

## **Standard form for club bylaws Frequently asked questions (FAQ)**

(Updated May 2020)

The latest edition of the Standard Form for Club Bylaws provides fewer restrictions and greater flexibility to clubs than previous versions, along with simplified language and greater global applicability, making it more relevant to both traditional and nontraditional clubs. Most of the changes simply broaden a club's options, so it is in the club's best interests to adopt the latest version.

**Question**            Why should my club adopt the latest Standard Form for Club Bylaws?

**Answer**             The Kiwanis International Bylaws (Art. VII, Sec. 2a) state that all clubs must continue to conform to the accepted standards for clubs. Those standards are captured in the Standard Form for Club Bylaws, as revised from time to time by the Kiwanis International Board. All clubs are expected to comply with the provisions of the *current* Standard Form at any given time.

**Question**            What is the process for adopting the club bylaws?

**Answer**             Clubs submit their bylaws via a simple and user-friendly online process.

1. The club president or secretary may access their club bylaws by logging into the Kiwanis Connect reporting site at [kiwanis.org/login](https://kiwanis.org/login) and selecting the Club Bylaws tab. (Clubs may also give one other member *bylaws assist* permission — contact Kiwanis International for details.)
2. The club board initially determines the policy information to recommend to the club membership. This is done by entering that information in the online form. All editing must be done online.
3. The board provides at least 14 days advance notice to club members that the new bylaws will be considered for adoption at a particular club meeting. At least a quorum (one-third) of the club members must be present at that meeting.
4. The board presents its recommended bylaws and policies package to the members. A two-thirds (2/3) vote is required for adoption.
5. The club then returns to the pending online version, makes adjustments if appropriate per wording that the club approved, and submits its final version.
6. Your club will be notified within six weeks whether its new bylaws have been approved, or if Kiwanis International has any questions.
7. Afterward, the club's bylaws and policies can be accessed online anytime and may be amended later via the same process.

- Question** Have any club operations changed since the previous club bylaws?
- Answer** Most changes simply broaden a club’s options, providing greater flexibility. Specific differences are listed below.
- Members may be admitted, suspended and removed by a majority vote of the board members present and voting. (This was a reduced, not increased, requirement.)
  - Clubs may use the previous admission process for new members or establish their own.
  - Positions like administrative secretary or assistant treasurer are no longer considered club officers because the secretary or treasurer represents those functions on the club board.
  - If the club secretary is appointed, the club president recommends the appointment. Board approval is required.
  - Annual examination of the club’s financial records must be conducted by either (a) a qualified accounting firm not affiliated with any club member; or b) a standing financial review committee, as provided in club policy.
  - Only board members may charge an officer or director with nonperformance of duties.
  - The process related to “conduct unbecoming a member of the Kiwanis family” has changed.

- Question** We used to be allowed to choose certain options in the club bylaws. I don’t see those anymore. Why is that?
- Answer** The selection of certain options and alternates, as well as all fill-in-the-blank information, now appear in the club *policies* section. Read on for more information about club policies.

- Question** What are club policies? How are they different from the club bylaws?
- Answer**
- *Bylaws* are each club’s agreement with Kiwanis International on basic standards for belonging to the organization. By adhering to these standards, clubs are allowed to use the Kiwanis names and marks.
  - *Policies* capture specific aspects of club operations that may be customized by each club.

Bylaws and policies complement each other, working together as a whole.

**Question** Why do we have club policies? We've never had them before.

**Answer** Kiwanis International has been advising individual clubs for years to put policies in place that would address their particular needs, such as having certain standing committees, requiring specific duties for some officers, stating the amount of club dues in writing, etc. The current bylaws and policies help clubs clearly capture key individual operations.

**Question** Why are some club policies mandatory while others are optional?

**Answer** *Mandatory* policies carry out basic provisions of the club bylaws:

- Club dues and fees amounts.
- Criteria for members to be in good standing.
- How often the club meets, and when.
- Certain information related to officers and directors.
- Details of the club election process.
- Annual financial review.

