



KIWANIS INTERNATIONAL BYLAWS

Table of Contents

Article	Page
ARTICLE I. NAME AND TRADEMARKS	1
ARTICLE II. OBJECTS	1
ARTICLE III. POWERS	1
ARTICLE IV. MEMBERSHIP OF CLUBS IN KIWANIS INTERNATIONAL	1
ARTICLE V. ORGANIZING AND CHARTERING OF CLUBS	2
ARTICLE VI. CLUB OPERATIONS	3
ARTICLE VII. DISCIPLINE OF CLUBS	4
ARTICLE VIII. CLUB MEMBERS	5
ARTICLE IX. DISTRICTS	7
ARTICLE X. AFFILIATES AND SUBSIDIARIES	10
ARTICLE XI. OFFICERS AND TRUSTEES	10
ARTICLE XII. DUTIES OF OFFICERS	11
ARTICLE XIII. BOARD OF TRUSTEES	12
ARTICLE XIV. INTERNATIONAL COUNCIL	14
ARTICLE XV. INTERNATIONAL CONVENTIONS	15
ARTICLE XVI. DELEGATES AND DELEGATES-AT-LARGE	15
ARTICLE XVII. CONVENTION PROCEDURE	17
ARTICLE XVIII. NOMINATION AND ELECTION OF OFFICERS	18
ARTICLE XIX. DISCIPLINE OF OFFICERS AND VACANCIES IN OFFICE	19
ARTICLE XX. COMMITTEES	21
ARTICLE XXI. OFFICIAL PUBLICATIONS	23
ARTICLE XXII. REVENUE	23
ARTICLE XXIII. FINANCE AND ACCOUNTING	24
ARTICLE XXIV. INSURANCE AND INDEMNIFICATION	25
ARTICLE XXV. MOTTO	25
ARTICLE XXVI. PARLIAMENTARY AUTHORITY	25
ARTICLE XXVII. AMENDMENTS TO BYLAWS and RESCISSION OF INTERPRETATIONS	25
INTERPRETATIONS	28



KIWANIS INTERNATIONAL BYLAWS

*As adopted and amended by the
Kiwanis International House of Delegates
June 11, 2022
(Effective October 1, 2022)*

ARTICLE I. NAME AND TRADEMARKS

(6/2022)

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

Section 2. The name, copyright, trademarks, and intellectual property of Kiwanis International shall not be used by any person, entity, association or other organization without the written consent of Kiwanis International or used for any purpose other than that authorized by the Board of Trustees, except as specifically provided to clubs in Article VI. (6/2022)

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. The property of Kiwanis International under these Bylaws shall include, but is not limited to, Kiwanis International's intellectual property, in both tangible and intangible forms of expression. (6/2016)
- b. To create, supervise, and control clubs, districts, federations, or other groups of clubs and divisions thereof (affiliates). (6/2016)
- c. To approve the formation and bylaws of, and documents to be filed with government agencies by, foundations, charitable organizations, or any other legal entities of Kiwanis International (subsidiaries). This provision shall not apply to annual tax filings. (6/2016)
- d. To determine the appropriate use of Kiwanis International's intellectual property, including use by affiliates and subsidiaries, and to establish guidelines for such use. (6/2016)

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. (7/1988)

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 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. (6/1989)

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 Executive Director 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. (7/2007)

ARTICLE V. ORGANIZING AND CHARTERING OF CLUBS (6/2022)

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. (7/2005)

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. (7/1988)

Section 4. The minimum number of members to organize and charter a prospective club shall be determined by the House of Delegates, but shall not be less than fifteen (15) active members. (6/2012)

Section 5. The organization of a new club shall be approved by Kiwanis International and the district and completed as instructed by Kiwanis International. (1/2012)

Section 6. Upon approval 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. (10/2013)

Section 7. 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 Executive Director of Kiwanis International. Upon organization, said club must have complied with the following conditions: (7/1998)

a. Complied with all applicable laws and regulations of local jurisdiction. (1/2012)

b. Adopted the Standard Form for Club Bylaws, modified only as approved by the Board of Trustees. (6/1989)

c. Secured and maintained a charter membership of the required number of active members as established by the Board of Trustees. (6/1989)

d. Elected officers, appointed committees, and completed club organization as required

by the club bylaws.

e. Certified to the Executive Director of Kiwanis International that the accredited representative has instructed the officers, committees, and members regarding their obligations. (7/1998)

f. Complied with the applicable provisions of its district bylaws. (7/2005)

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

Section 8. 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. (7/1988)

ARTICLE VI. CLUB OPERATIONS

Section 1. The officers of a club shall be a president, president-elect, immediate past president, vice-presidents (if any), a treasurer, and a secretary, and such other officers as may be required by the club bylaws. No offices may be held by the same member except the offices of secretary and treasurer. No member shall simultaneously serve as an elected director and an officer. The officers, together with at least three (3) directors, shall constitute the board of directors. The officers and directors must be active members in good standing. The duties of the officers and the board of directors shall be such as are prescribed in the club bylaws. (6/2015)

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. (6/1996)

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

Section 4. A club shall hold at least one (1) regularly scheduled meeting each month 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. (6/2015)

Section 5. 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. (6/2008)

Section 6. A club shall hold its annual meeting and election of officers and directors between January 1 and May 15. 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. (1/2012)

Section 7. The president and secretary of each club shall, before June 1 of each year, certify to the Executive Director of Kiwanis International the names of the officers elected to serve in the ensuing year. (7/1998)

Section 8. The administrative and fiscal year of all clubs shall begin on October 1 of each year.

