted district bylaw amendments, resolutions, and recommendations. (7/98)

**Section 13.** Official delegates of a newly organized club shall be granted full privileges at district conventions after the charter has been approved by the Board of Trustees of Kiwanis International, even if it has not been formally presented to such club. (6/89)

**Section 14.** The Board of Trustees, if practicable, may assign an official representative to attend the convention of each district. (6/89)

**Section 15.** Each club within the territorial limits of a Kiwanis district shall be a member of said district, so long as such club continues to comply with these Bylaws and the district bylaws.

**Section 16.** Districts may incorporate in the same manner and upon the same conditions provided for clubs. (7/88)

**Section 17.** The administrative and fiscal year of all districts shall begin on October 1 of each year.

## **ARTICLE X. FEDERATIONS**

**Section 1.** For the purpose of promoting the best interests of Kiwanis, the International Board of Trustees has the authority to create, supervise, and control federations of districts and shall establish the boundaries of federations. The International Board of Trustees shall have the power to establish and change the boundaries of federations in such manner as it may deem best. Prior to any proposed change

becoming effective, not less than ninety (90) days' notice shall be given to the affected federations, districts, and clubs. Within the next thirty (30) days after such notice, a federation, district, or club may submit a written statement of support or protest and/or may request that a hearing be held before the Board of Trustees during its meeting at the next annual International convention. If a hearing is requested, the Board shall schedule such hearing and give notice thereof to the affected federations, districts, and clubs. Before any change becomes effective, the Board shall consider all matters presented at the hearing, if held, and all written statements of support or protest. (6/90)

**Section 2.** The officers of a federation shall consist of a president (or an acting president) and such other officers as provided in the federation bylaws. (7/88)

**Section 3.** The board of trustees of a federation shall consist of the officers and other trustees as provided in the federation bylaws. (7/88)

**Section 4.** The federation president and other federation officers and trustees shall be elected as provided in the federation bylaws. Each officer above the level of trustee shall serve for the term of one (1) year and each trustee shall serve for the term of three (3) years or until the successor shall be duly elected and qualified. The terms of all federation officers and trustees shall begin on October 1. (6/92)

**Section 5.** The federation president shall be a member of the International Council and shall perform such duties as prescribed in these Bylaws and the federation bylaws. (7/88)

**Section 6.** The duties of other federation officers and the federation board of trustees shall be as prescribed in the federation bylaws. (7/88)

**Section 7.** The board of trustees of each federation shall hold at least two (2) meetings during each year, one (1) prior to October 31, at such time and place as are designated by the federation president, and another in connection with the federation convention, at such time and place as shall be determined by said board of trustees. If the first meeting shall be held prior to October 1, any action taken shall become effective on October 1. Notice of each meeting of the federation board of trustees shall be received by the Chief Executive Officer of Kiwanis International at least thirty (30) days prior to the date of such meeting. (7/98)

**Section 8.** Each federation shall hold an annual convention in accordance with the bylaws of the federation, unless in any year the International Board of Trustees shall determine that there exists a condition of emergency, and because of such an emergency the holding of such convention would not be practical, in which case the International Board of Trustees by further resolution shall have power to establish and fix provisions and procedures for transacting, by any means deemed best by such International Board of Trustees, any or all business that would normally be transacted by and at such convention. (7/88)

**Section 9.** The annual convention of each federation shall be held as provided in the federation bylaws, except that no federation shall schedule its convention to be held within the period of twenty (20) days prior to, during, or twenty (20) days following the annual convention of Kiwanis International, unless the Kiwanis International convention is held within the geographical boundaries of the federation. Notice of the annual federation convention shall be received by the Chief Executive Officer of Kiwanis International at least six (6) months prior to the dates of the convention. (7/98)

**Section 10.** Each member club of a federation in good standing with Kiwanis International, with said federation, and with its district shall be entitled in all conventions of its federation to three (3) delegates, one (1) of whom should be the president, said delegates to be selected and to have such powers as are prescribed in the federation bylaws. All federation officers, past presidents of the federation, and past district governors of districts in the federation shall be delegates-at-large to the federation convention. (7/98)

**Section 11.** Each federation, through its convention, shall adopt the federation bylaws. Any modification of or amendment to said federation bylaws shall become effective only upon approval thereof by the International Board of Trustees. The new federation bylaws, when approved by the International Board of Trustees, shall replace any bylaws in effect prior thereto. (7/88)

**Section 12.** Within thirty (30) days after the close of a convention, a meeting of the board of trustees, or a conference of the officers of a federation, the federation secretary shall send to the Chief Executive

Officer of Kiwanis International a written report of the proceedings, approved by the federation president. This report shall summarize the proceedings, provide a synopsis of all actions taken, and include copies of all adopted federation bylaw amendments, resolutions, and recommendations. (7/98)

**Section 13.** Official delegates of a newly organized club within the geographical boundaries of the federation shall be granted full privileges at federation conventions after the charter has been approved by the Board of Trustees of Kiwanis International, even if it has not been formally presented to such club. (6/89)

**Section 14.** Each district and each club within the territorial limits of a Kiwanis federation shall be a member of said federation and such district or club must comply with these Bylaws and the federation bylaws. (7/88)

**Section 15.** Federations may incorporate in the same manner and upon the same conditions provided for clubs. (7/88)

**Section 16.** The administrative and fiscal year of a federation shall begin on October 1 of each year. (7/88)

**Section 17.** The board of trustees of the federation, if practicable, may assign an official representative to attend the district convention of the districts within the federation. (6/89)

## ARTICLE XI. OFFICERS

**Section 1.** The officers of Kiwanis International shall be a President, President-Elect, Immediate Past President, Vice-President, Chief Executive Officer (CEO), fifteen (15) Trustees, and a District Governor for each district. The authority and duty of each officer shall be such as are defined in these Bylaws. (7/07)

**Section 2.** The administrative year of the officers of Kiwanis International shall begin on October 1 of each year. (6/97)

**Section 3.** Each elected officer shall be an active, privileged, or senior member in good standing of a club and the members of the Board of Trustees shall have served as a district governor. No offices shall

be combined in one (1) person, nor shall any officer simultaneously hold more than one (1) International office. (6/97)

**Section 4.** All officers, except the Chief Executive Officer, shall serve without compensation. No elected officer shall accept any remunerative employment from Kiwanis International. (7/98)

**Section 5.** The Board of Trustees shall appoint and determine the salary of the Chief Executive Officer and shall have the power to appoint and determine the compensation of such other administrative officers as in its judgment may be necessary. (7/98)

**Section 6.** The President, President-Elect, and Vice-President shall be elected at the annual International convention for a period of one (1) administrative year. In order to occupy any such office, the person must have served two (2) years as Trustee. (7/06)

**Section 7. Trustees**

- a. The term of office of Trustees shall be three (3) years, except for those elected to fill vacancies as provided in these Bylaws.
- b. No person shall serve for more than four (4) years in the office of Trustee. However, the time served by any person appointed by the International Board to fill an unexpired portion of a vacant term shall not count in determining the number of years served in the office of Trustee for the purpose of this provision. (6/01)
- c. Five (5) Trustees shall be elected each administrative year: three (3) from Region I and two (2) from regions other than Region I. (6/97)

**Section 8.** The district governors shall be elected by and from the districts in the manner prescribed in the district bylaws.