*Optional* policies cover things clubs should consider but are not required to adopt:

- Standing committees
- Non-officer club positions
- Higher votes for certain items of business
- Special membership types
- Additional duties for officers and directors
- Other matters

**Question** Does my club have to adopt all the policies in the current document?

**Answer** A club *must adopt* the *mandatory* policies and submit them along with their bylaws. Clubs should also *consider* the topics covered by the *optional* policies, but those are truly optional.

**Question** Can my club adopt other policies?

**Answer** A club may adopt policies on various matters, *provided they do not conflict with applicable local laws, the Standard Form for Club Bylaws, the Kiwanis International bylaws, district bylaws or federation bylaws (if any)*. Policies are meant to provide clear rules or guidelines on how the club handles certain matters. They should not be adopted in reaction to exceptional matters or one-time concerns. Any club policies not included in the Standard Form must have the approval of a majority of the club board. If a club has questions about the appropriateness or validity of a proposed policy, contact Kiwanis International for assistance.

- Question** How many directors is a club required to have?
- Answer** The required number of club directors is currently three. (However, remember that each club must have all the required officers as well.)
- Question** What is the minimum age for members?
- Answer** Members must be the legal age of majority (that is: considered to be an adult, in legal terms) in the country, state or province where the club is located.
- Question** What is the current definition of “member in good standing”?
- Answer** The term “member in good standing” has never been formally defined in Kiwanis. It has been informally interpreted that a member is in good standing if they pay their club dues within two months. However, clubs have varying payment deadlines. Also, some clubs have strict attendance requirements, while others have virtually no attendance rules. Under the most recent bylaws, each club is allowed to set its own standards for members in good standing. (Note: Kiwanis International has no attendance rules for club members. It is up to each club whether it wishes to set attendance rules.)
- Question** Why does Kiwanis International only recognize active members, when we traditionally had senior, privileged and honorary members in the past?
- Answer** It is a longstanding misconception that Kiwanis International recognizes anything other than active members. Kiwanis International historically has counted only dues-paying members as club members, without dividing the count between “active,” and “senior.” Honorary members, because they do not pay dues, have not been counted as members by Kiwanis International; they are essentially just magazine subscriptions. Only the club itself recognizes or bestows benefits for any type of membership other than active. Clubs may still have the classes of senior or honorary or may establish others. But Kiwanis International will count only dues-paying members, and they will be counted as active members.
- Question** We have several senior or honorary members. Are they required to become active members?
- Answer** Individual clubs may retain the senior and honorary membership designations if they wish, but clubs are no longer limited to those two

types. Clubs may define and use other membership types as well, as best suits their individual needs.

**Question** Must senior and honorary members pay dues?

**Answer** Clubs have always been required to pay dues to Kiwanis International and the district for *senior* members. It has been up to the club whether they charge senior members for club dues or meals charges, etc. For *honorary* members, clubs have never had to pay regular dues, but only the cost of a magazine subscription.

**Question** Can my club establish a membership type that does not pay dues to Kiwanis International or the district?

**Answer** Technically, yes. But remember: Clubs must pay dues to Kiwanis International and its district *for each active member*, and all members are considered by Kiwanis International to be active members. Your club may choose to not charge a member for Kiwanis International or district dues; however, your club still will be responsible for paying those costs.

**Question** Has Kiwanis International eliminated life members?

**Answer** No. The life member designation remains the same as it has been for many years. Technically, life member is a *dues status designation*, not a membership class. Club members still may become a life member of Kiwanis International by paying 15 times the amount of Kiwanis International dues in effect at any given time. (Some districts also have separate life membership programs.)

**Question** Must Kiwanis approve our club dues, club fees or our club meeting information?

**Answer** No, Kiwanis leaves the determination of what amount your club charges for its dues or other fees to the discretion of the club. And if your club is meeting at least once per month, Kiwanis does not require you to seek approval for how often or when your club is meeting. The current bylaws version simply provides a place to capture that information for easy reference by the club and its members. (See Policies A and G.)