Section 9. A club shall submit to Kiwanis International such reports as required by the Board of Trustees. (6/2009)

Section 10. Club Use of Kiwanis Name and Marks

a. Each club is granted a revocable nonexclusive license to use the trademarks owned by Kiwanis International (hereafter referred to as Kiwanis Marks) in connection with its activities as a member of Kiwanis

International. Kiwanis International has the exclusive right to control usage of the Kiwanis Marks by a club. Applying for and maintaining membership in Kiwanis International constitutes acceptance by the club of all terms and conditions for use of the Kiwanis Marks and a waiver of all separate or independent rights. (6/2022)

b. The license to use the Kiwanis Marks is terminated immediately and automatically when a club's charter is resigned or revoked or when specifically directed by Kiwanis International. Failure to cease the use of the Kiwanis Marks and any marks confusingly similar thereto will result in immediate and irreparable harm to Kiwanis International for which there is no adequate remedy at law, and Kiwanis International may take legal action as necessary, including but not limited to seeking and obtaining injunctive relief. (6/2022)

ARTICLE VII. DISCIPLINE OF CLUBS (6/2022)

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. (7/1998)

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. (7/1998)

b. If the Board suspends or revokes a charter or takes disciplinary action against a club, within fifteen (15) days thereof, the Executive Director 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. (7/1998)

c. Within sixty (60) days from the date of mailing such notice, the club may file with the Executive Director a request for a hearing before the Board of Trustees. (7/1998)

d. The Executive Director 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. (7/1998)

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 Executive Director a written notice of appeal, which shall be considered and decided at the next International convention. (7/1998)

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. (6/1989)

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. (6/1989)

Section 4. Clubs may participate in lotteries, raffles, drawings, or other games of chance, provided that they are not in violation of the laws, mores, customs, and traditions of the country, state, or province in which the clubs exist. 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. (1/2012) (*See also Interpretations.*)

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. (6/1986)

ARTICLE VIII. CLUB MEMBERS

Section 1. The members of a club should represent the diversity in the community in which the club is located. Membership in a club is open to adults of good character and corporations of good community standing who are willing to maintain good standing with the club by payment of all relevant dues and fees and adherence to other standards (if any) stated in club policy. Members in good standing with a club shall be entitled to all privileges of membership in that club. A corporate member shall appoint one individual to represent it on all club matters, and all club privileges shall be exercised via its appointed representative unless any such privilege is restricted by local law. (6/2015) (*See also Interpretations.*)

Section 2. Kiwanis International shall consider all members in a club to be active (regular) members. A club may designate additional membership types in its policies with privileges and obligations defined therein; however, Kiwanis International recognizes only active (regular) members. (6/2012)

Section 3. Any club member in good standing shall be entitled to wear the emblem and/or other insignia of Kiwanis. (6/2012)

Section 4. Members Who Belong to More Than One Club

a. A member may hold membership in more than one (1) club. (6/2015)

b. Members who belong to more than one (1) club: (6/2000)

(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. (6/2000)

(2) Shall designate which club is their primary club. Life member status eligibility and subscription to official publications shall be based on the member's primary club. (6/2012)

(3) May hold any type of membership offered by the respective clubs. (6/2012)

(4) May represent only one club for voting purposes at district or International functions. (6/2000)

Section 5. Interim Status

a. Interim status may be granted to club members in transition who have left membership in one (1) club without any outstanding obligations and anticipate joining a new club. (6/2015)

b. Any club 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. (6/2015)

c. The fee for interim status shall be the amount of annual International dues (and

fees, if applicable), payable upon application. (6/2000)

d. During interim status, the former member shall not have the privilege of representing a club at any club, district, or International functions. (6/2015)

e. At the time such former member joins another club or if such former member does not join a club within the one-year period, interim status shall be terminated. (6/2015)

Section 6. Life Member Status

a. Any Kiwanis club member 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. (6/2015)

b. Upon attaining life member status, 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, subscription to official publications, and the premium payable to defray the cost of insurance prescribed herein shall remain payable. (6/2015)

c. Life member status shall be in force only during the time the member also is a member of an affiliated club. (6/1989)

d. The quota of life memberships available in any administrative year shall be determined by the Board of Trustees of Kiwanis International. (6/1989)

Section 7. Election of Members

a. Qualified prospective active members shall be considered for election to membership only by invitation or by transfer from an active club, by a majority vote of the club board or membership: (1/2012)

b. The election of honorary members in any club shall be as provided in club policy. (1/2012)

Section 8. Discipline of Members of the Kiwanis Family

a. The general discipline of members in any club shall be as provided in the Standard Form for Club Bylaws. (6/2012)

b. The definition of "conduct unbecoming a member of the Kiwanis family" and the process to be followed for an allegation of conduct unbecoming shall be as defined by the Kiwanis International Board. (6/2012)

c. A member of the Kiwanis family, in cases of conduct unbecoming, is defined as members of Kiwanis clubs, Aktion Clubs, Circle K clubs, and Key Clubs. (6/2012)

d. A club shall discipline any member and, if a corporate member, the representative thereof, whose conduct is determined to be conduct unbecoming a member of the Kiwanis family and shall report such conduct and discipline to Kiwanis International or else the club shall be considered out of compliance with accepted standards for Kiwanis clubs and may have its charter suspended or revoked as provided in these Bylaws. (6/2015)

Section 9. Depraved or Unacceptable Behavior in Relation to Children or Youth

a. A club shall remove any member whose behavior in relation to children or youth is or has been depraved or unacceptable as defined by the Kiwanis International Board in policy and shall report such member and such behavior to the proper authorities immediately and to Kiwanis International. (7/2014)

b. If the club does not take such action, Kiwanis International may remove the member and the club may have its charter

suspended or revoked for being out of compliance with accepted standards for Kiwanis clubs. (7/2014)

c. Kiwanis International shall bar from membership in a Kiwanis club any former, current, or prospective member whose behavior in relation to children or youth is or has been depraved or unacceptable. (7/2014)