**Section 9.** All officers shall serve until their successors are elected and qualified.

**Section 10.** A vacancy occurring in any elective office shall be filled in the manner prescribed in these Bylaws.

**Section 11.** In the event that a Trustee with a remaining term in office of one (1) year seeks to be elected to an office above the level of Trustee, the term of office of said Trustee shall end on September

30 following the annual International convention at which the Trustee seeks higher office. (7/98)

**ARTICLE XII. DUTIES OF OFFICERS**

**Section 1. President**

The President shall preside at all International conventions and at all meetings of the Board of Trustees, Executive Committee, and International Council of Kiwanis International. The President shall exercise general supervision over the activities of Kiwanis International and shall perform such other duties as usually pertain to the office of President. (7/07)

**Section 2. President-Elect**

The duties of the President-Elect shall be such as are from time to time assigned by the Board of Trustees.

**Section 3. Immediate Past President**

The Immediate Past President shall perform the duties provided in these Bylaws, or as may be from time to time assigned by the Board of Trustees. (6/89)

**Section 4. Vice-President**

The Vice-President shall regularly review and advise the Board of Trustees on the financial condition of Kiwanis International and make a report thereof at the annual International convention, and shall perform such duties as usually pertain to the office or as may be assigned from time to time by the President or the Board of Trustees. (7/06)

**Section 5. Chief Executive Officer (CEO)**

a. The Chief Executive Officer (CEO) shall be the active managing officer of Kiwanis International under the supervision and direction of the President and the Board of Trustees. The Chief Executive Officer shall assist the President and the Board of Trustees in conducting the business of Kiwanis International, and shall perform such duties as are specified or implied in these Bylaws or as may be assigned by the Board of Trustees. (7/07)

b. The Chief Executive Officer shall attend all meetings of the Board of Trustees, the Executive Committee, and the International Council, and all

International conventions, and shall act as the secretary thereof, but shall have no vote. (7/07)

c. The Chief Executive Officer shall give bond for the faithful discharge of the duties of such office in a sum and with such sureties as are required by the Board of Trustees. (7/07)

d. The Chief Executive Officer shall sign all documents issued by Kiwanis International when required; affix the corporate seal of the organization when required; keep the financial accounts and records; and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement of Kiwanis International funds in the manner authorized and prescribed by the Board of Trustees. (7/07)

e. The Chief Executive Officer shall make a report to Kiwanis International at the annual International convention and such other reports as directed by the President or the Board of Trustees. The financial accounts, records, and books of Kiwanis International shall at all times be open to the inspection of the President, the Board of Trustees, and any auditors named by the Board of Trustees. (7/07)

f. The Chief Executive Officer shall be the executive in charge of the Kiwanis International Office, regional offices, and their departments, and shall be responsible for the selection and the supervision of the staff and employees, subject to the direction and control of the Board of Trustees. The Chief Executive Officer shall act as Editor of the official publication of Kiwanis International with duties as defined in these Bylaws. (7/07)

#### **Section 6. District Governors**

Under the direction and supervision of the Board of Trustees of Kiwanis International, district governors shall have the duty of furthering the Objects of Kiwanis International and of promoting the interests of the clubs within their districts. (6/89)

#### **Section 7. Board of Trustees**

All members of the Board of Trustees, in order to serve as officers of Kiwanis International, shall perform such duties and responsibilities as are currently prescribed or as may be amended in these Bylaws and Kiwanis International Board Policies and Procedures. (7/98)

### **ARTICLE XIII. BOARD OF TRUSTEES**

#### **Section 1.**

a. The Board of Trustees shall consist of the President, President-Elect, Immediate Past President, Vice-President, and fifteen (15) Trustees. (7/06)

b. (1) For the purpose of providing Trustee representation on the Board of Trustees, Kiwanis International shall be divided into five (5) electoral regions as follows: (6/97)

**Region I** - All districts which include one (1) or more of the 50 states of the United States.

**Region II** - The Eastern Canada and the Caribbean District and the Western Canada District.

**Region III** - Europe, including all European Districts.

**Region IV** - The Asia-Pacific area, which includes the Districts of Australia, Japan, Korea, Malaysia, New Zealand-South Pacific, Philippine Luzon, Philippine South, and Taiwan. (6/93)

**Region V** - The Americas, which includes all areas south of the United States. (6/97)

(2) Each nondistricted club shall be attached to a region designated by the Board of Trustees. (6/96)

(3) Districts formed after the adoption of this amendment shall be assigned to a region by action of the Board of Trustees.

c. The Trustees of the Board of Trustees shall be elected so as to provide that: (6/97)

(1) Region I

(a) Trustees shall be elected at-large by delegates from Region I at the annual International convention until such time that an alternate plan is presented by Region I and approved by the Board of Trustees. (7/98)

(b) Region I is guaranteed nine (9) Trustees. (6/97)

(2) Region II is guaranteed one (1) Trustee, to be selected by that region by a procedure it recommends and which is approved by the Board of Trustees. (6/97)

(3) Region III is guaranteed two (2) Trustees, to be selected by that region by a procedure it recommends and which is approved by the Board of Trustees. (6/97)

(4) Region IV is guaranteed two (2) Trustees, to be selected by that region by a procedure it recommends and which is approved by the Board of Trustees. (6/97)

(5) Region V

(a) When Region V has only one (1) district, this Trustee seat shall be filled by a nominee from Regions II, III, IV, or V. This guaranteed seat would be elected at-large at an annual International convention by all delegates and delegates-at-large. (7/98)

(b) Subject to subsection (5)(a) above, when Region V has a minimum of two (2) districts, Region V is guaranteed one (1) Trustee, to be selected by that region by a procedure it recommends and which is approved by the Board of Trustees. (6/97)

d. No district may have more than one (1) member on the Board of Trustees.

e. A district shall not have a member on the Board of Trustees for one (1) administrative year after another person from that district has completed membership on the Board of Trustees, except where necessary to fill a guaranteed seat as provided in these Bylaws.