**Question** I tried to submit the new bylaws, but Kiwanis International denied them due to the amount my club entered for the new member enrollment fee. Why is that?

**Answer** Both Kiwanis International and most districts charge a fee for each new club member. The combined total varies. Many clubs may not be aware of the proper amount for their district; this is often the challenge. When completing Mandatory Policy A3, if the club states an amount that is less than the combined total, the club must provide some brief explanation such as “The club covers the difference.” If the club charges nothing, then state “The club covers this cost for the member.” This confirms the club realizes it must pay a fee for new members and provides transparency on the amount.

(Consult Kiwanis International or your district office for the proper new member fee amount for your district.)

**Question** I’m still not sure I understand how the various types of club memberships work. How can I learn more?

**Answer** Please contact Kiwanis International for more clarification. See the contact information at the end of this document.

**Question** We feel our club needs a vice president. Can we have one?

**Answer** Yes, clubs may have one or more vice presidents. It is no longer a requirement, but still an option.

**Question** Can we combine the offices of president-elect and vice president? If not, why not?

**Answer** Since a vice president is not required, a club would only have a vice president if it has a specific role for that officer, separate from the role of president-elect. If the two officers do have distinct roles, the two offices should not be combined. If they do not have distinct roles, there is no need to have both — so the option to combine them is not relevant.

**Question** Are the club secretary and treasurer required to give bond? If we want our secretary or treasurer to give bond, how do we do that?

**Answer** A bond is a way to provide assurance that a person responsible for club funds, property or records will take proper care of them. It has never been a requirement for the club secretary or treasurer to give bond; it has always been an option — and it still is. If a club would like the secretary or treasurer (or any other officers) to give bond, it should be stated in the policy about additional duties of officers. However, Kiwanis International strongly recommends that clubs instead secure crime insurance, which covers a number of officers and circumstances for the same or lesser cost.

- Question** Why don't the bylaws provide for the term of each officer? How do we know what their terms are?
- Answer** Clubs may set officers' terms at either one year or two years. Because this is something each club determines for itself — customized to its own operations — it is stated under club polices.
- Question** Where is the process for club elections?
- Answer** Each club must adopt a written process for nomination and election of club officers and directors. The basic requirements are stated in the policy about club elections. The club may add requirements at its discretion (deadlines, special forms, nominating committee, etc.) or as may be required by local law.
- Question** Must clubs have an annual audit?
- Answer** Unless otherwise required by local law, clubs are permitted to have an annual *examination* rather than *audit*. An audit must be conducted by a certified public accountant (CPA), while an examination may be conducted either by a qualified firm or by a qualified committee of the club.
- Question** Does the club membership have to approve everything the club charges members? I thought the club board did that.
- Answer** The club board *recommends* the amounts for annual club dues, membership induction fee and other charges; it is the club membership that *approves* these amounts.
- Question** Do club members still have to subscribe to the official publication?
- Answer** Members of Kiwanis clubs in the United States and Canada (other than those in French-speaking clubs) are required to subscribe to the official publication, as stated in the Kiwanis International Bylaws. However, because the provision does not apply to all clubs worldwide, it is not repeated in the club bylaws, which are the standards for all clubs.
- Question** I see that clubs only have to meet once each month, but my club wants to meet weekly or every other week. Can we do that?
- Answer** Yes. Clubs may have regular membership meetings as often as desired and may hold projects, fundraisers, committee meetings, planning meetings, etc., as often as desired or needed.

