

# **KIWANIS INTERNATIONAL BYLAWS MODERNIZATION REVISION**

**To be considered at the 2023 Kiwanis International Convention  
June 24, 2023**





# Kiwanis®

## Kiwanis International Bylaws Modernization Revision Introduction and Overview

To all Kiwanis clubs:

February 2023

From time to time, every organization should conduct a comprehensive review of its governing documents and make appropriate adjustments. Kiwanis International last did this in 1988 and 1989 – more than 30 years ago. Processes sometimes become outdated. Text by different writers at different times can lead to confusing language. Provisions may need to be reorganized or realigned for better clarity.

A special Governance Committee composed of members from North America, Europe and Asia-Pacific spent two years conducting a new comprehensive review of the Kiwanis International Bylaws and recommended several changes that were approved by the Kiwanis International Board. These changes are presented to clubs as a special type of comprehensive bylaws amendment called a *revision*, as shown in the bulk of this document.

This modernization revision was originally introduced to clubs in 2020, then re-introduced last year after the pandemic. The draft has now been updated to include the separate amendments that were adopted by delegates at the 2022 Kiwanis International Convention. Adoption of this draft will be considered at the 2023 Kiwanis International Convention. The process — including two key deadlines — is outlined below.

Most changes in the revision simply move text, improve clarity or update language to reflect current processes, with no change to the way Kiwanis does business. We encourage club members to consult the *Summary of Key Changes*. For those who wish to see them, all specific changes are shown.

The changes in this document were previously shared with district leadership and their response was overwhelmingly positive. We hope your club will view it favorably as well.

### PROCESS

For a revision of this scale, some special rules are necessary to avoid significant confusion and time overruns. These were adopted by delegates at the 2022 Kiwanis International Convention. They include a new bylaw article and a special resolution, plus the following special rules:

- No other bylaw amendments on separate matters may be proposed at the 2023 Kiwanis International Convention, except those offered by the Kiwanis International Board directly related to the financial management of the organization.
- Amendments cannot be proposed to any provision that is not already being changed in the revision. (Example: The revision does not include any change in the benefits of life membership, so an amendment cannot be offered that would change those benefits.)
- There are two separate advance deadlines for clubs or districts to propose amendments to the revision: one approximately 120 days before the convention (February 24) and one approximately 30 days before (May 24).

- Any amendments received by the first deadline of **February 24, 2023**, will be debated by the House of Delegates and then approved or defeated by majority vote.
- Any later amendments received by the second deadline of **May 24, 2023**, will be *offered* to the House; however, the House will have the option to *not* consider those amendments at all, so any amendments received after the first deadline may or may not be debated in the House. If the House agrees to consider an amendment received by May 24, the amendment will be debated and then approved or defeated by a majority vote. Therefore, clubs and districts are encouraged to submit any proposed amendments by the first deadline of February 24.
- If a proposer wants to leave an existing provision in place and not change it, an amendment must be offered to change the wording back to its original text.
- All amendment proposals received by either deadline will be reviewed by the Governance Committee and the Kiwanis International Board, and those results will be communicated to clubs.
- Amendments may not be proposed by any party after May 24. Amendments may not be submitted from the floor.
- Amendments to the revision require a majority vote to approve. The final version of the revision, including any amendments that are approved by the House, requires a two-thirds (2/3) vote to adopt.

## QUESTIONS?

If your club has questions, please contact Kiwanis International.

USA and Canada: 1-800-KIWANIS, extension 224 or 411

Worldwide: +1-317-875-8755

Email: [governance@kiwanis.org](mailto:governance@kiwanis.org) or [memberservices@kiwanis.org](mailto:memberservices@kiwanis.org)

## **Kiwanis International Bylaws Modernization Revision**

### **Summary of Key Changes**

The purpose of the Kiwanis International Bylaws Modernization Revision is to adopt a comprehensive update of the bylaws. (This was last conducted more than 30 years ago.) Most of the changes are not significant and do not change the way Kiwanis operates. Rather, they update the text for clarity or to reflect current practice, or they move text to a new location or place it in a new order. Those types of changes are not mentioned in this document. Shown below are revisions that may seem to reflect an actual change of practice in some way.

#### **Club Appeal of Disciplinary Action (Article VII, Section 2)**

An appeal process from a club that has had its charter suspended or revoked will be submitted to the Kiwanis International Board rather than the Kiwanis International convention.

#### **Elimination of Interim Status (Article VIII, Section 5)**

Interim status for members will be eliminated. (This is an at-large type membership that allows members who leave one club but plan to join another club within a year to maintain association with Kiwanis International by payment of a fee. It has legal challenges associated with it and has not been used since its creation in 2000.)

#### **District Governor's Duties (Article IX, Section 8)**

The governor's duties have been reworded, with no change of meaning or implementation.

#### **Kiwanis International Officers' Duties (Article XII)**

The stated duties of Kiwanis International officers have been clarified. The executive director will now be specifically responsible for ensuring that the organization complies with all governmental reporting requirements for finances, taxation, employment and any other areas of operation (as the position currently does).

#### **Kiwanis International Board Voting Details (Article XIII, Section 4)**

The process used by the Kiwanis International Board to conduct business without meeting in person has been simplified and is still in compliance with applicable law.

#### **Kiwanis International Board Responsibilities (Article XIII, Section 6 and new Section 8)**

Wording has been added to state specifically that the Kiwanis International Board has fiduciary responsibility for the organization and is accountable to the membership for the organization's performance. The Board has already been fulfilling these roles, even though they were not stated.

#### **K.I. Council (Article XIV)**

- Council meetings may only be called by the Kiwanis International Board, not by the Executive Committee.
- The way Council may conduct business has been adjusted for occasions on which a physical meeting is not held.
- Council may amend the Kiwanis International Bylaws in nonsubstantive ways under particular conditions, subject to later rescission by the Kiwanis International House of Delegates. This corresponds with Council's existing power regarding the bylaws.

#### **K.I. Convention (Article XV and Article XVII, new Section 3)**

- The determination process for the time and place of conventions has been clarified.
- A provision was added about setting and changing the agenda for special conventions.

- The wording regarding registration fees has been clarified to reflect long-standing practice.
- An option has been added for resolutions presented fewer than 90 days in advance to be considered under specific conditions. This agrees with a similar provision for district conventions.

#### **Announcement of Candidacy for Kiwanis International Offices (Article XVIII, new Section 2a)**

Candidates for Kiwanis International Board offices must announce their candidacies no later than the Kiwanis International convention's opening session, rather than the "the first business session."

#### **Vacancy or Incapacity of International President (Art. XIX, Sec. 1 and new Sec. 8)**

- The options for filling a vacancy in the Kiwanis International presidency was expanded to include the option of selecting a past Kiwanis International president.
- Until the vacancy is filled, the immediate past president would automatically serve as acting president.
- If the immediate past president is unable or unwilling to serve as acting president, the Kiwanis International Board would select a past president to fill that role.
- If the Kiwanis International president is incapacitated and unable to discharge the duties of office, a two-thirds confirmation vote by the board would be required before the office can be declared vacant.

#### **Kiwanis International Board's Authority Regarding an Incomplete Election (Art. XIX, new Sec. 7)**

If the election of a Kiwanis International Board office cannot be completed for any reason, the board may fill the office as a vacancy. This agrees with a similar provision for district boards regarding district officers.

#### **Kiwanis International Committees (Article XX, new Section 1)**

- Standing committees on Membership and Governance will be required. (These committees are already appointed every year.)
- The mandatory composition of some committees was adjusted.
- The Past Presidents Committee may hold additional meetings at the expense of its members.