**Section 2.** The Board of Trustees of Kiwanis International shall hold not less than three (3) meetings each year at such times and places as may be determined by action of the Board, by call of the President, or by the written request of at least seven (7) members of the Board. Notification of the time

and place of all meetings of the Board of Trustees shall be sent to each member of the Board by the Chief Executive Officer not less than thirty (30) days prior to said meeting. (7/98)

**Section 3.** With the approval of the President, the Board of Trustees, without meeting together, may transact business by mail as allowed by law, by voting upon proposed resolutions sent to them by the Chief Executive Officer by the most efficient and timely means possible as desired by the member. If within twenty (20) days thereafter, a majority of the members of the Board of Trustees shall send in writing to the Chief Executive Officer their vote in favor of any such resolution, said resolution shall be deemed carried, provided, however, that no such affirmative action shall go into effect for ten (10) days after the Chief Executive Officer shall have sent to each member of the Board of Trustees a report of the tabulated result of such vote. The vote and report shall be recorded in the minutes of the meeting. The ballots, before being destroyed, are to be produced at the following meeting of the Board of Trustees. (1/06)

**Section 4.** Ten (10) members of the Board of Trustees shall constitute a quorum for the transaction of all business, except in cases where a larger vote is required under these Bylaws. (6/97)

**Section 5.** The Board of Trustees shall define the policies and shall have full administrative authority in all matters of Kiwanis International. All policies adopted by the Board of Trustees shall be published in the official publication within one hundred and twenty (120) days following such adoption. (7/07)

**Section 6.** The interpretation of these Bylaws by the Board of Trustees shall be final and binding, unless such interpretation is changed or rescinded at a subsequent International convention. To change the interpretation, the proposer must provide the wording of the proposed change. (7/98)

**Section 7.** The Board of Trustees shall establish and implement a long range plan for Kiwanis International. The plan shall be reviewed annually and revised as necessary. (6/89)

## **ARTICLE XIV. INTERNATIONAL COUNCIL**

**Section 1.** There is hereby created the International Council, which shall meet at the request of the Board of Trustees. Additional meetings may be called by the Executive Committee of the International Board of Trustees. Written notice of the time and place of any meeting of the International Council shall be sent to each member thereof by the Chief Executive Officer not less than thirty (30) days prior to the meeting by the most efficient and timely means possible as desired by the member. (7/07)

**Section 2.** With the approval of the International Board, the International Council may, without meeting together, may transact business as allowed by law, by voting upon proposed resolutions sent to them by the Chief Executive Officer by the most efficient and timely means possible as desired by the member. If within twenty (20) days thereafter, a majority of the members of Council shall send in writing to the Chief Executive Officer their vote in favor of any such resolution, said resolution shall be deemed carried, provided, however, that no such affirmative action shall go into effect for ten (10) days after the Chief Executive Officer shall have sent to each member of Council a report of the tabulated result of such vote. The vote and report shall be recorded in the minutes of the meeting. The ballots, before being destroyed, are to be produced at the following meeting of the Board of Trustees. (7/07)

**Section 3.** The International Council shall consist of the Board of Trustees, the Past International Presidents, the Federation Presidents, the Chairman of Kiwanis Asia-Pacific, and the district governors. In case any district governor cannot be present at a meeting of said Council, the governor may, with the approval of the International Board of Trustees, appoint the district governor-elect or a lieutenant governor to attend as a replacement with like powers. (7/98)

**Section 4.** The International Council shall confer with and advise the Board of Trustees on matters relating to Kiwanis International. By a vote of two-thirds (2/3) of the entire Council at any meeting, the International Council may enact or amend any provisions of these Bylaws that require a majority vote, provided a copy of any proposed amendment is sent to each member of the Council not less than thirty (30) days prior to the meeting of the Council. Amendments to these Bylaws passed by the International Council shall remain in force, unless

rescinded at the next succeeding International convention, in accordance with these Bylaws. (7/07)

**Section 5.** The President shall preside at the meetings of the International Council. In the President's absence, the Vice-President shall preside. In the absence of the Vice-President, the Council shall elect a chairman. (7/06)

## **ARTICLE XV. INTERNATIONAL CONVENTIONS**

**Section 1.** An International convention shall be held once each administrative year at such time and place as shall be determined by the Board of Trustees in the manner provided herein, unless in any year the Board of Trustees shall determine that there exists a condition of emergency and that, because of such emergency, the holding of such convention would not be practical, in which case the Board of Trustees, by further resolution, shall have the power to establish and fix provisions and procedures for transacting, by any means deemed best by the Board of Trustees, any or all business that would normally be transacted by and at an annual International convention, except election of the officers, as provided in these Bylaws. (7/98)

**Section 2.** The annual International convention shall be held at such time during the months of May, June, or July as shall be determined by the Board of Trustees, not less than ninety (90) days prior to the date of said convention. (7/98)

**Section 3.** The selection of dates and location of the annual International convention shall be made by the Board of Trustees at least three (3) years before said convention, provided the Board of Trustees shall have the power to substitute another location and/or other dates if circumstances later make such action necessary or advisable. (1/06)

**Section 4.** Special International conventions shall be called by the President upon the request of a majority of the clubs in good standing, or upon the request of three-fourths (3/4) of the members of the Board of Trustees. (7/98)

**Section 5.** The dates and locations of special International conventions shall be determined by a majority vote of the Board of Trustees. (7/98)

**Section 6.** The Chief Executive Officer shall send to each club an official call to the annual International convention at least ninety (90) days prior to the date of the convention, and an official call for any special International convention at least thirty (30) days prior to the date of the same. (7/98)

**Section 7.** The Board of Trustees shall have full supervision and management of all International conventions and shall announce the official program and order of business of each convention. (7/98)

**Section 8.** The Board of Trustees shall establish a uniform registration fee to be paid to Kiwanis International by all persons attending any International convention. (7/98)

## **ARTICLE XVI. DELEGATES AND DELEGATES-AT-LARGE**

**Section 1.** For any International convention, each club in good standing shall be entitled to two (2) delegates and two (2) alternates, chosen by the club. (7/98)

### **Section 2.**

a. Each club's alternates shall be designated as alternate number one (1) and alternate number two (2) and shall serve in the numerical order certified for either of the two (2) delegates of the club, if either or both such delegates shall be absent from the convention. (7/98)

b. Each delegate and alternate shall be an active, privileged, or senior member in good standing of the club represented, or be a lieutenant governor, a past lieutenant governor, the district secretary, or a past district secretary. (7/98)

c. The lieutenant governor, a past lieutenant governor, or a past district secretary may each represent any club, but only in the division of which the lieutenant governor's, past lieutenant governor's, or past district secretary's present club is a member and not otherwise represented by two (2) delegates. (7/98)

d. The district secretary may represent any club in that secretary's district not otherwise represented by two (2) delegates. (7/98)

e. The lieutenant governor, past lieutenant governor, district secretary, or past district secretary shall be elected by such clubs not less than sixty (60) days prior to the date of any annual International convention, or not less than twenty (20) days prior to the date of any special International convention. Their election shall be evidenced by a certificate duly authenticated by the president and the secretary of the club. The status of persons as past lieutenant governors or past district secretaries shall be certified by the district governor or district secretary. (7/98)

f. In the event any club shall fail to certify the election of its delegates and alternates, the Committee on Credentials shall determine the seating of the delegates or alternates for such club. (6/89)

**Section 3.** Official delegates of a newly organized club shall be granted full privileges at International conventions after the charter has been approved by Kiwanis International, even if it has not been formally presented to such club.