Section 10. Kiwanis clubs shall not discriminate based upon race, color, creed, national origin, age or sex, including sexual orientation and gender identity, when considering membership or during any of their activities or operations and shall conduct business in compliance with local nondiscrimination laws. (6/2019)

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 associated for administrative purposes and shall establish the boundaries thereof. A Kiwanis district shall exist to help Kiwanis clubs and Kiwanis International advance the Objects, objectives, policies and strategic goals of Kiwanis. (6/2012)

Section 2. 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. (6/2012)

Section 3. 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. (7/2014)

The officers of the district may also include:

- A vice-governor, whose occupant shall normally succeed to the offices of governor and governor-elect;
- Any positions required by applicable laws.
- Any other positions as determined by the district house of delegates and stated in the district bylaws, provided any person filling such position is an active member in good standing of a club in good standing in the district;

(7/2014)

Section 4. Each district officer shall be an active member in good standing in a club in good standing of the district. Additionally, each trustee shall be a member of a club in the region from which elected and each lieutenant governor shall be a member of a club in the division from which elected. However, if there is no member from a club in a particular division qualified and willing to serve as lieutenant governor, a member of a club in another division may serve. Each candidate for the office of governor, governor-elect, and vice-governor (if any) also shall have a clear criminal history background check conducted and verified by Kiwanis International. (6/2022)

Section 5. The board 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. (7/2014)

The district board may also include:

- The vice-governor, if the district has one;
- Any positions required by applicable laws.
- Any other positions as determined by the district house of delegates and stated in the district bylaws, provided any person filling such position is an active member in good standing of a club in good standing in the district;

(7/2014)

If there shall be appointed an acting governor, as provided in these Bylaws, said acting governor shall be a member of the board during the incapacity of the district governor. (7/2014)

Section 6. District officers shall be elected in the following manner, as specifically provided in the district bylaws: (6/2010)

- a. The district governor, governor-elect, and vice-governor (if any) shall be elected at the annual district convention. (6/2010)
- b. The lieutenant governors and trustees (if any) shall be elected by club delegates from their divisions or regions, respectively, at a meeting called expressly for this purpose, to be held not later than the annual district convention. (7/2014)
- c. The district secretary and district treasurer may be either elected or appointed. (6/2010)
- d. The secretary and the treasurer may be the same member, but no other offices shall be held by the same member. (6/2015)

Section 7. Officer terms shall be generally as follows, as specifically provided in the district bylaws, or until said officer's successor shall be duly elected and qualified. The terms of all district officers shall begin on October 1. (6/2010)

- a. Each lieutenant governor shall serve for a term of up to two (2) years. (7/2014)

- b. Each district trustee shall serve for a term of up to three (3) years. (7/2014)

- c. All other officers shall serve a term of one (1) year, unless otherwise specified in the district bylaws. (7/2014)

Section 8. 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. Additionally, the district governor, the governor-elect, and the vice-governor (if any) 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. (6/2022)

Section 9. The duties of other district officers and of the district board shall be as prescribed in the district bylaws.

Section 10. The board of each district shall hold at least two (2) regular meetings for each administrative year, one (1) prior to October 31, at such times and places as designated by the governor and may hold special meetings as provided in the district bylaws. If the first meeting shall be held prior to October 1, any action taken shall become effective on October 1. The district secretary shall notify each member of the district board and the Executive Director of Kiwanis International of the time, place, and date of any regular meeting at least three (3) weeks in advance and of any special meeting at least three (3) days in advance. (7/2014)

Section 11. Each district shall hold an annual convention as provided herein, unless in any year the district board shall determine that there exists a condition of emergency that compels cancellation of the annual district convention, in which case, the Board shall notify Kiwanis International and district clubs immediately and shall determine one of the following methods to

transact any and all business that was to be transacted at the annual convention, as soon as practical. The preference will be to reschedule the convention, if possible, or, alternatively, to call a meeting of all members having the status of delegates-at-large at district conventions, a majority of whom shall constitute a quorum. (6/2015)

Section 12. The annual convention of each district shall be held at such place and upon such dates between March 15 and September 25 as shall be fixed by the board 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, unless approved by the Kiwanis International Board. In the event the annual convention of Kiwanis International is held within the geographic boundaries of a district, the district may hold its convention in conjunction with the Kiwanis International convention; in such cases, district functions may not be held during general sessions of the International Convention. The district secretary shall notify each club in the district and the Executive Director of Kiwanis International at least sixty (60) days prior to the date of the annual convention. (6/2015)

Section 13. 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 should 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 who are active members of a club in the district shall be delegates-at-large to all district conventions. (7/2014)

Section 14. Each district shall adopt bylaws that conform to the Kiwanis International Bylaws and the Standard Form for District Bylaws established by the International Board of Trustees, as adopted or amended. Any

amendments not in conformity shall not be effective until or unless approved by the Kiwanis International Board. Any questions regarding conformity shall be determined by the Kiwanis International Board. (7/2014)

Section 15. Within thirty (30) days after the close of a convention or a meeting of the board, the district secretary shall send to the Executive Director of Kiwanis International a written report of the actions taken, approved by the district governor. (7/2014)

Section 16. 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. (6/1989)

Section 17. The Board of Trustees, if practicable, may assign an official representative to attend the convention of each district. (6/1989)

Section 18. Each club within the territorial limits of a Kiwanis district and in good standing as defined by Kiwanis International shall be a member of said district, so long as such club continues to comply with these Bylaws and the district bylaws. (7/2014)

Section 19. Districts may incorporate in the same manner and upon the same conditions provided for clubs. (7/1988)

Section 20. The administrative and fiscal year of all districts shall begin on October 1 of each year.