#### **Kiwanis Administrative Year (Article XXIII, new Section 1)**

The definition of the administrative year (vs. fiscal year) will now be clearly stated, rather than implied.

#### **Best Practices for Accounting and Finances (Article XXIII, new Section 3)**

A provision now states that the organization will adhere to professional practices related to finance and accounting (as it has been doing).

#### **Vote Requirement to Amend the Kiwanis International Bylaws (Article XXVII, new Sections 1, 6, and 7)**

Currently, parts of the Kiwanis International bylaws require a majority vote to amend, while other parts require a two-thirds vote. A two-thirds vote would now be required to amend *any* portion of the Kiwanis International Bylaws. (This is the same vote required to amend the district bylaws or club bylaws.)

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## HOW TO READ THIS DOCUMENT

- Left column: The current provisions of each article and section are shown in the left column.
- Middle column: Amendments are shown in the middle column. Specific wording changes are shown in **blue**. Text to be added is underlined (**underlined**). Text to be deleted is lined-out (**~~lined-out~~**).
- Right column: The final revised text is shown in the right column.
- If an entire paragraph is shown in **blue** in the middle column with no specific changes indicated, the majority of that text has been revised and/or reorganized and specific changes were too numerous and confusing to show. Please review the full paragraph.
- Explanatory comments are shown in ***blue boldface and italics***.
- When old vs. new sections still generally correspond, they are shown directly across from each other in the columns.
- When the order of paragraphs within an article or section were largely revised, they are shown in the right column in their new sequence.

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<b>KIWANIS INTERNATIONAL BYLAWS MODERNIZATION REVISION</b>		
<p><b>ARTICLE I. NAME AND USE OF NAME AND EMBLEM</b></p> <p><b>Section 1.</b> The name of this organization shall be Kiwanis International.</p> <p><b>Section 2.</b> The name, copyrights, 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)</p>	<p><b>ARTICLE I. NAME AND <u>EMBLEM-TRADEMARKS</u></b></p> <p><b>(No change to this Article.)</b></p>	<p><b>ARTICLE 1. NAME AND TRADEMARKS</b></p> <p><b>Section 1.</b> The name of this organization shall be Kiwanis International.</p> <p><b>Section 2.</b> The name, copyrights, 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)</p>
<p><b>ARTICLE II. OBJECTS</b></p> <p><b>Section 1.</b> The Objects of Kiwanis International shall be:</p> <ul style="list-style-type: none"> <li>• To give primacy to the human and spiritual, rather than to the material values of life.</li> <li>• To encourage the daily living of the Golden Rule in all human relationships.</li> <li>• To promote the adoption and the application of higher social, business, and professional standards.</li> <li>• To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.</li> <li>• To provide, through Kiwanis clubs, a practical means to form enduring friendships, to render altruistic service, and to build better communities.</li> <li>• To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness,</li> </ul>	<p><b>ARTICLE II. OBJECTS</b></p> <p><b>(No change to this Article.)</b></p>	<p><b>ARTICLE 2. OBJECTS</b></p> <p><b>Section 1.</b> The Objects of Kiwanis International shall be:</p> <ul style="list-style-type: none"> <li>• To give primacy to the human and spiritual, rather than to the material values of life.</li> <li>• To encourage the daily living of the Golden Rule in all human relationships.</li> <li>• To promote the adoption and the application of higher social, business, and professional standards.</li> <li>• To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.</li> <li>• To provide, through Kiwanis clubs, a practical means to form enduring friendships, to render altruistic service, and to build better communities.</li> <li>• To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness,</li> </ul>

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justice, patriotism, and goodwill.		justice, patriotism, and goodwill.
<p><b>ARTICLE III. POWERS</b></p> <p><b>Section 1.</b> The powers of Kiwanis International shall be:</p> <ul style="list-style-type: none"> <li>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)</li> <li>b. To create, supervise, and control clubs, districts, federations, or other groups of clubs and divisions thereof (affiliates). (6/2016)</li> <li>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)</li> <li>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)</li> </ul>	<p><b>ARTICLE III. POWERS</b></p> <p><b>Section 1.</b> The powers of Kiwanis International shall be:</p> <ul style="list-style-type: none"> <li>a. (No change.)</li> <li>b. To create, supervise, and <del>control</del> <u>govern</u> clubs, districts, <del>federations</del> <u>regions</u>, or other groups of clubs and divisions thereof (affiliates). (6/2016) <i>Comment: Updated terminology for accuracy.</i></li> <li>c. (No change.)</li> <li>d. (No change.)</li> </ul>	<p><b>ARTICLE 3. POWERS</b></p> <p><b>Section 1.</b> The powers of Kiwanis International shall be:</p> <ul style="list-style-type: none"> <li>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)</li> <li>b. To create, supervise, and govern clubs, districts, regions, or other groups of clubs and divisions thereof (affiliates). (6/2016)</li> <li>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)</li> <li>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)</li> </ul>

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<p><b>ARTICLE IV. MEMBERSHIP OF CLUBS IN KIWANIS INTERNATIONAL</b></p> <p><b>Section 1.</b> 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)</p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> 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)</p>	<p><b>ARTICLE IV. <del>MEMBERSHIP OF CLUBS IN KIWANIS INTERNATIONAL</del> <u>MEMBERSHIP</u></b></p> <p><b>Section 1.</b> <u>The membership of</u> Kiwanis International shall consist of Kiwanis clubs which have been <del>accepted</del> <u>approved</u> by the Board of Trustees and chartered in the manner provided in these Bylaws. (7/1988)</p> <p><b>Section 2.</b> (No change.)</p> <p><b>Section 3.</b> (No change.)</p>	<p><b>ARTICLE 4. KIWANIS INTERNATIONAL MEMBERSHIP</b></p> <p><b>Section 1.</b> The membership of Kiwanis International shall consist of Kiwanis clubs which have been approved by the Board of Trustees and chartered in the manner provided in these Bylaws. (7/1988)</p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> 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)</p>

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<p><b>ARTICLE V. ORGANIZING AND CHARTERING OF CLUBS</b></p> <p><b>Section 1.</b> Kiwanis clubs may be built in communities that provide acceptable conditions, and as prescribed in these Bylaws. <i>Comment: Deleted. Both criteria are obvious. The Board would not build clubs where it is not wise to do so, and the Bylaws must always be followed.</i></p> <p><b>Section 2.</b> 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) <i>Comments: Deleted. These concepts are inclusive in new Secs. 1 and 2.</i></p> <p><b>Section 3.</b> 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) <i>Comment: Moved to new Sec. 2.</i></p> <p><b>Section 4.</b> 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) <i>Comment: Moved to new Sec. 2c.</i></p>	<p><b>ARTICLE V. ORGANIZING AND CHARTERING OF CLUBS</b> <i>Comment: This article was largely reorganized and revised for clarity and accuracy. Specific changes are not shown.</i></p> <p><b>Section 1.</b> The organization of a new club shall be approved by Kiwanis International in consultation with the district and completed as instructed by Kiwanis International. (1/2012) <i>Comment: "in consultation with the district" reflects actual practice.</i></p> <p><b>Section 2.</b> Kiwanis International shall grant a charter to each club that meets the following conditions and requirements, subject to approval by the Kiwanis International Board: (7/1988) <i>Comment: Moved here from Sec. 8, and now includes material from other former sections.</i></p> <p>a. Complied with all applicable laws and regulations of local jurisdiction. (1/2012)</p> <p>b. Adopted the Standard Form for Club Bylaws modified only as approved by the Board of Trustees. (6/1989)</p> <p>c. Secured a minimum of fifteen (15) active members or as otherwise determined by the Kiwanis International House of Delegates. (6/2012)</p> <p>d. Elected officers and completed club organization as required by the club bylaws.</p> <p>e. Provided education to the officers and members regarding their roles, duties, and obligations. (7/1998)</p>	<p><b>ARTICLE 5. ORGANIZING AND CHARTERING OF CLUBS</b></p> <p><b>Section 1.</b> The organization of a new club shall be approved by Kiwanis International in consultation with the district and completed as instructed by Kiwanis International. (1/2012)</p> <p><b>Section 2.</b> Kiwanis International shall grant a charter to each club that meets the following conditions and requirements, subject to approval by the Kiwanis International Board: (7/1988)</p> <p>a. Complied with all applicable laws and regulations of local jurisdiction. (1/2012)</p> <p>b. Adopted the Standard Form for Club Bylaws modified only as approved by the Board of Trustees. (6/1989)</p> <p>c. Secured a minimum of fifteen (15) active members or as otherwise determined by the Kiwanis International House of Delegates. (6/2012)</p> <p>d. Elected officers and completed club organization as required by the club bylaws.</p> <p>e. Provided education to the officers and members regarding their roles, duties, and obligations. (7/1998)</p>