- Question** How often do club boards have to meet?
- Answer** The current bylaws version indicates that club boards should meet “regularly,” but how often they meet (monthly, quarterly or otherwise) is up to each club board.
- Question** In the past, there was a provision in the bylaws about long-term service projects. Is that no longer valid?
- Answer** The previous clause regarding long-term service projects was eliminated. It is up to the club board to determine service projects. If a club board so wishes, it may either: (1) take a “straw vote” (an informal poll) of the club membership before deciding on a long-term project; or (2) turn over the decision to the club membership via a formal vote. If a club wishes to continue following the former provision on long-term service projects, it can include that under new Policy K — Special Vote Requirements. Consult Kiwanis International for that wording.
- Question** I see club boards can meet and vote electronically. How does that work? Can we meet by email?
- Answer** Electronic meetings can be very helpful when urgent matters develop or if a quorum cannot be obtained at a regular face-to-face meeting. **Club boards may conduct business by any method allowed by law where they are located.** In the U.S., check with your secretary of state’s office. Outside the U.S., check with the proper governmental authority. Your district office also may be able to guide you regarding proper electronic meeting methods permissible in your area.
- In the U.S., state law *usually* allows nonprofit corporations to meet “by any method that allows all participants to simultaneously communicate with each other.” The law *usually* recognizes audio- and video-conference calls and instant messaging as simultaneous but email often does not qualify because there is some lag time in transmission that can cause confusion in the conversation. Email is a good tool for informal advance discussion of issues, or it may be used if votes are needed in writing after an audio- or video-conference meeting — but email is not recommended as a means of conducting the actual meeting (and, indeed, may not be a legal means where the club is located). Instead, Kiwanis International suggests an audio- or video-conference call for meetings that cannot be held face-to-face. (Internet clubs use some version of instant messaging).



- Question** What about the club membership? Can they meet and vote electronically too?
- Answer** Yes, Kiwanis International allows this **if the electronic method used for the club membership meeting is allowed by law where the club is located.** The same factors noted above for club board meetings apply to electronic meetings of the club membership. Note that email meetings of a group's *membership* (as opposed to its *board*) often are *not* permitted by state law in the U.S.
- Question** My club needs to adopt the current version of the club bylaws, but already has some policies we want to retain. Can we do that?
- Answer** Yes. Simply incorporate your club's existing policies into the policy section of the current Standard Form. For instance, if your club had a policy stating the amount of club dues, that would be captured in Policy A – Club Dues and Fees. An existing policy stating your club's standing committees would be captured in Policy I – Standing Committees. An existing club policy on a subject not covered in the new document could be added under Policy M – Additional Topics.
- Note that Policy M – Additional Topics may be duplicated as many times as necessary to accommodate all club policies, making the club bylaws and policies the club's one-stop location for nearly all club rules, with no need to consult other documents that may get lost or separated over time.
- (Alternately, if your club has *numerous* additional policies, the club could place a note in Policy M saying something like: "Other policies are kept on-file by the club.")
- Question** What is the option for "special vote requirements" about? How does it work? Why would my club want to use it?
- Answer** This is meant to cover two types of situations:
1. If the club wishes to require a vote on something not specified in the bylaws or mandatory policies, the club should list it in the special vote requirements policy. (An example would be a vote of the membership regarding a multi-year commitment by the club.)
  2. If the club wishes to require a greater or stronger vote on something than what is stated in the bylaws or mandatory policies, it should state it in the special vote requirements policy. Here are two examples:
    - Bylaws 3.4 requires a majority vote of the board to establish a standing committee. But maybe your club feels a *two-third vote*

should be required. Since that is greater than a majority vote, it is permitted, as long as it is stated in policy.

- Bylaws 2.1 requires no less than a majority of the club *board* to admit new members. But maybe your club believes that should be a decision of the club *membership*. Because the club members have greater power than the club board, that is permitted. This should be captured in policy.

Clubs cannot adopt a lesser vote than normally required.

A greater-vote requirement must first be adopted by each body it pertains to (the club board and/or the club membership), then stated in the policy on special vote requirements.

## OTHER QUESTIONS?

If you have any questions not addressed in this document, email them to Kiwanis International at [clubbylaws@kiwanis.org](mailto:clubbylaws@kiwanis.org) or [governance@kiwanis.org](mailto:governance@kiwanis.org), and we'll send you a response.