Section 21. All districts must comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation. Each district shall report annually on its financial status to the Kiwanis International Board, and at such other times and including such information as requested by the Board. (7/2014)

ARTICLE X. AFFILIATES AND SUBSIDIARIES (6/2016)

Section 1. The legal structure and operations of each entity shall be described and defined in its bylaws. Any bylaw provisions adopted or amended shall only be effective upon ratification of the Kiwanis International Board. (6/2016)

Section 2. The sole member of any subsidiary shall be Kiwanis International. If the leadership structure of a subsidiary includes a board, it shall be led by a chairman and shall include at least one member of the Kiwanis International Board or a designee determined by the Kiwanis International Board. (6/2016)

Section 3. Each affiliate and subsidiary must comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation. Each affiliate and subsidiary shall conduct an annual financial audit performed according to international audit standards and shall report regularly on its financial status, including the annual audit, to the Executive Director and the Kiwanis International Board, at such times and including such information as requested by the Board. (6/2016)

Section 4. The Kiwanis International Board may adjust the amount of Kiwanis International dues and/or fees paid by clubs in affiliates according to currency and economic conditions and may authorize collection and payment by such methods appropriate to the nation(s) involved. Adjusted amounts shall not exceed the per member amounts stipulated in Article XXII of these bylaws. (6/2016)

Section 5. The Kiwanis International Board may grant the right to use the Kiwanis name and marks through license or franchise to any legal entities in order to accomplish the Kiwanis mission and may establish appropriate fees and financial structure for such. (6/2016)

ARTICLE XI. OFFICERS AND TRUSTEES (6/2022)

Section 1. The officers of Kiwanis International shall be a President, President-Elect, Immediate Past President, Vice-President, and an Executive Director. The authority and duty of each officer shall be such as are defined in these Bylaws. The Board also may create, appoint, and define the duties of such other officers and agents it deems advisable. (6/2022)

Section 2. The administrative year of the officers and trustees of Kiwanis International shall begin on October 1 of each year. (6/2022)

Section 3. Each elected officer and trustees shall be an active member in good standing of a club and shall have served as a district governor at least two (2) administrative years prior to assuming a Kiwanis International office. Each officer and trustee also shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International. No person shall simultaneously serve as an officer and a trustee nor shall an officer or trustee simultaneously hold any district or regional office. (6/2022) (*See also Interpretations.*)

Section 4. All officers except the Executive Director and all trustees shall serve without compensation. No elected officer or trustee shall accept any remunerative employment from Kiwanis International. (6/2022)

Section 5. The Board of Trustees shall appoint and determine the salary of the Executive Director. (6/2022)

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 member must have served two (2) years as Trustee. The Immediate Past President shall be the person who served most recently as President. (6/2022)

Section 7. Trustees

- a. The term of each Trustee shall be three (3) years, except for those elected to fill vacancies as provided in these Bylaws. (6/2022)
- b. No person shall serve for more than four (4) years in the office of Trustee. However, the time served by any member 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. (6/2022)
- c. Five (5) Trustees shall be elected each administrative year: three (3) from the United States and Pacific Canada Region and two (2) from other regions as provided in these Bylaws. (6/2010)

Section 8. All officers and trustees shall serve until their successors are elected and qualified. (6/2022)

Section 9. A vacancy occurring in any office or trustee seat shall be filled in the manner prescribed in these Bylaws. (6/2022)

Section 10. In the event that a Trustee with a remaining term in office of one (1) year seeks to be elected to an office, the term of said Trustee shall end on September 30 following the annual International convention at which the Trustee seeks office. (6/2022)

ARTICLE XII. DUTIES OF OFFICERS (6/2022)

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. (7/2007)

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. (6/1989)

Section 4. Vice-President

The Vice-President 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. (6/2012)

Section 5. Executive Director

a. The Executive Director shall be the active managing officer of Kiwanis International under the supervision and direction of the President and the Board of Trustees. The Executive Director 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. (6/2010)

b. The Executive Director 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. (6/2010)

c. The Executive Director 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. (6/2010)

d. The Executive Director 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. The Executive Director shall regularly review and advise the Board of Trustees on the financial condition of Kiwanis International. 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. (6/2012)

e. The Executive Director 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. (6/2012)

f. The Executive Director shall be the executive in charge of the Kiwanis International Office and 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 Executive Director shall act as Editor of any official publications of Kiwanis International with duties as defined in these Bylaws. (6/2010)

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. (7/2006)

b. For the purpose of providing Trustee representation on the Board of Trustees,

Kiwanis International shall be divided into seven (7) electoral regions as follows, each to include areas as defined by the International Board: (6/2010)

- Africa
- Asia-Pacific
- Canada and Caribbean
- Europe
- Latin America
- Middle East
- United States and Pacific Canada (6/2010)

c. The Trustees of the Board of Trustees shall be elected so as to provide that: (6/1997)

(1) The Asia-Pacific Region 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. (6/2010)

(2) The Canada and Caribbean Region 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. (6/2010)

(3) The Europe Region 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. (6/2010)

(4) The United States and Pacific Canada Region is guaranteed nine (9) Trustees to be elected at-large by delegates from that Region at the annual International convention until such time that an alternate plan is presented by the Region and approved by the Board of Trustees. (6/2010)

(5) Other Regions. When another region has a minimum of two districts, it will be considered by the Kiwanis International Board for a guaranteed seat, subject to

the appropriate amendment of this Article. (6/2010)

(6) At-Large Seat. Until such time that all defined regions have at least one (1) guaranteed seat on the Kiwanis International Board, there shall be one at-large seat, which shall be filled by a nominee from any region other than the United States and Pacific Canada Region and shall be elected at-large at an annual International convention by delegates and delegates-at-large from all regions. (6/2010)

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

e. A district shall not have a club member on the Board of Trustees for one (1) administrative year after another member from that district has completed service on the Board of Trustees, except where necessary to fill a guaranteed seat as provided in these Bylaws. (6/2015)