**Section 4.** Elective International Officers as defined in Article XI, Section 1, Past International Presidents, Chairmen of current International, Standing, and Special Committees of Kiwanis International, governors-elect, district trustees, district treasurers, district secretaries, lieutenant governors, lieutenant governors-designate, and past district governors who are active, privileged, or senior members shall be delegates-at-large to all International conventions. (7/05)

**Section 5.** Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted in any International convention, except as prescribed in these Bylaws. There shall be no voting by proxy or absentee ballot. (7/98)

**Section 6.** No delegate shall be entitled to vote in a convention unless and until the delegate's registration fee has been paid. (7/98)

**Section 7.** The quorum of any International convention shall consist of not less than five hundred (500) delegates and delegates-at-large, provided that in time of emergency, three hundred (300) delegates and delegates-at-large shall constitute a quorum. (7/98)

**Section 8.** On all matters put to vote in the House of Delegates, accredited delegates and delegates-at-large may abstain from voting on any proposition. In determining the outcome of any vote, the presiding officer shall make a determination on the votes actually cast; abstentions, if any, shall be excluded from all such consideration.

## **ARTICLE XVII. CONVENTION PROCEDURE**

**Section 1.** The official program of an annual International convention shall be the order of the day for the convention. Changes in the program may be made from time to time by a majority vote of the delegates and delegates-at-large present and voting. (7/98)

**Section 2.** The officers of Kiwanis International shall be the officers of each International convention. At or prior to any convention, the President may appoint a recording secretary of the convention to assist the President and the Chief Executive Officer. (7/98)

**Section 3.** Prior to each International convention, the President shall appoint a Sergeant at Arms of the convention and such Assistant Sergeants at Arms as may be deemed necessary or advisable. (7/98)

**Section 4.** Prior to each International convention, the President shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least fifteen (15) members from clubs. In the case of the Committee on Elections, all members shall be delegates or delegates-at-large. Five (5) members of each of the foregoing committees shall constitute a quorum. (7/98)

**Section 5.** Reports of committees, communications to the International convention, resolutions, amendments, and all motions may be debated during the House of Delegates, except those "undebatable" under *Robert's Rules of Order Newly Revised*, or unless the convention, by a two-thirds (2/3) vote, dispenses with debate. No Kiwanian shall speak longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote. (4/99)

### **Section 6.**

a. Proposed resolutions may be submitted by:  
(7/98)

(1) The International Board of Trustees;  
(7/98)

(2) A district board of trustees or district house of delegates; or (7/98)

(3) A club, by a majority vote of the members. (7/98)

b. The Chief Executive Officer must receive all proposed resolutions prior to the next scheduled International convention but no later than February 15. (7/07)

c. Within sixty (60) days thereafter, the International Committee on Resolutions shall meet to consider such proposed resolutions, as well as any resolutions which may be initiated by the committee. (7/07)

d. Not later than thirty (30) days prior to the date of the International convention, the Chief Executive Officer shall send to the secretary of each club a copy of all proposed resolutions, other than memorial and appreciation resolutions. No resolutions other than those so sent to clubs shall be considered by the International convention unless recommended by a two-thirds (2/3) vote of the International Board of Trustees. (7/98)

e. Debate on any resolution shall not be in order until it has been reported out by the Resolutions Committee. At any time prior to the voting thereon by the delegate body, the Resolutions Committee shall be authorized to make editorial changes in any resolution, provided the import of the resolution is not changed thereby.

f. The members of the Committee on Resolutions shall have the privilege of the floor during the time that the resolutions are being considered by the delegate body, but no member of the Resolutions Committee shall have the right to vote on the resolutions, unless said member is an accredited delegate. (4/99)

## **ARTICLE XVIII. NOMINATION AND ELECTION OF OFFICERS**

**Section 1.** The official program of the annual International convention shall indicate the day and time of the session for the nomination and election of officers and shall be subject to change only in accordance with the rules of convention procedure. (7/98)

**Section 2.** The Committee on Elections shall have general charge of the election, including the distribution and tabulation of the ballots. (6/89)

### **Section 3.**

a. The nomination and election procedures for officers to be elected at the annual International convention shall be as follows: (7/98)

(1) The President-Elect shall be the sole candidate for the office of President. (6/95)

(2) The Vice-President shall be the sole candidate for the office of President-Elect. (7/06)

(3) All candidates for the offices of President-Elect, Vice-President, and Trustees for the announced number of terms available must submit notice of candidacy to the Chief Executive Officer no later than the close of the first business session of the annual International convention. (7/06)

(4) No person shall be considered as a candidate without the written consent of such person having been obtained. (6/95)

(5) No person shall be considered as a candidate without the prior endorsement of the candidate's district board of trustees or district house of delegates having been obtained. (6/99)

(6) Except as otherwise provided by these Bylaws, and provided that the prior endorsement of the candidate's district board of trustees or district house of delegates has been obtained, nothing contained in this Section shall be construed as limiting the right to make further nominations from the floor of the convention, provided the written consent of persons so nominated has been

obtained and presented to the Chief Executive Officer prior to the nomination. (6/99)

b. Prior to the nominations, the report of the duly qualified candidates shall be presented to the delegate body. The candidates shall be nominated and voted upon in an order determined by the International Board. (6/08)

c. The voting shall be by ballot only where there are two (2) or more candidates for the same office. Ballots shall be numbered consecutively. Only accredited delegates or delegates-at-large shall be allowed to vote. (6/97)

d. No ballot shall be counted whereon it appears that the elector has voted for a greater or lesser number of nominees for an office than there are vacancies to be filled. (6/97)

e. A majority of all valid votes cast for each position shall be necessary for the election of the President and the President-Elect. In the event that any ballot cast for President or President-Elect does not show a majority for any nominee for the foregoing offices, the President shall designate a time and a place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until some nominee shall have received a majority of all valid votes cast. (6/97)

f. A majority of all valid votes cast shall be necessary for the election of the Vice-President, and the entire house of delegates shall vote for one (1) nominee. In the event that a nominee does not receive a majority of the valid votes cast, the President shall designate a time and a place for a run-off election for such office. For the run-off election, the two (2) nominees receiving the greater number of valid votes cast shall be voted on, and the nominee then receiving a majority of the valid votes cast shall be elected. (7/06)

**Section 4.** The nominee for a guaranteed office of Trustee from one or more of Regions II, III, IV, or V shall be presented to the delegate body and declared elected to the Board of Trustees as of the ensuing October 1. (6/08)

**Section 5.** The nominees for Trustees for regular three-year terms from Region I receiving the greater number of valid votes shall be declared elected. When necessary to fulfill the requirements of guaranteed representation for the at-large position of Trustee from Regions II, III, IV, or V, as provided herein, the nominee from Region II, III, IV, or V receiving the greater number of valid votes shall be declared elected. (6/97)

**Section 6.** Cumulative voting shall not be permitted. (6/97)

**Section 7.** The Committee on Elections shall report promptly to the annual International convention the results of the balloting and the report shall be signed by a majority of the committee. After the committee has so reported, the chairman shall deliver all ballots to the Chief Executive Officer to be kept for a period of ninety (90) days after the close of the convention when the ballots shall be destroyed. (7/98)

**Section 8.** After their election and before their assumption of office, all officers of Kiwanis International and of the districts thereof shall be known and designated by the titles of the offices to which they have respectively been elected, followed by the term "designate."