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<p><b>Section 5.</b> The organization of a new club shall be approved by Kiwanis International and the district and completed as instructed by Kiwanis International. (1/2012) <i>Comment: Moved to new Sec. 1.</i></p> <p><b>Section 6.</b> 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) <i>Comment: Deleted. Covered by new Sec. 1.</i></p> <p><b>Section 7.</b> 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) <i>Comment: Moved to new Sec. 2.</i></p> <p>a. Complied with all applicable laws and regulations of local jurisdiction. (1/2012)</p> <p>b. Adopted the Standard Form for Club Bylaws, modified only as approved by the Board of Trustees. (6/1989)</p> <p>c. Secured and maintained a charter membership of the required number of active members as established by the Board of Trustees. (6/1989) <i>Comment: "Maintained" is superfluous, since this provision pertains to formation, not ongoing operations.</i></p>	<p>f. Paid the appropriate fee(s) to Kiwanis International and/or the district. (7/2007)</p> <p>g. Complied with the applicable provisions of its district bylaws. (7/2005)</p> <p><i>By the acceptance of its charter, the club agrees to be bound by the Bylaws of Kiwanis International as adopted or amended. (7/1988)</i></p> <p><b>Section 3.</b> <u>If incorporation is the practice in the nation in which the club is located,</u> a club shall incorporate within one (1) year after receiving its charter, subject to the approval of incorporation documents by Kiwanis International, <del>if incorporation is the practice in the nation in which the club is located.</del> A club shall incorporate using only the name designated in its charter. (7/1988) <i>Comment: Moved here from Sec. 8, with wording adjusted for clarity. Incorporation has been required for many years.</i></p>	<p>f. Paid the appropriate fees to Kiwanis International and/or the district. (7/2007)</p> <p>g. Complied with the applicable provisions of its district bylaws. (7/2005)</p> <p>By the acceptance of its charter, the club agrees to be bound by the Bylaws of Kiwanis International as adopted or amended. (7/1988)</p> <p><b>Section 3.</b> If incorporation is the practice in the nation in which the club is located, a club shall incorporate within one (1) year after receiving its charter, subject to the approval of incorporation documents by Kiwanis International. A club shall incorporate using only the name designated in its charter. (7/1988)</p>

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<p>d. Elected officers, appointed committees, and completed club organization as required by the club bylaws. <i>Comment: Deleted. Committees occur after chartering, not during.</i></p> <p>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)</p> <p>f. Complied with the applicable provisions of its district bylaws. (7/2005)</p> <p>g. Maintained all standard practices and principles for clubs as determined by the Board of Trustees. <i>Comment: Standard practices and principles are codified in the club bylaws and policies. Clubs cannot “maintain” practices and principles when they’re just starting.</i></p> <p><b>Section 8.</b> 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) <i>Comment: Moved to new Sec. 3, and revised.</i></p>		
<p><b>ARTICLE VI. CLUB OPERATIONS</b></p> <p><b>Section 1.</b> 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</p>	<p><b>ARTICLE VI. CLUB OPERATIONS</b></p> <p><b>Section 1.</b> 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</p>	<p><b>ARTICLE 6. CLUB OPERATIONS</b></p> <p><b>Section 1.</b> 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</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>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)</p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> A club shall not use any name except that designated in its charter.</p> <p><b>Section 4.</b> 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)</p> <p><b>Section 5.</b> 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) <i>Comment: This has been revised and broadened per current practice.</i></p>	<p>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 <del>such as</del> <u>are</u> prescribed in the club bylaws. (6/2015)</p> <p><b>Section 2.</b> The basic standing committees of a club and their duties shall be prescribed by Kiwanis International. <del>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.</del> <u>A club may also have additional standing committees and appoint special committees as provided in its bylaws.</u> (6/1996)</p> <p><b>Section 3.</b> (No change.)</p> <p><b>Section 4.</b> A club shall hold at least one (1) regularly scheduled meeting <u>of the membership</u> each month on such day and at such place as shall be determined by the board of directors. A club may hold such other <u>membership</u> meetings as the board of directors or membership may desire. (6/2015)</p> <p><b>Section 5.</b> <del>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.</del> <u>Subject to laws of local jurisdiction:</u></p> <p><u>a. Club members and club boards may meet and conduct business by any method that</u></p>	<p>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 prescribed in the club bylaws. (6/2015)</p> <p><b>Section 2.</b> The basic standing committees of a club and their duties shall be prescribed by Kiwanis International. A club may also have additional standing committees and appoint special committees as provided in its bylaws. (6/1996)</p> <p><b>Section 3.</b> A club shall not use any name except that designated in its charter.</p> <p><b>Section 4.</b> A club shall hold at least one (1) regularly scheduled meeting of the membership each month on such day and at such place as shall be determined by the board of directors. A club may hold such other membership meetings as the board of directors or membership may desire. (6/2015)</p> <p><b>Section 5.</b> Subject to laws of local jurisdiction:</p> <p><b>a.</b> Club members and club boards may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as otherwise allowed by law.</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 6.</b> 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)</p> <p><b>Section 7.</b> 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)</p> <p><b>Section 8.</b> The administrative and fiscal year of all clubs shall begin on October 1 of each year.</p>	<p><u>allows all participants to simultaneously communicate with each other or as otherwise allowed by law.</u>  <i>Comment: Clubs already have this option in the Standard Form for Club Bylaws. It should also be stated in the K.I. Bylaws.</i></p> <p><u>b. Clubs may conduct elections via electronic means. (6/2008)</u></p> <p><b>Section 6.</b> 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, <del>or until their successors are duly elected and qualified.</del> The directors shall serve for the term prescribed in the club bylaws <del>or until their successors are duly elected and qualified.</del> The terms of the officers and directors shall begin on October 1 <u>and end on September 30 of the following year.</u> (1/2012)  <i>Comment: Officers and directors only serve until the end of their term on Sept. 30. Their successors are elected months before that. And there are no post-election qualifications. (This language does not exist in the Standard Form for Club Bylaws, so no change is needed there.)</i></p> <p><b>Section 7.</b> 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 <u>administrative</u> year. (7/1998)</p> <p><b>Section 8.</b> (No change.)</p>	<p><b>b.</b> Clubs may conduct elections via electronic means. (6/2008)</p> <p><b>Section 6.</b> 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. The directors shall serve for the term prescribed in the club bylaws. The terms of the officers and directors shall begin on October 1 and end on September 30 of the following year. (1/2012)</p> <p><b>Section 7.</b> 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 administrative year. (7/1998)</p> <p><b>Section 8.</b> The administrative and fiscal year of all clubs shall begin on October 1 of each year.</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 9.</b> A club shall submit to Kiwanis International such reports as required by the Board of Trustees. (6/2009)</p> <p><b>Section 10. Club use of Kiwanis Name and Marks</b></p> <p>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)</p> <p>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)</p>	<p><b>Section 9. Section 9.</b> A club shall submit to Kiwanis International such reports as required by the <a href="#">Kiwanis International</a> Board of Trustees. (6/2009)</p> <p><b>Section 10.</b> (No change.)</p> <p><b>Section 11.</b> <a href="#">Club activities must comply with all applicable laws and regulations. No club shall, by any of its actions, activities, or omissions, impugn the good name of Kiwanis. Clubs shall not solicit or express any opinion or take any action regarding</a></p>	<p><b>Section 9.</b> A club shall submit to Kiwanis International such reports as required by the Kiwanis International Board of Trustees. (6/2009)</p> <p><b>Section 10. Club use of Kiwanis Name and Marks</b></p> <p>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)</p> <p>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)</p> <p><b>Section 11.</b> Club activities must comply with all applicable laws and regulations. No club shall, by any of its actions, activities, or omissions, impugn the good name of Kiwanis. Clubs shall not solicit or express any opinion or take any action regarding</p>