Section 2. The Board of Trustees of Kiwanis International shall hold not less than three (3) regular meetings each year at such times and places as may be determined by the Board or by call of the President. Notification of the time and place of all regular meetings of the Board shall be sent to each member of the Board by the Executive Director not less than thirty (30) days prior to said meeting. (6/2012)

Section 3. The Board of Trustees of Kiwanis International may hold special meetings at the 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 special meetings shall be sent to each member of the Board by the Executive Director not less than seventy-two (72) hours prior to said meeting. Each Board member should confirm receipt of notification prior to the meeting to ensure at least a quorum will be present. (6/2012)

Section 4. With the approval of the President, the Board of Trustees may meet and conduct business by any method that allows all participants to simultaneously communicate with one another or as otherwise allowed by law where Kiwanis International is incorporated. Participation by such methods constitutes attendance. Normal Board meeting rules and processes apply unless otherwise previously determined and announced by the Board. Any voice votes not clearly reflecting the necessary number for a motion to pass must be taken individually; however, only adoption or failure must be included in the minutes. If written votes are desired, they may be made by email, fax, or postal mail within a designated period of time following the meeting, as determined by the Board. However, no action adopted shall go into effect for ten (10) days after the Executive Director shall have sent to each member of the Board a report of the tabulated result of such vote. The vote and report shall be recorded in the minutes of the meeting. The ballots shall be produced at the following meeting of the Board before being destroyed. (6/2012)

Section 5. 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. (6/1997)

Section 6. The management and control of the affairs of the organization not otherwise provided in these bylaws shall be vested in the Board of Trustees. The Board shall provide effective and ethical management of the organization in compliance with all applicable laws and the mission of the organization. (7/2014)

Section 7. The Board of Trustees shall define the policies of Kiwanis International. All policies adopted by the Board of Trustees shall be published in an official publication within one hundred and twenty (120) days following such adoption. (7/2014)

Section 8. All members of the Board of Trustees 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. (6/2022)

Section 9. 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. (7/1998) (*See also Interpretations.*)

Section 10. The Board of Trustees shall establish and implement a strategic plan for Kiwanis International, which shall be reviewed annually and revised as necessary. (7/2014)

Section 11.

a. If the Board of Trustees determines that a condition of emergency exists due to circumstances beyond the control of the organization which adversely affects Kiwanis International or its affiliates or subsidiaries in one or more nations, the Board shall declare such emergency conditions exist for the organization or for any affected nation and determine any actions and processes that it considers necessary for effectively transacting the essential business of the organization, to ensure the financial and physical well-being of the organization, and to protect the welfare of Kiwanis clubs and club members, subject to paragraph c. (6/2022)

b. Such declaration shall include the factors that define the emergency and the time the declaration will expire. A declaration may be extended by the Board as deemed necessary by the Board. No action by the Board may conflict with the laws of any government jurisdiction. (6/2022)

c. If the emergency conditions make holding of the annual convention impossible, impractical or inadvisable, the Board shall, if practical, reschedule the convention. If rescheduling is not practical, the Board may hold the annual house of delegates via remote online means, in which case, the Board shall have the authority to

determine all relevant details. If neither of those alternatives is practical, the Board shall call a meeting of the Council to elect officers for the succeeding administrative year for the normal term of office and to consider all amendments and resolutions which have been properly proposed prior to the declaration of emergency (those proposals submitted by the deadline and verified as properly submitted and viable for adoption). However, if none of the above alternatives is practical, the Board shall determine another method(s) that it deems to be in the best interest of the organization to elect officers and consider amendment and resolution proposals. The Board shall notify clubs within three (3) days of any such actions described in this paragraph. (6/2022)

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 Executive Director not less than thirty (30) days prior to the meeting by the most efficient and timely means possible as desired by the member. (7/2007)

Section 2. With the approval of the Kiwanis International Board, the International Council may meet and conduct business by any method permitted by law where Kiwanis International is incorporated. For any such proposed action to become effective, the number of valid votes cast must at least equal the number needed for quorum at a regular meeting. The report of the voting results shall be recorded in the minutes of the meeting. If written ballots are used, they shall be retained until the next meeting of the Board and may be produced upon request of a Board member. (6/2022)

Section 3. The International Council shall consist of the Board of Trustees, the Past

International Presidents, the district governors, and the chairs of any Kiwanis International affiliates. In case any district governor cannot be present at a meeting of said Council, the district board may designate another district officer to attend as a replacement with like powers and privileges. Any member of the Council (or district-designated alternate) may attend a Council meeting via remote online options. (6/2022)

Section 4.

a. The International Council shall confer with and advise the Board of Trustees on matters relating to Kiwanis International.

b. 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. (7/2007)

c. In any year the Council is convened due to emergency conditions to consider bylaw amendments as provided elsewhere in these Bylaws, any and all such amendments may be adopted by two-thirds (2/3) of the valid votes cast by the Council members. (6/2022)

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. (7/2006)

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. (6/2022)

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. (7/1998)

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. (1/2006)

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. (7/1998)

Section 5. The dates and locations of special International conventions shall be determined by a majority vote of the Board of Trustees. (7/1998)

Section 6. The Executive Director 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. (7/1998)

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. (7/1998)

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. (7/1998)

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. (7/1998)

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. (7/1998)

b. Each delegate and alternate shall be an active 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. (7/1998)

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. (7/1998)

d. The district secretary may represent any club in that secretary's district not otherwise represented by two (2) delegates. (7/1998)

e. Club delegates and alternates shall be elected by the clubs they represent 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 delegates-at-large as past lieutenant governors or past district secretaries shall be

certified by the district governor or district secretary. (6/2015)

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. (6/1989)

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. Kiwanis International Officers and Trustees, Past International Presidents, Chairmen of current International, Standing, and Special Committees of Kiwanis International, governors, governors-elect, vice-governors, district trustees, district treasurers, district secretaries, lieutenant governors, lieutenant governors-designate, and past district governors who are active members shall be delegates-at-large to all International conventions. (6/2022)