## **ARTICLE XIX. VACANCIES IN OFFICE**

**Section 1.** In the event of a vacancy in the office of President during the administrative year, the Board of Trustees shall elect from among its own number a President for the unexpired term.

**Section 2.** In the event of a vacancy in the office of President-Elect during the administrative year, the Board of Trustees shall elect from among its own number a President-Elect for the unexpired term.

**Section 3.** In the event of a vacancy in the office of Immediate Past President during the administrative year, the active or senior member who served as President most recently prior to the Immediate Past President who is willing to assume the office shall automatically become the Immediate Past President. (7/98)

**Section 4.** In the event of a vacancy in the office of Vice-President during the administrative year, the Board of Trustees shall elect a qualified member of a club to fill the office for the unexpired term. (7/06)

**Section 5.** In the event of a vacancy in the office of Trustee during the administrative year, subject to the provisions for guaranteed representation, to fill such office, the Board of Trustees shall elect a qualified member of a club who shall serve only until the end of the administrative year. (6/89)

**Section 6.** In case of any vacancy or vacancies, regardless of reason, occurring in the office of Trustee for one (1) year or more, thus necessitating the election of a Trustee for a term of one (1), two (2), or three (3) years, the vacancy or vacancies shall be filled in accordance with the following procedures: (6/97)

a. The Chief Executive Officer shall inform the district governors within the appropriate region, as well as the President of the European Federation and the Chairman of Kiwanis Asia-Pacific when appropriate, of the said one-, two-, or three-year term. The person shall be selected to fill such vacancy pursuant to the provisions for selecting a guaranteed Trustee. (7/98)

b. The presiding officer shall announce the total number and the term or terms of Trustees to be elected. The presiding officer shall also announce any vacancy or vacancies to be filled.

c. If there is only the same number of Trustee candidates as the total number to be elected and the Trustees are to be elected for different terms, the delegates shall vote for one (1) less than the total number of Trustees to be elected, no more or no less. (6/97)

d. Trustees shall be elected by the vote of the delegates present and voting and the nominees receiving the greater number of votes so cast shall be declared elected Trustees for the announced number of three-year terms; and those nominees receiving the next greater number of votes shall be declared elected Trustee(s) to fill the two-year term or terms; and the nominees receiving the next greater number of votes shall be declared elected Trustee(s) to fill the one-year term or terms, if any. (6/97)

**Section 7.** In the event the President is temporarily incapacitated and unable to discharge the duties of the office, as determined by a two-thirds (2/3) vote of the entire Board of Trustees, the Immediate Past President shall become Acting President until the President is able to resume those duties. While the

President is incapacitated, the Acting President shall be the executive officer of Kiwanis International and shall have all the duties, responsibilities, and authority given to the President by these Bylaws. If, after a period of sixty (60) days, it shall appear to the Board of Trustees that the President continues to be incapacitated and is not able to resume the duties and responsibilities of the office, the Board of Trustees may declare the office of President vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in office as prescribed herein. (7/98)

#### **Section 8.**

a. Whenever it shall appear to the President or two-thirds (2/3) of the Board of Trustees that a member of the Board may be failing to perform the duties of that office or is engaging in conduct unbecoming a member of the Board, written notice of the alleged facts shall be given to that member within thirty (30) days. (6/99)

b. A special meeting of the Board to consider the alleged facts shall be held within thirty-five (35) days thereafter, unless a regularly scheduled meeting shall take place within such thirty-five (35) day period, with at least twenty-one (21) days written notice being given to all members of the Board of such facts and meeting. Delivery of such notice shall be deemed effective five (5) days after such notice is mailed. The Board member so accused shall have the right to attend such meeting, be presented with the alleged facts, and be given the opportunity to provide a defense to such charges as provided in Kiwanis procedure. (6/99)

c. In the event that the Board, by a two-thirds (2/3) vote of the entire Board, finds such member is not performing the duties of such office or has engaged in conduct unbecoming a member of the Board and takes action as provided in Kiwanis procedure or declares such office vacant, such vacancy shall be filled as provided herein. (6/99)

d. "Conduct unbecoming an International Officer" is defined as any conduct that:

(1) is incompatible with the best interests of the public or of members of Kiwanis, and/or

(2) tends to harm the standing of Kiwanis in the local or global community, as further

defined in the Kiwanis International Board Policy on "Conduct Unbecoming an International Officer." (7/06)

**Section 9.** In the event of disability or inability of any member-designate of the Board of Trustees to serve for the year for which elected, as certified by the President-designate and affirmed by a two-thirds (2/3) vote of the entire Board of Trustees-designate, the Board of Trustees-designate shall proceed to elect a successor for the administrative year in accordance with the provisions for filling vacancies in office as prescribed herein. (6/89)

**Section 10.** In any year in which no annual International convention is held, the International Council in such year shall elect a qualified member of a club for the succeeding administrative year for each of the following offices: President, President-Elect, Vice-President, and Trustee for the normal term of said office, subject to the provisions for guaranteed Trustees. (7/06)

**Section 11.** In the event of a vacancy in the office of district governor for any district during the administrative year, by a two-thirds (2/3) vote of the entire district board of trustees, the vacancy shall be filled by a past governor, lieutenant governor, or a past lieutenant governor of that district who is an active, privileged, or senior member of a club in the district. However, in any year in which a condition of emergency compels the cancellation of the annual district convention, the district officers to be elected under the district bylaws at the annual convention shall be elected for the following year by a district council meeting held during the period provided for district conventions, such council to be comprised of the district board of trustees and other persons who would have had the status of delegates-at-large at the canceled convention. (10/90)

**Section 12.** In the event of disability or inability of a governor-designate to serve for the year for which elected, as certified by the district governor and affirmed by a two-thirds (2/3) vote of the entire district board of trustees-designate, the district board of trustees-designate for said year shall proceed to elect a successor as prescribed in the district bylaws for filling vacancies in office during the administrative year. (6/89)

**Section 13.** In the event that a district governor is temporarily incapacitated and unable to discharge the duties of the office, the district board of trustees shall

elect by a two-thirds (2/3) vote of the entire district board of trustees a past governor, lieutenant governor, or a past lieutenant governor of that district who is an active, privileged, or senior member of a club in the district to become acting governor of the district until the district governor is able to reassume said duties. While the district governor is so incapacitated, the acting governor shall be the executive officer of the district and shall have all the duties, responsibilities, and authority given to the district governor by the bylaws of the district and the Bylaws of Kiwanis International. If, after a period of sixty (60) days, it shall appear to the district board of trustees that the district governor continues to be incapacitated and is not able to reassume the duties and responsibilities of the office, the district board of trustees may declare the office of district governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in office as prescribed in the district bylaws. (6/89)

## ARTICLE XX. COMMITTEES

**Section 1.** The President, by and with the consent of the Board of Trustees, shall appoint an Executive Committee consisting of seven (7) members from the Board of Trustees, of whom three (3) shall be the President, President-Elect, and Immediate Past President. The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to said committee by the Board of Trustees. The President shall preside at all meetings of the Executive Committee. In the President's absence, the committee shall elect a chairman.