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	<p><a href="#">any candidate, legislation, or other matters of a political nature. (1/2012)</a>  <i>Comment: Moved here from Art. VII, Secs. 4 and 5, merged and adjusted.</i></p>	<p>any candidate, legislation, or other matters of a political nature. (1/2012)</p>
<p><b>ARTICLE VII. DISCIPLINE OF CLUBS</b></p> <p><b>Section 1.</b> 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)  <i>Comment: Moved to new Sec. 2.</i></p> <p><b>Section 2.</b>  <i>Comment: Merged into new Sec. 2.</i></p> <p>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)  <i>Comments: Secs. 1 and 2a were partly redundant, so Sec. 2a was merged into new Sec. 1. This requires a 2/3 vote of the Board, which is a stronger vote than needed for lack of payment.</i></p>	<p><b>ARTICLE VII. DISCIPLINE OF CLUBS</b>  <i>Comment: This article was largely reorganized and revised for clarity and accuracy.</i></p> <p><b>Section 1. <a href="#">Noncompliance for indebtedness</a></b></p> <p>Any club more than sixty (60) days in arrears for any indebtedness to Kiwanis International or for any annual dues to a district or region shall not be considered "in good standing" and may have its charter and its membership <a href="#">in Kiwanis International</a> suspended or revoked or may be otherwise disciplined by <a href="#">a majority vote of the Kiwanis International Board of Trustees.</a> <del>The Board of Trustees may restore such club to membership in Kiwanis International upon the payment of its indebtedness.</del> <a href="#">Any club that pays its outstanding financial obligations without other compliance issues pending shall be automatically returned to membership in Kiwanis International and "good standing" status.</a> (6/1989)  <i>Comment: This was formerly Sec. 3, revised. Automatic reinstatement to good standing status without specific Board action reflects current practice.</i></p> <p><b>Section 2. <a href="#">Noncompliance for other conditions</a></b>  <i>Comment: This merges former Sec. 2 into Sec. 1, and revised per current practice.</i></p> <p>a. Any <del>member</del> club that fails to comply with the provisions of these Bylaws or <del>to</del> <a href="#">with</a> the accepted standards for clubs <a href="#">for reasons other than indebtedness</a> may have</p>	<p><b>ARTICLE 7. DISCIPLINE OF CLUBS</b></p> <p><b>Section 1. Noncompliance for indebtedness</b></p> <p>Any club more than sixty (60) days in arrears for any indebtedness to Kiwanis International or for any annual dues to a district or region shall not be considered "in good standing" and may have its charter and its membership in Kiwanis International suspended or revoked or may be otherwise disciplined by a majority vote of the Kiwanis International Board of Trustees. Any club that pays its outstanding financial obligations without other compliance issues pending shall be automatically returned to membership in Kiwanis International and "good standing" status. (6/1989)</p> <p><b>Section 2. Noncompliance for other conditions</b></p> <p>a. Any club that fails to comply with the provisions of these Bylaws or with the accepted standards for clubs for reasons other than indebtedness may have its</p>

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<p>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)</p> <p><i>Comment: Processes similar to b-d will remain in effect, but will be moved to procedures. This level of administrative detail does not belong in the bylaws.</i></p> <p>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)</p> <p>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)</p> <p>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)</p> <p><i>Comment: Allowing appeals by convention action is impractical and may allow a “populist” opinion to override an important risk management decision.</i></p>	<p>its charter and its membership in Kiwanis International suspended or revoked or may be otherwise disciplined by a two-thirds (2/3) vote of the entire <a href="#">Kiwanis International</a> Board of Trustees. <a href="#">Such club shall be notified within 15 days of any such action and shall have the right to a hearing before the Board of Trustees, if desired, within ninety (90) days.</a></p> <p>b. <a href="#">Any club that returns to compliance with these Bylaws and the accepted standards for clubs may have its charter and membership in Kiwanis International reinstated by the Kiwanis International Board and such club shall be considered in good standing.</a> (7/1998)</p> <p>c. <del>Upon final determination of revocation of the charter, if the club’s charter is revoked</del> and if the club is incorporated, said corporation shall be dissolved <a href="#">by the club</a> in accordance with local statutes. <del>or, in the event</del> <a href="#">If</a> the corporation is not dissolved by the club within one hundred and twenty (120) days, Kiwanis International has the right to <del>petition and</del> obtain proper orders of dissolution. (6/1989)</p> <p><b><a href="#">Section 3. Rights and Privileges</a></b></p> <p><a href="#">A club whose charter has been revoked ceases to be a Kiwanis club at that time and shall lose all rights and privileges until or unless the club’s charter and membership in Kiwanis International is reinstated by a majority vote of the Kiwanis International Board.</a></p> <p><i>Comment: This concept was stated in procedures</i></p>	<p>charter and its membership in Kiwanis International suspended or revoked or may be otherwise disciplined by a two-thirds (2/3) vote of the entire Kiwanis International Board of Trustees. Such club shall be notified within 15 days of any such action and shall have the right to a hearing before the Board of Trustees, if desired, within ninety (90) days.</p> <p>b. Any club that returns to compliance with these Bylaws and the accepted standards for clubs may have its charter and membership in Kiwanis International reinstated by the Kiwanis International Board and such club shall be considered in good standing. (7/1998)</p> <p>c. If the club’s charter is revoked and if the club is incorporated, said corporation shall be dissolved by the club in accordance with local statutes. If the corporation is not dissolved by the club within one hundred and twenty (120) days, Kiwanis International has the right to obtain proper orders of dissolution. (6/1989)</p> <p><b>Section 3. Rights and Privileges</b></p> <p>A club whose charter has been revoked ceases to be a Kiwanis club at that time and shall lose all rights and privileges until or unless the club’s charter and membership in Kiwanis International is reinstated by a majority vote of the Kiwanis International Board.</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>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)</p> <p><b>Section 3.</b> 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)</p> <p><i>Comment: Moved to new Sec. 1, and revised.</i></p> <p><b>Section 4.</b> 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) <i>(See also Interpretations.)</i></p> <p><i>Comment: Deleted first sentence since clubs must comply with local law, which would also cover lotteries and raffles, etc. Remaining concepts moved to Art. VI as part of new Sec. 11.</i></p>	<p><i>but belongs in the bylaws.</i></p>	