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. (7/1998)

Section 6. No delegate shall be entitled to vote in a convention unless and until the delegate's registration fee has been paid. (7/1998)

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. (7/1998)

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. (7/1998)

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 Executive Director. (7/1998)

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. (7/1998)

Section 4. Prior to each International convention, the President shall appoint a Committee on Credentials and a Committee on Elections, each to consist of no less than five (5) and no more than fifteen (15) members from clubs. In the case of the Committee on Elections, all members shall be delegates or delegates-at-large. A majority of the members of each committee shall constitute a quorum. (1/2012)

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 member shall speak longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote. (6/2015)

Section 6.

a. Proposed resolutions may be submitted by: (7/1998)

(1) The International Board of Trustees; (7/1998)

(2) A district board or district house of delegates; or (7/1998)

(3) A club in good standing, by a majority vote of the members. (6/2022)

b. The Executive Director must receive all proposed resolutions prior to the next scheduled International convention but no later than October 31. (6/2013)

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. (7/2007)

d. Not later than ninety (90) days prior to the date of the International convention, the Executive Director 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. (6/2013)

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. (4/1999)

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. (7/1998)

Section 2. The Committee on Elections shall have general charge of the election, including the distribution and tabulation of the ballots. (6/1989)

Section 3.

a. The nomination and election procedures for officers to be elected at the annual International convention shall be as follows: (7/1998)

(1) The President-Elect shall be the sole candidate for the office of President. (6/1995)

(2) The Vice-President shall be the sole candidate for the office of President-Elect. (6/1997)

(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 Executive Director no later than the opening of the first business session of the annual International convention. (6/2010) (*See also Interpretations.*)

(4) No person shall be considered as a candidate until or unless the following requirements have been met: (6/2010)

- The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to Kiwanis International. (6/2018)
- Written consent of such person has been given. (6/2010)
- The candidate has been endorsed by the candidate's district house of delegates prior to the candidate announcing his/her candidacy to Kiwanis International. However, if the district board believes the district has circumstances which make it impossible for its house to endorse a candidate, the district board may petition the Kiwanis International Board for permission to make the endorsement. A candidate may not be endorsed while serving as district governor. All endorsements shall comply with Kiwanis policy. (6/2018)
- A clear criminal history background check has been conducted and verified by Kiwanis International. (6/2010)

(*See also Interpretations.*)

(5) Except as otherwise provided by these Bylaws, nothing contained in this Section shall be construed as limiting the right to make further nominations from the floor of the convention. (6/2010)

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. (6/2008)

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

(1/2012)

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. (6/1997)

e. A majority of all valid votes cast for each position shall be necessary for the election of the President, President-Elect, and Vice-President. In the event that any ballot cast for President, President-Elect, or Vice-President 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. If two or more candidates tie for the lowest number of votes, a ballot will be taken among those candidates to determine who remains on the ballot, before further balloting occurs. (6/2022)

Section 4. The nominee for a guaranteed office of Trustee for a region shall be presented to the delegate body and declared elected to the Board of Trustees as of the ensuing October 1. (6/2010)

Section 5. The nominees for Trustees for regular three-year terms from the United States and Pacific Canada Region 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, as provided in these Bylaws, the nominee receiving the greater number of valid votes shall be declared elected. (6/2010)

Section 6. In the event of a tie vote for any office, the House of Delegates shall take a new ballot on the tied candidates. (7/2017)

Section 7. Cumulative voting shall not be permitted. (6/1997)

Section 8. 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 Executive Director to be kept for a period of ninety (90) days after the close of the convention when the ballots shall be destroyed. (7/1998)

Section 9. 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. DISCIPLINE OF OFFICERS AND VACANCIES IN OFFICE (6/2022)

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 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. (7/1998)

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.

Section 5. In the event of a vacancy in the office of Trustee, the Board of Trustees shall elect a qualified member of a club from the same region who shall serve only until the end of the administrative year. If the vacant term extends beyond the current administrative year, an election to fill the vacancy for the remainder of the term shall be conducted by the region, and the member elected shall take office on October 1 after election. (6/2015)

Section 6. In the event the vacancy is for a Trustee representing the United States and Pacific Canada Region or the At-Large seat, the following process shall apply: (7/2014)

a. If the number of Trustee candidates equals the number of Trustees to be elected, including vacancies, 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. (7/2014)

b. 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 to the two-year term(s), if any, and those nominees receiving the next greater number of votes shall be declared elected to the one-year term(s), if any. (7/2014)

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 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. (6/2010)

Section 8. If a Kiwanis International officer of trustee is alleged by the President or two-thirds (2/3) of the Board of Trustees to be failing to perform his/her duties, the Board shall investigate the allegation and determine the matter at a meeting held within forty-five (45) days after the investigation is complete or as soon as reasonably possible. Written notice of the allegation, investigation, and meeting shall be given to the accused officer at least thirty (30) days prior to the meeting. The accused officer shall be permitted to attend the meeting and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire board, the office or trustee seat shall be declared vacant. (6/2022)

Section 9.

a. If an allegation is made against a Kiwanis International officer or trustee of conduct unbecoming a member of the Kiwanis family, the President (or Immediate Past President, if the President is accused) shall consult the procedures to be followed for investigating such allegation and shall appoint a special investigator to investigate the matter. If the investigation determines that there is a reasonable basis for the allegation, the President shall notify the accused and shall refer the matter to the Board to conduct a hearing to decide the matter. The Board shall produce a report setting forth its decision whether the accused did or did not engage in conduct unbecoming and, based on that decision, whether he/she shall be disciplined. (6/2022)

b. If either the accused or the Investigator believes some part of the investigation process was faulty or the determination was incorrect, either party has the right to request in writing reconsideration by the Board. The