**Section 2.** The Executive Committee shall meet at the call of the President or upon the written request of at least three (3) members of the committee. Notice of such meetings shall be sent by the Chief Executive Officer to all members of the International Board, to be received not later than three (3) days prior to the date of the meeting. Four (4) members of the Executive Committee shall constitute a quorum. (7/98)

**Section 3.** The President, by and with the consent of the Board of Trustees, shall appoint a Committee on Finance which shall include the Vice-President and not fewer than two (2) members from the Executive Committee, one (1) of whom shall be designated as chairman. The Committee on Finance shall perform such administrative duties as may be defined by the

Board of Trustees. (7/06)

**Section 4.** There shall be a Standing Committee of Past International Presidents, which shall be composed of all the Past International Presidents, and there shall be added thereto each year the retiring Immediate Past International President. (6/89)

a. The quorum of the Committee of Past International Presidents shall be five (5). (6/89)

b. The Committee of Past International Presidents shall consider and report to the International Board of Trustees its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board. A summary of the Committee's proceedings shall be provided to each member of the Committee, the International President, and the Chief Executive Officer. (7/98)

c. The Committee shall meet at the annual International convention, and may hold such other meetings as provided herein, provided that such other meetings shall not be held less than thirty (30) days prior to the convention. (7/07)

**Section 5.** There shall be a Standing Committee on Resolutions, which shall consist of seven (7) members from clubs, at least one (1) of whom shall be a Past International President. (6/89)

a. The quorum of the Committee on Resolutions shall be four (4). (6/89)

b. The Committee on Resolutions shall consider and make recommendations of resolutions properly submitted as provided in these Bylaws for action at annual International conventions. The Committee shall also have the authority to originate resolutions and to modify, combine, edit, or not accept any resolution submitted to it. When the Board of Trustees of Kiwanis International proposes to the Resolutions Committee programs for the ensuing administrative year, the Committee on Resolutions shall embody such program or programs in an appropriate resolution or resolutions. (7/98)

**Section 6.** The President-Elect of Kiwanis International, with the consent of the Board of Trustees, shall appoint during the term of office as

President-Elect such International Committees as will make it possible to give direct and effective leadership. (6/83)

a. International Committees shall serve for the administrative year for which they are appointed. (6/82)

b. The duties of the International Committees shall be as defined by the President-Elect with the consent of the Board of Trustees. (6/82)

c. International Committees shall consist of not less than three (3) members, except as otherwise noted herein, with one (1) member of each committee being named as chairman by the President, or by the President-Elect for those committees appointed by the President-Elect. (1/06)

d. If an International Committee is subdivided geographically, each subdivision shall have no more than four (4) members. (10/90)

**Section 7.** Any Committee shall meet at the call of its chairman upon the approval of the International President. Written notice of such meetings shall be received by the Chief Executive Officer at least thirty (30) days in advance of the date of the meeting. All Committees shall report to the President or the Board of Trustees upon request. (7/98)

**Section 8.** Special Committees shall be appointed by the President whenever it may be deemed necessary or advisable by a majority of the Board of Trustees, and they shall perform such duties as may be authorized by the Board of Trustees in their creation.

**Section 9.** Special committees may consist of only one (1) member. (1/06)

**Section 10.** Notices of Special Committee meetings shall be received by the Chief Executive Officer at least ten (10) days in advance of the date of the meeting. (7/98)

## **ARTICLE XXI. OFFICIAL PUBLICATION**

**Section 1.** The Board of Trustees shall publish, or cause to be published, under its supervision and control, a periodical, which shall be the official publication of Kiwanis International.

**Section 2.** The Board of Trustees shall determine the editorial and publication policies of the official publication. (6/89)

**Section 3.** The Chief Executive Officer, as Editor, shall be responsible for the issuance of the official publication, subject to the direction and control of the Board of Trustees. The Chief Executive Officer may select, as determined by the Board of Trustees, such additional staff as may from time to time be deemed necessary to assist in the production of the official publication. The Chief Executive Officer shall receive no additional compensation for performing the duties of Editor. (7/98)

**Section 4.** Each club in the United States and Canada, excluding the French-speaking clubs in Canada, shall make it a condition of membership that each of its active, honorary, privileged, and senior members shall be a subscriber to said official publication and shall continue as such while a member. If spouses are both members of a club, one spouse may choose not to subscribe to the official publication. (7/07)

**Section 5.** The subscription price of the official publication of Kiwanis International shall be eight dollars (US\$8.00) per annum. All subscription funds shall be earmarked for the official publication of Kiwanis International and shall not revert to the Kiwanis general fund. Billing shall be based upon the membership of the respective clubs as shown in their membership report to Kiwanis International. The official publication of Kiwanis International may be made available to clubs in bulk orders of ten (10) or more copies at a cost to be determined by the Board of Trustees. (7/07)

**Section 6.** Each club in the United States and Canada, excluding the French-speaking clubs in Canada, shall collect from each of its members the subscription price of the official publication together with the regular club membership dues. Such subscription shall be duly entered upon the books of the club in a special subscription account, and the subscriptions for the official publication shall be forwarded to the Chief Executive Officer of Kiwanis International. However, clubs shall not collect the subscription price from both spouses who are members of a club if one spouse has chosen not to subscribe to the official publication. (7/07)

## ARTICLE XXII. REVENUE

**Section 1.** Subject to Sections 2, 3, and 4 of this Article, each member club shall pay to Kiwanis International for each member, based upon the annual membership report, with the exception of those holding life member status and honorary members, the sum of forty-two dollars (US \$42.00) per annum. Such sum shall be due and payable according to the club's organization date as specified in Article VI of these Bylaws. (7/06)

**PROVISO: Effective October 1, 2010, Section 1 of this Article shall read as follows:**

Subject to Sections 2, 3, and 4 of this Article, each club shall pay to Kiwanis International for each member, with the exception of those holding life member status and honorary members, the sum of forty-two dollars (US \$42.00) per annum. Such sum shall be based on each club's annual membership report as of September 30 of each year and shall be due annually on October 1 and payable by November 30. (6/09)

**PROVISO: Between October 1, 2010, and October 1, 2012:**

- For clubs organized between September 1 and December 31:
  - For the year 2010-11, payment shall be based on the club roster as of September 30, 2010, and shall be due October 1, 2010, and payable no later than November 30, 2010.
- For clubs organized between January 1 and April 30:
  - For the year 2010-11, payment shall be based on the club roster as of Sept. 30, 2010, and shall be due December 1, 2010, and payable no later than January 31, 2011;
  - For the year 2011-12, payment shall be based on the club roster as of September 30, 2011, and shall be due October 1, 2011, and payable no later than November 30, 2011.
- For clubs organized between May 1 and August 31:
  - For the year 2010-11, payment shall be based on the club roster as of Sept. 30, 2010, and shall be due February 1, 2011, and payable no later than March 31, 2011;
  - For the year 2011-12, payment shall be based on the club roster as of Sept. 30, 2011, and shall be due December 1, 2011, and payable no

later than January 31, 2012;

- For the year 2012-13, payment shall be based on the club roster as of September 30, 2012, and shall be due October 1, 2012, and payable no later than November 30, 2012.