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 5.</b> 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)  <i>Comment: This concept moved to Art. VI as part of new Sec. 11.</i></p>		
<p><b>ARTICLE VIII. CLUB MEMBERS</b></p> <p><b>Section 1.</b> 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) <i>(See also Interpretations.)</i></p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> Any club member in good standing shall be entitled to wear the emblem and/or other insignia of Kiwanis. (6/2012)</p>	<p><b>ARTICLE VIII. CLUB MEMBERS</b></p> <p><b>Section 1.</b> The members of a club should represent the diversity <del>in</del> <u>of</u> 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 <del>individual</del> <u>(1) person</u> 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) <i>(See also Interpretations.)</i>  <i>Comment: Makes terminology consistent.</i></p> <p><b>Section 2.</b> Kiwanis International shall consider all members in a club to be active <del>(regular)</del> members. A club may designate additional membership types in its policies with privileges and obligations defined therein; however, Kiwanis International recognizes only active <del>(regular)</del> members. (6/2012)  <i>Comment: Active members is the official designation.</i></p> <p><del><b>Section 3.</b> Any club member in good standing shall be entitled to wear the emblem and/or other insignia of Kiwanis. (6/2012)</del></p>	<p><b>ARTICLE 8. CLUB MEMBERS</b></p> <p><b>Section 1.</b> The members of a club should represent the diversity of 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 (1) person 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) <i>(See also Interpretations.)</i></p> <p><b>Section 2.</b> Kiwanis International shall consider all members in a club to be active members. A club may designate additional membership types in its policies with privileges and obligations defined therein; however, Kiwanis International recognizes only active members. (6/2012)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><i>Comment: Deleted. Concept is covered in the club bylaws.</i></p> <p><b>Section 4.</b> Members Who Belong to More Than One Club</p> <p>a. A member may hold membership in more than one (1) club. (6/2015)</p> <p>b. Members who belong to more than one (1) club: (6/2000)</p> <p>(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)</p> <p>(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)</p> <p>(3) May hold any type of membership offered by the respective clubs. (6/2012)</p> <p>(4) May represent only one club for voting purposes at district or International functions. (6/2000)</p> <p><b>Section 5.</b> Interim Status <i>Comment: Delete. This ‘status’ is problematic in several ways and has never been utilized since its adoption.</i></p>	<p><b>Section 3.</b> Members Who Belong to More Than One <u>Kiwanis</u> Club</p> <p>a. A member may hold membership in more than one (1) <u>Kiwanis</u> club. (6/2015)</p> <p>b. Members who belong to more than one (1) club: (6/2000)</p> <p>(1) Shall pay all mandatory dues and fees to each club (and to each district and <u>federation region</u>, if applicable) and to Kiwanis International <del>and shall be eligible for Kiwanis International life member status in only one (1) club.</del> (6/2000) <i>Comment: Removed redundancy with new Sec. 4a.</i></p> <p>(2) Shall designate which club is their primary club. <u>Kiwanis International</u> life member status eligibility and subscription to official publications shall be based on the member’s primary club. (6/2012)</p> <p>(3) May hold any type of membership offered by the respective clubs. (6/2012)</p> <p>(4) May represent only one club for voting purposes at district or International functions. (6/2000)</p> <p><del><b>Section 5.</b> Interim Status</del></p>	<p><b>Section 3.</b> Members Who Belong to More Than One Kiwanis Club</p> <p>a. A member may hold membership in more than one (1) Kiwanis club. (6/2015)</p> <p>b. Members who belong to more than one (1) club: (6/2000)</p> <p>(1) Shall pay all mandatory dues and fees to each club (and to each district and region, if applicable) and to Kiwanis International. (6/2000)</p> <p>(2) Shall designate which club is their primary club. Kiwanis International life member status eligibility and subscription to official publications shall be based on the member’s primary club. (6/2012)</p> <p>(3) May hold any type of membership offered by the respective clubs. (6/2012)</p> <p>(4) May represent only one club for voting purposes at district or International functions. (6/2000)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>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)</p> <p>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)</p> <p>c. The fee for interim status shall be the amount of annual International dues (and fees, if applicable), payable upon application. (6/2000)</p> <p>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)</p> <p>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)</p>	<p><del>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)</del></p> <p><del>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)</del></p> <p><del>c. The fee for interim status shall be the amount of annual International dues (and fees, if applicable), payable upon application. (6/2000)</del></p> <p><del>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)</del></p> <p><del>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)</del></p>	
<p><b>Section 6.</b> Life Member Status</p> <p>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)</p> <p>b. Upon attaining life member status, the member's club is thereby relieved of any</p>	<p><b>Section 4.</b> Life Member Status</p> <p>a. Any Kiwanis club member may be granted life member status <u>with Kiwanis International</u> <del>or upon</del> a one-time payment of a fee of fifteen (15) times the annual <u>Kiwanis</u> International dues <del>as prescribed herein at the time of payment. A club member may have life member status with only one (1) club.</del> (6/2015) <i>Comment: Clarification of current practice.</i></p> <p>b. Upon attaining life member status, the member's club is <del>thereby</del> relieved of any</p>	<p><b>Section 4.</b> Life Member Status</p> <p>a. Any Kiwanis club member may be granted life member status with Kiwanis International upon a one-time payment of a fee of fifteen (15) times the annual Kiwanis International dues at the time of payment. A club member may have life member status with only one (1) club. (6/2015)</p> <p>b. Upon attaining life member status, the member's club is relieved of any further dues</p>

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<p>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)</p> <p>c. Life member status shall be in force only during the time the member also is a member of an affiliated club. (6/1989)</p> <p>d. The quota of life memberships available in any administrative year shall be determined by the Board of Trustees of Kiwanis International. (6/1989) <i>Comment: Deleted. An annual quota or limit is not needed.</i></p> <p><b>Section 7.</b> Election of Members</p> <p>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)</p> <p>b. The election of honorary members in any club shall be as provided in club policy. (1/2012) <i>Comment: Deleted. Honorary membership is no longer defined by Kiwanis International.</i></p>	<p>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)</p> <p>c. Life member status <u>shall apply to the member, regardless of club, and</u> shall be in force only during the time the member also is a member of <u>an affiliated a chartered</u> club. (6/1989) <i>Comment: Clarification of current practice.</i></p> <p><del>d. The quota of life memberships available in any administrative year shall be determined by the Board of Trustees of Kiwanis International. (6/1989)</del></p> <p><b>Section 5.</b> Election of Members.</p> <p><del>a. Qualified</del> Prospective <u>active</u> members may be admitted to membership <u>only</u> by invitation or by transfer from <u>an active another Kiwanis</u> club by a majority vote of the club board or membership. (1/2012) <i>Comment: Slight adjustments only.</i></p> <p><del>b. The election of honorary members in any club shall be as provided in club policy. (1/2012)</del></p>	<p>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)</p> <p>c. Life member status shall apply to the member, regardless of club, and shall be in force only during the time the member also is a member of a chartered club. (6/1989)</p> <p><b>Section 5.</b> Election of Members.</p> <p>Prospective members may be admitted to membership by invitation or by transfer from another Kiwanis club by a majority vote of the club board or membership. (1/2012)</p>