Board's decision on the matter shall be final. (6/2022)

c. If, at any point during the 'conduct unbecoming' process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities. (6/2013)

d. All materials, facts, and information related to the investigation, determination, and reconsideration (if any) shall be kept confidential at all times by any parties or persons involved in any part of the process. (6/2013)

e. Kiwanis International shall retain all official records on the matter (Allegation Report, Investigation Report, Hearing Record, Board Report, and Reconsideration Record if any) in a confidential file as long as required by applicable law. (6/2013)

Section 10. Whenever an International officer or trustee is removed from office for reasons involving conduct unbecoming or failure to perform the duties of office or resigns from their office or position, that member may be declared by the International Board to be ineligible to hold an International office or appointment in the future. (6/2022)

Section 11. 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. (6/1989)

Section 12. 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. (7/1998)

Section 13. Any matters related to vacancies in office not addressed in these bylaws shall be determined by the Board of Trustees, subject to relevant provisions. (7/2014)

(See also interpretations.)

ARTICLE XX. COMMITTEES

Section 1. The President, by and with the consent of the Board of Trustees, shall appoint an Executive Committee consisting of no more than nine (9) members from the Board of Trustees, four (4) of whom shall be the President, President-Elect, Vice-President, 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 Immediate Past President shall preside. (6/2012)

Section 2. The Executive Committee shall meet at the call of the President or upon the written request of at least four (4) members of the committee. Notice of such meetings shall be sent by the Executive Director to all members of the International Board, to be received not later than three (3) days prior to the date of the meeting. A majority of the members of the Executive Committee shall constitute a quorum. (6/2012)

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. (6/1992)

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. (6/1989)

- a. The quorum of the Committee of Past International Presidents shall be five (5). (6/1989)
- 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 Executive Director. (7/1998)
- 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. (7/2007)

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. (6/1989)

- a. The quorum of the Committee on Resolutions shall be four (4). (6/1989)
- 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. (7/1998)

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. (6/1983)

- a. International Committees shall serve for the administrative year for which they are appointed. (6/1982)
- b. The duties of the International Committees shall be as defined by the President-Elect with the consent of the Board of Trustees. (6/1982)
- 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. (1/2006)
- d. If an International Committee is subdivided geographically, each subdivision shall have no more than four (4) members. (10/1990)

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 Executive Director 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. (7/1998)

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. (1/2006)

Section 10. Notices of Special Committee meetings shall be received by the Executive Director at least ten (10) days in advance of the date of the meeting. (7/1998)

ARTICLE XXI. OFFICIAL PUBLICATIONS

Section 1. The Board of Trustees shall publish, or cause to be published, under its supervision and control, periodicals, which shall be the official publications of Kiwanis International. (6/2010)

Section 2. The Board of Trustees shall determine the editorial and publication policies of official publications. (6/2010)

Section 3. The Executive Director, as Editor, shall be responsible for the issuance of any official publications, subject to the direction and control of the Board of Trustees. The Executive Director 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 official publications. The Executive Director shall receive no additional compensation for performing the duties of Editor. (6/2010)

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 member shall be a subscriber to the official publications of Kiwanis International and shall continue as such while a member. However, if spouses are both members of a club, one spouse may choose not to subscribe. (6/2012)

Section 5. The subscription price of the official publications of Kiwanis International shall be eight dollars (US\$8.00) per annum. All subscription funds shall be earmarked for official publications 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. (6/2012)

Section 6. Each club in the United States and Canada, excluding the French-speaking clubs in Canada, shall collect from each of its members subscription price of the official publications 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 official publications shall be forwarded to the Executive Director 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. (6/2012) (*See also Interpretations.*)

Section 7. Clubs may purchase subscriptions to the official publications of Kiwanis International for nonmembers at the same rate as members. Nonmember subscriptions will be reflected on a club's annual membership roster. (6/2012)

ARTICLE XXII. REVENUE (Rev. 2013)

Section 1. Subject to Sections 2 and 3 of this Article, each club shall pay to Kiwanis International for each member, with the exception of those holding life member status, the sum of fifty-two dollars (US \$52) 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. (6/2015) (*See also Interpretations.*)

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: (6/2015)

- Tier A: Countries with per capita income US \$10,000 or more pay US \$52. (6/2015)

- Tier B: Countries with per capita income US \$5,000 to US \$9,999 pay US \$34. (6/2015)
- Tier C: Countries with per capita income US \$4,999 or less shall pay US \$23. (6/2015)

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 for official publications, and the premium payable to defray the cost of insurance prescribed in these bylaws shall remain payable. (7/2007)

Section 4. Each member club may be assessed by the district with which it is affiliated, for each member, a sum established by the district. These dues shall be based upon each club's annual membership report. (6/2012)

Section 5. Each member of a club shall pay to that club such membership induction fee and annual membership dues as are fixed by the bylaws of said club. (6/2012)

Section 6. 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. (6/2012)

Section 7. The word "dollar(s)" shall mean "United States dollar(s) or the equivalent thereof." (7/1988)

Section 8. Kiwanis International may charge an amount determined by the Kiwanis International Board for each new club member, not to exceed the annual amount of dues, subscriptions fees for official publications, and insurance fees. (6/2022)

Section 9. Revenue from sources other than those defined in this Article may be raised as

provided in these Bylaws. (7/1988)

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. (6/1992)

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. (6/1992)

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. (7/1998)

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. (7/1998)

ARTICLE XXIII. FINANCE AND ACCOUNTING

Section 1. The fiscal year of Kiwanis International shall commence October 1 and terminate the following September 30. (6/1989)

Section 2. The Board of Trustees shall install and maintain an efficient accounting system for Kiwanis International. (6/1989)

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

Section 5. The Board of Trustees shall designate the depositories of all funds of Kiwanis International. (10/1985)

Section 6. 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. (6/1989)