**Section 2.** The Board of Trustees shall adjust the dues from the clubs in any country where the Gross National Income per capita is less than ten thousand dollars (US \$10,000) as reported by the World Bank.

The schedule for payment shall be as follows: (6/03)

- Countries with per capita income US \$10,000 or more pay US \$42.00. (6/03)
- Countries with per capita income US \$5,000 to US \$9,999 pay US \$27.00. (6/03)
- Countries with per capita income US \$4,999 or less shall pay US \$18.00. (6/03)

**PROVISO: Beginning June 27, 2009, and extending through September 30, 2012,** clubs shall be assessed for dues at the same tier as they were assessed during the 2008-09 administrative year. (6/09)

**Section 3.** A club shall be relieved of any obligation to pay International dues for any club member for a period of two (2) years from the date of joining that club, provided such member was a former member of a Kiwanis International sponsored program. The financial obligations to said member's local club and district, the subscription to the official publication, and the premium payable to defray the cost of insurance prescribed in these bylaws shall remain payable. (7/07)

**Section 4.** If a club achieves a net growth greater than or equal to 25 percent at the end of a given Kiwanis year, the club shall be relieved of any obligation to pay International dues for any club member over and above the club membership of the previous Kiwanis year. The financial obligations to said member's local club and district, the subscription to the official publication, and the premium payable to defray the cost of insurance prescribed in these bylaws shall remain payable. (7/07)

**Section 5.** Each member club may be assessed by the district with which it is affiliated, for each member, with the exception of honorary members, a sum established by the district. These dues shall be

based upon each club's annual membership report.  
(6/04)

**Section 6.** Each member of a club, with the exception of honorary members, shall pay to that club such membership induction fee and annual membership dues as are fixed by the bylaws of said club. (7/05)

**Section 7.** Each member club shall pay dues and/or other costs as set forth in the federation bylaws to the federation with which it is affiliated for each member, except honorary members. (7/88)

**Section 8.** The word "dollar(s)" shall mean "United States dollar(s) or the equivalent thereof." (7/88)

**Section 9.** Revenue from sources other than those defined in this Article may be raised as provided in these Bylaws. (7/88)

**Section 10.**

a. The Board of Trustees may raise revenue from sources in addition to those specifically authorized in these Bylaws; however, the Board may not levy assessments upon clubs or club members, or commit Kiwanis assets for business purposes, except as provided herein. (6/92)

b. Any revenue-raising activity is expressly prohibited which does not conform to ethical and sound business practices; is inconsistent with the Objects, Policies, or Procedures of Kiwanis; or impugns the good name of Kiwanis. (6/92)

c. Any activity authorized by this section shall not involve the release or use of the Kiwanis International Directory or mailing list, including names, addresses, or telephone numbers of the members of clubs, for entering into third party agreements unless such release or use is expressly authorized by the prior consent of a majority of the delegates at an annual International convention. (7/98)

d. Any member belonging to a club of Kiwanis International may request their name, address, fax number, and telephone number be withheld from any list to be given or sold to any third party. (7/98)

**ARTICLE XXIII. FINANCE AND ACCOUNTING**

**Section 1.** The fiscal year of Kiwanis International shall commence October 1 and terminate the following September 30. (6/89)

**Section 2.** The Board of Trustees shall install and maintain an efficient accounting system for Kiwanis International. (6/89)

**Section 3.** Not later than October 1 of each fiscal year, the Board of Trustees shall adopt a budget for the fiscal year. The budget shall specify the estimated revenues and sources thereof, and the purpose and amount of expenses or appropriations.

**Section 4.** All disbursements shall be made by voucher checks, which shall show the date, payee, type of service rendered or goods or property purchased, and the amount of payment. (6/89)

**Section 5.** Disbursements in any year shall not exceed the gross amount of the annual budget.

**Section 6.** The Board of Trustees shall designate the depositories of all funds of Kiwanis International. (10/85)

**Section 7.** The Board of Trustees shall have power to authorize officers and employees to execute and countersign vouchers and checks and to perform such other acts to carry out the purposes and objects of this Article. (6/89)

**Section 8.** The Board of Trustees shall provide for the annual audit of the books of accounts of Kiwanis International by certified public accountants, or in its discretion, an audit at more frequent periods. For audit purposes, the Chief Executive Officer and Vice-President shall submit all books, records, and vouchers. (7/06)

**Section 9.** In the official publication of Kiwanis International, annually, within six (6) months after the close of the Kiwanis fiscal year, the Board of Trustees shall publish the balance sheet and the statement of the receipts and expenditures of Kiwanis International for the previous fiscal year, together with the auditor's certification, and the financial statements for Key Club International and Circle K International. A glossary with detailed information regarding expenditures is to be published therewith. (6/04)

## **ARTICLE XXIV. INSURANCE AND INDEMNIFICATION**

**Section 1.** The Board of Trustees, at its discretion, may purchase a comprehensive or limited general liability insurance program and/or limited blanket accident medical insurance program for the protection of all clubs and Kiwanis-sponsored organizations in the United States and Canada and the members, volunteers, and employees of such clubs and Kiwanis-sponsored organizations. The Board of Trustees, at its discretion, may provide such insurance programs to other parts of the Kiwanis world. (4/99)

**Section 2.** Clubs covered by such insurance shall be billed for premiums by Kiwanis International, prorata, based on membership, for the cost of such insurance and administrative costs. Clubs are hereby expressly authorized to allocate from revenue of fund-raising projects all premium charges over and above the sum of twenty-five cents (US \$0.25) per member per annum, which twenty-five cents (US \$0.25) per member per annum must be paid from club administrative funds. (4/99)

### **PROVISO: Effective October 1, 2009, Section 2 of this Article shall be revised as follows:**

Clubs covered by such insurance shall be billed for premiums by Kiwanis International, prorata, based on membership, for the cost of such insurance and administrative costs. Clubs may pay insurance premiums from either administrative or service funds. (6/09)

**Section 3.** The Board of Trustees may provide, through insurance or otherwise, indemnification to the past and present Trustees, Officers, employees, or agents of Kiwanis International to the extent permitted by the laws of the State of Indiana applicable to not-for-profit corporations. (10/98)

## **ARTICLE XXV. MOTTO**

**Section 1.** The motto of Kiwanis International shall be "Serving the Children of the World." (7/05)

## **ARTICLE XXVI. AUXILIARY BODIES**

**Section 1.** There shall be no auxiliary bodies created or organized within this organization.

## **ARTICLE XXVII. PARLIAMENTARY AUTHORITY**

**Section 1.** *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws. (6/89)

## **ARTICLE XXVIII. NOT-FOR-PROFIT ORGANIZATION**

**Section 1.** Kiwanis International shall operate as a not-for-profit organization incorporated within the laws of the State of Indiana. (7/05)