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<p><b>Section 8.</b> Discipline of Members of the Kiwanis Family</p> <p>a. The general discipline of members in any club shall be as provided in the Standard Form for Club Bylaws. (6/2012)</p> <p>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)</p> <p>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)</p> <p>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)</p> <p><b>Section 9.</b> Depraved or Unacceptable Behavior in Relation to Children or Youth</p> <p>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</p>	<p><b>Section 6.</b> Discipline of Members of the Kiwanis Family</p> <p>a. The general discipline of members in any <u>Kiwanis</u> club shall be as provided in the Standard Form for Club Bylaws. (6/2012)</p> <p>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 <del>as defined</del> <u>determined</u> by the Kiwanis International Board. (6/2012)</p> <p>c. <u>In cases of conduct unbecoming</u>, a member of the Kiwanis family, <del>in cases of conduct unbecoming</del>, is defined as members of Kiwanis clubs, Aktion Clubs, Circle K clubs, and Key Clubs. (6/2012)</p> <p>d. A club shall discipline any member, <del>and or</del>, 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)</p> <p><b>Section 7.</b> (No change to former Sec. 9.)</p>	<p><b>Section 6.</b> Discipline of Members of the Kiwanis Family</p> <p>a. The general discipline of members in any Kiwanis club shall be as provided in the Standard Form for Club Bylaws. (6/2012)</p> <p>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 determined by the Kiwanis International Board. (6/2012)</p> <p>c. In cases of conduct unbecoming, a member of the Kiwanis family is defined as members of Kiwanis clubs, Aktion Clubs, Circle K clubs, and Key Clubs. (6/2012)</p> <p>d. A club shall discipline any member, or, 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)</p> <p><b>Section 7.</b> Depraved or Unacceptable Behavior in Relation to Children or Youth</p> <p>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</p>

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<p>and to Kiwanis International. (7/2014)</p> <p>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)</p> <p>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)</p> <p><b>Section 10.</b> 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)</p>	<p><b>Section 8.</b> (No change to former Sec. 10.)</p>	<p>and to Kiwanis International. (7/2014)</p> <p>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)</p> <p>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)</p> <p><b>Section 8.</b> 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)</p>
<p><b>ARTICLE IX. DISTRICTS</b></p> <p><b>Section 1.</b> 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)</p> <p><b>Section 2.</b> 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</p>	<p><b>ARTICLE IX. DISTRICTS</b></p> <p><b>Section 1.</b> (No change.)</p> <p><b>Section 2.</b> 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 <del>federations, districts, and clubs</del> <u>clubs</u>,</p>	<p><b>ARTICLE 9. DISTRICTS</b></p> <p><b>Section 1.</b> 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)</p> <p><b>Section 2.</b> 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 clubs, districts, and regions. Within the</p>

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<p>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)</p> <p><b>Section 3.</b> 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)</p> <p>The officers of the district may also include:</p> <ul style="list-style-type: none"> <li>• A vice-governor, whose occupant shall normally succeed to the offices of governor and governor-elect.</li> <li>• Any positions required by applicable laws.</li> <li>• 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.</li> </ul> <p>(7/2014)</p>	<p><u>districts, and regions</u>. Within the next thirty (30) days after such notice, a <del>federation, district, or club</del> <u>club, district, or region</u> may submit a written statement of support or protest and/or may request that a hearing be held before the Board of Trustees <u>during no later than</u> 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 <del>federations, districts, and clubs</del> <u>clubs, districts, and regions</u>. 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)</p> <p><i>Comment: Updated and clarified terminology.</i></p> <p><b>Section 3.</b> 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. <del>There may be an acting governor appointed as provided in these Bylaws.</del> (7/2014)</p> <p><i>Comment: Deleted. Covered in the Standard Form for District Bylaws.</i></p> <p>(No change to second paragraph.)</p>	<p>next thirty (30) days after such notice, a club, district, or region may submit a written statement of support or protest and/or may request that a hearing be held before the Board of Trustees no later than 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 clubs, districts, and regions. 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)</p> <p><b>Section 3.</b> 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. (7/2014)</p> <p>The officers of the district may also include:</p> <ul style="list-style-type: none"> <li>• A vice-governor, whose occupant shall normally succeed to the offices of governor and governor-elect.</li> <li>• Any positions required by applicable laws.</li> <li>• 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.</li> </ul> <p>(7/2014)</p>

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<p><b>Section 4.</b> 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)</p> <p><b>Section 5.</b> 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)</p> <p>The district board may also include:</p> <ul style="list-style-type: none"> <li>• The vice-governor, if the district has one.</li> <li>• Any positions required by applicable laws.</li> <li>• 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.</li> </ul> <p>(7/2014)</p> <p>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</p>	<p><b>Section 4.</b> 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 <del>clear</del>-satisfactory criminal history background check conducted and verified by Kiwanis International. (6/2022)</p> <p><i>Comment: A background check need not be entirely clear to be acceptable. "Satisfactory" is a more accurate term.</i></p> <p><b>Section 5.</b> (No change to first or second paragraphs.)</p> <p><del>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</del></p>	<p><b>Section 4.</b> 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 satisfactory criminal history background check conducted and verified by Kiwanis International. (6/2022)</p> <p><b>Section 5.</b> 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)</p> <p>The district board may also include:</p> <ul style="list-style-type: none"> <li>• The vice-governor, if the district has one.</li> <li>• Any positions required by applicable laws.</li> <li>• 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.</li> </ul> <p>(7/2014)</p>

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<p>district governor. (7/2014)  <i>Comment: Deleted. Covered in the Standard Form for District Bylaws.</i></p> <p><b>Section 6.</b> District officers shall be elected in the following manner, as specifically provided in the district bylaws: (6/2010)</p> <p>a. The district governor, governor-elect, and vice-governor (if any) shall be elected at the annual district convention. (6/2010)</p> <p>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)</p> <p>c. The district secretary and district treasurer may be either elected or appointed. (6/2010)</p> <p>d. The secretary and the treasurer may be the same member, but no other offices shall be held by the same member. (6/2015)</p> <p><b>Section 7.</b> 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)</p> <p>a. Each lieutenant governor shall serve for a term of up to two (2) years. (7/2014)</p> <p>b. Each district trustee shall serve for a term of up to three (3) years. (7/2014)</p>	<p><del>district governor. (7/2014)</del></p> <p><b>Section 6.</b> (No change.)</p> <p><b>Section 7.</b> Officer terms shall be generally as follows, as specifically provided in the district bylaws, <del>or until said officer's successor shall be duly elected and qualified.</del> The terms of all district officers shall begin on October 1 <u>and end on September 30 of the following year.</u> (6/2010)  <i>Comment: Officers only serve until the end of their term on Sept. 30. Their successors are elected months before that. And there are no post-election qualifications.</i></p> <p>(No change to subsecs. a, b, or c.)</p>	<p><b>Section 6.</b> District officers shall be elected in the following manner, as specifically provided in the district bylaws: (6/2010)</p> <p>a. The district governor, governor-elect, and vice-governor (if any) shall be elected at the annual district convention. (6/2010)</p> <p>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)</p> <p>c. The district secretary and district treasurer may be either elected or appointed. (6/2010)</p> <p>d. The secretary and the treasurer may be the same member, but no other offices shall be held by the same member. (6/2015)</p> <p><b>Section 7.</b> Officer terms shall be generally as follows, as specifically provided in the district bylaws. The terms of all district officers shall begin on October 1 and end on September 30 of the following year. (6/2010)</p> <p>a. Each lieutenant governor shall serve for a term of up to two (2) years. (7/2014)</p> <p>b. Each district trustee shall serve for a term of up to three (3) years. (7/2014)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>c. All other officers shall serve a term of one (1) year, unless otherwise specified in the district bylaws. (7/2014)</p> <p><b>Section 8.</b> 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 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)</p> <p><b>Section 9.</b> The duties of other district officers and of the district board shall be as prescribed in the district bylaws.</p> <p><b>Section 10.</b> 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</p>	<p><b>Section 8.</b> <del>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.</del> <u>Governors shall serve as the chief elected officer of the district, under the direction and supervision of the Kiwanis International Board of Trustees.</u> <del>Additionally,</del> The district governor, the governor-elect, and the vice-governor (if any) shall perform such duties and responsibilities as <del>are currently</del> prescribed <del>or as may be amended</del> in these Bylaws, <u>the</u> Kiwanis International Board Policies and Procedures, and the district bylaws. (6/2022)  <i>Comment: This language more accurately reflects their role and agrees with the Standard Form for District Bylaws.</i></p> <p><b>Section 9.</b> The duties of other district officers and of the district board shall be <del>as</del> prescribed in the district bylaws.</p> <p><b>Section 10.</b> 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 <del>not</del> become effective <del>on</del> <u>before</u> 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</p>	<p>c. All other officers shall serve a term of one (1) year, unless otherwise specified in the district bylaws. (7/2014)</p> <p><b>Section 8.</b> Governors shall serve as the chief elected officer of the district, under the direction and supervision of the Kiwanis International Board of Trustees. The district governor, the governor-elect, and the vice-governor (if any) shall perform such duties and responsibilities as prescribed in these Bylaws, the Kiwanis International Board Policies and Procedures, and the district bylaws. (6/2022)</p> <p><b>Section 9.</b> The duties of other district officers and of the district board shall be prescribed in the district bylaws.</p> <p><b>Section 10.</b> 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 not become effective before 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</p>