Section 7. 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 Executive Director shall submit all books, records, and vouchers. (6/2012)

Section 8. In an 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. (6/2004)

ARTICLE XXIV. INSURANCE AND INDEMNIFICATION

Section 1. The Board of Trustees, at its discretion, may purchase liability insurance programs 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. (7/2014)

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 may pay insurance premiums from either administrative or service funds. (6/2009) (*See also Interpretations.*)

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. (10/1998)

ARTICLE XXV. MOTTO

Section 1. The motto of Kiwanis International shall be "Serving the Children of the World." (7/2005)

ARTICLE XXVI. 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. (6/1989)

ARTICLE XXVII. AMENDMENTS TO BYLAWS AND RESCISSION 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. (7/2007)

The Bylaws of Kiwanis International also may be enacted and amended by the International Council as provided in Article XIV, Section 4. (7/2007)

Section 2. Prior to the next scheduled International convention but no later than October 31, the Executive Director must receive: (6/2013)

- 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); (6/1991)
- b. Proposals to rescind the Bylaws adopted by the International Council; or (6/1991)
- c. Proposals to change or rescind an interpretation of the Bylaws by the Board of Trustees. (6/1991)

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: (6/1991)

- a. The International Board of Trustees; (7/1988)
- b. A district board or district house of delegates; or (6/1991)
- c. A club in good standing, by a majority vote of the members. (6/2022)

Section 4. Not later than ninety (90) days prior to the date of the International convention, the Executive Director 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. (6/2013)

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. (7/1998)

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: (7/2007)

Article I: All Sections
Article II: Section 1
Article III: Section 1
Article IV: Sections 1, 3
Article V: Sections 1, 3, 8
Article VII: Section 1
Article VIII: Sections 1, 3, 4a, 10
Article IX: Sections 1, 2, 11, 14, 18-19
Article X: All Sections
Article XI: All Sections
Article XIII: Sections 1, 7, 9
Article XIV: All Sections
Article XV: Sections 1, 4
Article XVI: Sections 1, 4, 5, 8
Article XX: Sections 1, 3, 8
Article XXI: Sections 1, 4
Article XXII: Sections 1-9
Article XXVII: All Sections
Article XXVIII: All Sections
(Updated 6/2022)

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: (7/2006)

Article IV: Section 2
Article V: Sections 2, 4-6, 7
Article VI: All Sections
Article VII: Sections 2-5
Article VIII: Sections 2, 4b, 5-9

Article IX: Sections 3-10, 12-13, 15-17, 20, 21
Article XII: All Sections
Article XIII: Sections 2-6, 8, 10-11
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, 5-7
Article XXII: Section 10
Article XXIII: All Sections
Article XXIV: All Sections
Article XXV: Section 1
Article XXVI: Section 1
(Updated 6/2022)

ARTICLE XXVIII. BYLAWS REVISIONS

Section 1. At the recommendation of the Kiwanis International Board, the House of Delegates may, by a two-thirds (2/3) vote, order a revision of the Kiwanis International Bylaws to be considered the following year, to include such changes as are provided in the Board's

recommendation. (6/2022)

Section 2. At the meeting when the Kiwanis International Bylaws revision is considered, no other Bylaw amendments may be proposed from any source except those directly related to the provisions being changed in the revision and any that may be proposed by the Kiwanis International Board related to the financial management of the organization. (6/2022)

Section 3. A two-thirds (2/3) vote shall be required for adoption of a Bylaw revision. (6/2022)

Section 4. At the meeting at which the Bylaw revision is ordered, rules for its consideration may be adopted by a two-thirds (2/3) vote which will be binding on revision consideration the following year. (6/2022)

KIWANIS INTERNATIONAL BYLAW INTERPRETATIONS

By the Kiwanis International Board

(Last revised October 1, 2020)

PUBLICATION OF INTERPRETATIONS

Article XIII, Section 8 - states in part, "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."

Interpretation - To provide proper notice to our members, all interpretations of the Bylaws shall, in substance, be published in Kiwanis' primary official publication. (5/1983) (10/2010)

GOOD CHARACTER

Article VIII, Section 1 - states, "Membership in a club is open to adults of good character and corporations of good community standing who are willing to maintain good standing with the club by payment of all relevant dues and fees and adherence to other standards (if any) stated in club policy."

Interpretation - An individual currently incarcerated for a crime shall not be considered a person of good character. This does not limit further interpretations of good character. (1/1991) (10/2019)

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 Executive Director no later than the opening of the first business session of the annual International 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. (2/2005)

RAFFLES AND DRAWINGS

Article VII, Section 4 - states in part, "Clubs may participate in lotteries, raffles, drawings, or other games of chance, provided that they are not in violation 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. (5/1983)

CORPORATE MEMBER REPRESENTATIVES HOLDING OFFICE

Article VIII, Section 1 – states in part “A corporate member shall appoint one individual to represent it on all club matters, and all club privileges shall be exercised via its appointed representative...”

And **Article XIX** – provides for filling vacancies in various Kiwanis International Offices.

And **other governing documents of the organization** provide for filling vacancies in club, district, and federation offices.

Interpretation – If an appointed representative of a corporate member stops representing the corporation for any reason while holding a club, district, federation or Kiwanis International office, the office shall be declared vacant and shall be filled accordingly. The corporate member’s next appointed representative shall not automatically fill the office held by his/her predecessor. (6/2015)

PREREQUISITE SERVICE IN OFFICE

Article XI, Section 3, states, in part: “...and the members of the Board of Trustees shall have served as a district governor at least two (2) administrative years prior to assuming a Kiwanis International office.”

Article XVIII, Section 3a(4) states, in part: “The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to Kiwanis International.”

Interpretation – The term “shall have served” shall be interpreted to mean that a person must serve more than one-half of the usual one-year term in the stated prerequisite office in order to qualify as a candidate. (10/2018)