**Section 2.** Kiwanis International is organized and operated exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Objects, as stated in Article II of these Bylaws, shall be accomplished exclusively through charitable and educational activities as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. (7/05)

## **ARTICLE XXIX. AMENDMENTS TO BYLAWS AND REVISION OF INTERPRETATIONS**

**Section 1.** The Bylaws of Kiwanis International may be enacted and amended at an International convention by two-thirds (2/3) of the valid votes cast. The articles and sections specified in Section 7 of this Article may be enacted or amended by a majority of the valid votes cast, provided that the amendment does not alter, change, modify, or revise any article or section other than those specified in Section 7. (7/07)

The Bylaws of Kiwanis International also may be enacted and amended by the International Council as provided in Article XIV, Section 4. (7/07)

**Section 2.** Prior to the next scheduled International convention but no later than February 15, the Chief Executive Officer must receive: (7/07)

- a. Proposed amendments to the Bylaws to be voted on at an International convention (except

those passed by the International Council and those initiated by the Board of Trustees); (6/91)

b. Proposals to rescind the Bylaws adopted by the International Council; or (6/91)

c. Proposals to change or rescind an interpretation of the Bylaws by the Board of Trustees. (6/91)

**Section 3.** Proposed amendments to the Bylaws, proposals to rescind the Bylaws adopted by the International Council, or proposals to change or rescind an interpretation of the Bylaws by the Board of Trustees must be submitted by: (6/91)

a. The International Board of Trustees; (7/88)

b. A district board of trustees or district house of delegates; or (6/91)

c. A club, by a majority vote of the members. (7/88)

**Section 4.** Not later than thirty (30) days prior to the date of the International convention, the Chief Executive Officer shall send to the secretary of each club a copy of all proposed amendments, including those amendments passed by the International Council, and all proposals to rescind the Bylaws adopted by the International Council or to change or rescind an interpretation of the Bylaws by the Board of Trustees. (7/98)

**Section 5.** Changes to or rescission of interpretations of the Bylaws shall be made at an International convention of Kiwanis International by a majority of the valid votes cast. (7/98)

**Section 6.** Two-thirds (2/3) of the valid votes cast by written or electronic ballot by the House of Delegates shall be required to amend the following provisions of these Bylaws: (7/07)

Article I: All Sections

Article II: Section 1

Article III: Section 1

Article IV: Sections 1, 3

Article V: Sections 1, 3, 7, 9

Article VII: Section 1

Article VIII: Sections 2, 3a, 3b, 7, 8a

Article IX: Sections 1, 8, 11, 15, 16

Article X: Sections 1, 8, 11, 14, 15

Article XI: All Sections

Article XIII: Sections 1, 5, 6

Article XIV: All Sections

Article XV: Sections 1, 4

Article XVI: Sections 1, 4, 5-8

Article XX: Sections 1, 3,

Article XXI: Sections 1, 4

Article XXII: Sections 1-8

Article XXVI: Section 1

Article XXIX: All Sections

**Section 7.** A majority of the valid votes cast by the House of Delegates shall be required to amend the following provisions of these Bylaws: (7/06)

Article IV: Section 2

Article V: Sections 2, 4-6, 8, 9

Article VI: All Sections

Article VII: Sections 2-6

Article VIII: Sections 1, 3c, 4-6, 8b, 9-12

Article IX: Sections 2-7, 9, 10, 12-14, 17

Article X: Sections 2-7, 9, 10, 12, 13, 16, 17

Article XII: All Sections

Article XIII: Sections 2-4, 7

Article XV: Sections 2, 3, 5-8

Article XVI: Sections 2, 3, 6, 7

Article XVII: All Sections

Article XVIII: All Sections

Article XIX: All Sections

Article XX: Sections 2, 4-7, 9, 10

Article XXI: Sections 2, 3, 5, 6

Article XXII: Section 9

Article XXIII: All Sections

Article XXIV: All Sections

Article XXV: Section 1

Article XXVII: Section 1

Article XXVIII: Sections 1 & 2

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# INTERPRETATIONS OF THE INTERNATIONAL BYLAWS

## **PUBLICATION OF INTERPRETATIONS**

**Article XIII, Section 6** - states in part, "The interpretation of these Bylaws by the Board of Trustees shall be final and binding, unless such interpretation by the Board of Trustees is changed or rescinded at a subsequent Convention of Kiwanis International..."

**Interpretation** - To provide proper notice to our members, all interpretations of the Bylaws shall, in substance, be published in the KIWANIS magazine. (5/83)

## **GOOD CHARACTER**

**Article VIII, Section 3a** - states, "An active member must be a person of good character and community standing who resides or has other community interests within the area of the chartered club."

**Interpretation** - "Good character" shall be interpreted not to include a person who is currently incarcerated for the conviction of a crime. (1/91)

## **DISTRICT "DARK YEAR" ON THE INTERNATIONAL BOARD**

**Article XIII, Section 1e** – states, "A district shall not have a member on the Board of Trustees for one (1) administrative year after another person from that district has completed membership on the Board of Trustees, except where necessary to fill a guaranteed seat as provided in these Bylaws."

**Interpretation** - This provision does not preclude an Officer from running for a consecutive term on the International Board as long as all other criteria and qualifications as set forth in the International Bylaws are met. (10/01)

## **FIRST BUSINESS SESSION OF THE ANNUAL CONVENTION**

**Article XVIII, Section 3a(3)** - states "All candidates for the offices of President-Elect, Vice-President, and Trustees for the announced number of terms available must submit notice of candidacy to the Chief Executive Officer no later than the close of the first business session of the Annual Convention."

**Interpretation** - The first business session shall be identified as such in the printed Convention program and shall be announced as such at the Opening Session as identified in the convention program. (2/05)

## **RAFFLES AND DRAWINGS**

**Article VII, Section 4** - states in part, "Chartered clubs may participate in lotteries, raffles, drawings, or other games of chance, provided that they are not in contravention of the laws, mores, customs, and traditions of the country, state, or province in which the clubs exist..."

**Interpretation** - This provision is intended to cover all such activities wherein funds are sought to be procured or raised from the public and is not intended to cover drawings held at a meeting of a Kiwanis club and confined primarily to the membership, the principal purpose of which is to encourage attendance and/or fellowship. (5/83)

## CONFERENCE CALLS

**Article XIII, Sections 2 & 3** – Section 2 states in part, “The Board of Trustees of Kiwanis International shall hold not less than three (3) meetings each year at such times and places as may be determined...” Section 3 states in part, “...the Board of Trustees, without meeting together, may transact business by mail as allowed by law...”

**Interpretation:** Upon proper call and notice as provided in the Bylaws, official meetings of the Kiwanis International Board may be conducted by conference call or any method whereby all parties involved can be simultaneously heard, as allowed by law in the state of incorporation (Indiana). (4/02)