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<p>and of any special meeting at least three (3) days in advance. (7/2014)</p> <p><b>Section 11.</b> 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)</p> <p><b>Section 12.</b> 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</p>	<p>advance and of any special meeting at least three (3) days in advance. (7/2014)</p> <p><b>Section 11.</b> 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 <u>district</u> 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)</p> <p><b>Section 12.</b> (No change.)</p>	<p>and of any special meeting at least three (3) days in advance. (7/2014)</p> <p><b>Section 11.</b> 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 district 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)</p> <p><b>Section 12.</b> 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</p>

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<p>convention. (6/2015)</p> <p><b>Section 13.</b> 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)</p> <p><b>Section 14.</b> 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)</p> <p><b>Section 15.</b> 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)</p> <p><b>Section 16.</b> 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)</p> <p><b>Section 17.</b> The Board of Trustees, if practicable, may assign an official representative to attend the</p>	<p><b>Section 13.</b> 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 <del>are</del> 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)</p> <p><b>Section 14.</b> 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, <del>as adopted or amended.</del> 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)</p> <p><b>Section 15.</b> (No change.)</p> <p><b>Section 16.</b> (No change.)</p> <p><del><b>Section 17.</b> The Board of Trustees, if practicable, may assign an official representative to attend the</del></p>	<p>convention. (6/2015)</p> <p><b>Section 13.</b> 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 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)</p> <p><b>Section 14.</b> 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. 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)</p> <p><b>Section 15.</b> 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)</p> <p><b>Section 16.</b> 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)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>convention of each district. (6/1989)  <i>Comment: Deleted. As a “may” clause, it is permitted, even if not stated.</i></p> <p><b>Section 18.</b> 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)</p> <p><b>Section 19.</b> Districts may incorporate in the same manner and upon the same conditions provided for clubs. (7/1988)</p> <p><b>Section 20.</b> The administrative and fiscal year of all districts shall begin on October 1 of each year.</p> <p><b>Section 21.</b> All districts must comply with all governmental reporting requirements for finances, taxation, employment and any other areas of</p>	<p><del>convention of each district. (6/1989)</del></p> <p><b>Section 17.</b> Each club within the <u>territorial limits boundaries</u> of a Kiwanis district <del>and in good standing as defined by Kiwanis International</del> shall be a member of said district, <del>so long as such club continues to comply with these Bylaws and the district bylaws.</del> <u>All clubs in good standing as defined by Kiwanis International, which includes compliance with the district bylaws, shall be entitled to the rights and privileges of district membership.</u> (7/2014)  <i>Comment: This clarifies district membership of clubs due to geographic location vs. their rights and privileges related to good standing.</i></p> <p><b>Section 18.</b> <del>Districts may incorporate in the same manner and upon the same conditions provided for clubs.</del> <u>If incorporation is the practice in the nation(s) in which the district is located, a district shall incorporate subject to the approval of incorporation documents by Kiwanis International within one year of formation. A district shall incorporate using only the name designated by Kiwanis International. The district shall agree, as a condition precedent to incorporation, that it will, as an incorporated body, abide by the Bylaws of Kiwanis International.</u> (7/1988)  <i>Comment: Incorporation is required whenever possible.</i></p> <p><b>Section 19.</b> (No change to former Sec. 20.)</p> <p><b>Section 20.</b> (No change to former Sec. 21.)</p>	<p><b>Section 17.</b> Each club within the boundaries of a Kiwanis district shall be a member of said district. All clubs in good standing as defined by Kiwanis International, which includes compliance with the district bylaws, shall be entitled to the rights and privileges of district membership. (7/2014)</p> <p><b>Section 18.</b> If incorporation is the practice in the nation(s) in which the district is located, a district shall incorporate subject to the approval of incorporation documents by Kiwanis International within one year of formation. A district shall incorporate using only the name designated by Kiwanis International. The district shall agree, as a condition precedent to incorporation, that it will, as an incorporated body, abide by the Bylaws of Kiwanis International. (7/1988)</p> <p><b>Section 19.</b> The administrative and fiscal year of all districts shall begin on October 1 of each year.</p> <p><b>Section 20.</b> All districts must comply with all governmental reporting requirements for finances, taxation, employment and any other areas of</p>

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<p>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)</p>		<p>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)</p>
<p><b>ARTICLE X. AFFILIATES AND SUBSIDIARIES</b> (Rev. 6/2016)</p> <p><b>Section 1.</b> 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)</p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> The Kiwanis International Board may adjust the amount of Kiwanis International dues</p>	<p><b>ARTICLE X. AFFILIATES AND SUBSIDIARIES</b> (Rev. 6/2016)</p> <p><b>Section 1.</b> The legal structure and operations of each <u>entity affiliate and subsidiary</u> 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) <i>Comment: Adjusting for clarity, with no change to meaning.</i></p> <p><b>Section 2.</b> (No change.)</p> <p><b>Section 3.</b> (No change.)</p> <p><b>Section 4.</b> (No change.)</p>	<p><b>ARTICLE 10. AFFILIATES AND SUBSIDIARIES</b> (Rev. 6/2016)</p> <p><b>Section 1.</b> The legal structure and operations of each affiliate and subsidiary 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)</p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> The Kiwanis International Board may adjust the amount of Kiwanis International dues</p>

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<p>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)</p> <p><b>Section 5.</b> 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)</p>	<p><b>Section 5.</b> (No change.)</p>	<p>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)</p> <p><b>Section 5.</b> 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)</p>
	<p><b>ARTICLE XI. REGIONS</b>  <i>Comment: Moved here from Art. XIII, Sec. 1b. Regions are used more broadly in Kiwanis than just the election of Kiwanis International trustees.</i></p> <p><b>Section 1.</b> <u>Kiwanis International shall be divided into seven (7) regions. Each region shall be defined by the Kiwanis International Board.</u></p> <ul style="list-style-type: none"> <li>• <a href="#">Africa</a></li> <li>• <a href="#">Asia-Pacific</a></li> <li>• <a href="#">Canada and Caribbean</a></li> <li>• <a href="#">Europe</a></li> <li>• <a href="#">Latin America</a></li> <li>• <a href="#">Middle East</a></li> <li>• <a href="#">United States and Pacific Canada</a></li> </ul>	<p><b>ARTICLE 11. REGIONS</b></p> <p><b>Section 1.</b> Kiwanis International shall be divided into seven (7) regions. Each region shall be defined by the Kiwanis International Board.</p> <ul style="list-style-type: none"> <li>• Africa</li> <li>• Asia-Pacific</li> <li>• Canada and Caribbean</li> <li>• Europe</li> <li>• Latin America</li> <li>• Middle East</li> <li>• United States and Pacific Canada</li> </ul>
<p><b>ARTICLE XI. OFFICERS</b></p> <p><b>Section 1.</b> The officers of Kiwanis International shall be a President, President-Elect, Immediate Past President, Vice-President, and Executive Director. The authority and duty of each officer shall be such as are defined in these Bylaws. The Board may also create, appoint, and define the</p>	<p><b>ARTICLE <del>XI</del> XII. OFFICERS</b></p> <p><b>Section 1.</b> The officers of Kiwanis International shall be a President, President-Elect, Immediate Past President, Vice-President, and Executive Director. <del>The authority and duty of each officer shall be such as are defined in these Bylaws.</del> The Board may also create, appoint, and define the</p>	<p><b>ARTICLE 12. OFFICERS</b></p> <p><b>Section 1.</b> The officers of Kiwanis International shall be a President, President-Elect, Immediate Past President, Vice-President, and Executive Director. The Board may also create, appoint, and define the duties of such other officers and agents it seems advisable. (6/2022)</p>

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<p>duties of such other officers and agents it seems advisable. (6/2022)</p> <p><b>Section 2.</b> The administrative year of the officers and trustees of Kiwanis International shall begin on October 1 of each year. (6/2022) <i>Comment: Moved to new Sec. 7, and revised.</i></p> <p><b>Section 3.</b> Each elected officer and trustee 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 hold any district or regional office. (6/2022)</p> <p><b>Section 4.</b> 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)</p> <p><b>Section 5.</b> The Board of Trustees shall appoint and determine the salary of the Executive Director. (6/2022)</p> <p><b>Section 6.</b> The President, President-Elect, and Vice-President shall be elected at the annual</p>	<p>duties of such other officers and agents it seems advisable. (6/2022) <i>Comment: This statement is not needed in order to be valid.</i></p> <p><b>Section 2.</b> Each elected officer and trustee 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 <del>clear</del>-satisfactory criminal history background check conducted and verified by Kiwanis International. <u>In order to occupy the office of President, President-elect, or Vice-President, the member must have served two (2) years as Trustee.</u> No person shall simultaneously serve as an officer and a trustee nor shall an officer or trustee hold any district or regional office. (6/2022) <i>Comment: This moves information from Sec. 6 here so that all requirements are in one place.</i></p> <p><b>Section 3.</b> (No change to former Sec. 4.)</p> <p><b>Section 4.</b> (No change to former Sec. 5.)</p> <p><b>Section 5.</b> The President, President-Elect, and Vice-President shall be elected at the annual</p>	<p><b>Section 2.</b> Each elected officer and trustee 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 satisfactory criminal history background check conducted and verified by Kiwanis International. In order to occupy the office of President, President-elect, or Vice-President, the member must have served two (2) years as Trustee. No person shall simultaneously serve as an officer and a trustee nor shall an officer or trustee hold any district or regional office. (6/2022)</p> <p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> The Board of Trustees shall appoint and determine the salary of the Executive Director. (6/2022)</p> <p><b>Section 5.</b> The President, President-Elect, and Vice-President shall be elected at the annual</p>

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<p>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)</p> <p><b>Section 7.</b> Trustees</p> <p>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)</p> <p>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 as Trustee for the purpose of this provision. (6/2022)</p> <p>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)</p>	<p>International convention <u>for a term of one (1) year for a period of one (1) administrative year beginning October 1. In order to occupy any such office, the member must have served two (2) years as Trustee.</u> The Immediate Past President shall be the person who served most recently as President. (6/2022)</p> <p><i>Comment: Clarified first sentence. Moved middle sentence to new Sec. 2.</i></p> <p><b>Section 6.</b> Trustees</p> <p>a. (No change.)</p> <p>b. (No change.)</p> <p>c. Five (5) Trustees shall be elected each administrative year: three (3) from the United States and Pacific Canada Region and two (2) from <u>all</u> other regions <u>as provided in these Bylaws. However, when the term of the at-large trustee is in its last year, that trustee shall be elected in place of one of the two seats from all other regions.</u> (6/2010)</p> <p><i>Comment: The at-large seat is not a 'region' so it should be stated differently.</i></p> <p><b>Section 7.</b> <del>The administrative year of the officers of Kiwanis International shall begin on October 1 of each year. Officers' and trustees' terms shall begin on October 1 of each year and end on September</del></p>	<p>International convention for a term of one (1) year. The Immediate Past President shall be the person who served most recently as President. (6/2022)</p> <p><b>Section 6.</b> Trustees</p> <p>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)</p> <p>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 as Trustee for the purpose of this provision. (6/2022)</p> <p>c. Five (5) Trustees shall be elected each administrative year: three (3) from the United States and Pacific Canada Region and two (2) from all other regions. However, when the term of the at-large trustee is in its last year, that trustee shall be elected in place of one of the two seats from all other regions. (6/2010)</p> <p><b>Section 7.</b> Officers' and trustees' terms shall begin on October 1 of each year and end on September 30 of the following year. (6/1997)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 8.</b> All officers and trustees shall serve until their successors are elected and qualified. (6/2022) <i>Comment: Deleted. Officers only serve until the end of their term on Sept. 30. Their successors are elected months before that. And there are no post-election qualifications.</i></p> <p><b>Section 9.</b> A vacancy occurring in any elective office or trustee seat shall be filled in the manner prescribed in these Bylaws. (6/2022) <i>Comment: Deleted. Covered by Art. XIX.</i></p> <p><b>Section 10.</b> 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)</p>	<p><u>30 of the following year.</u> (6/2022) <i>Comment: This was former Sec. 2. Updated language. No change to meaning.</i></p> <p><del><b>Section 8.</b> All officers and trustees shall serve until their successors are elected and qualified. (6/2022)</del></p> <p><del><b>Section 10.</b> A vacancy occurring in any elective office shall be filled in the manner prescribed in these Bylaws.</del></p> <p><b>Section 8.</b> (No change to former Sec. 10.)</p>	<p><b>Section 8.</b> 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)</p>
<p><b>ARTICLE XII. DUTIES OF OFFICERS</b> <i>Comment: Merged the contents of this article with Article XI – Officers, and renumbered the sections accordingly.</i></p> <p><b>Section 1.</b> President The President shall preside at all International conventions and at all meetings of the Board of Trustees, Executive Committee, and International</p>	<p><del><b>ARTICLE XII. DUTIES OF OFFICERS</b></del></p> <p><u><b>Section 10.</b> All Officers’ Duties</u> <u>All officers shall perform the duties provided in these Bylaws and Kiwanis International policies and procedures; as from time to time may be assigned by the Board of Trustees; and as usually pertain to the office. (6/2012)</u> <i>Comment: This is a combination of several other provisions.</i></p> <p><u><b>Section 11.</b> President’s Duties</u> <u>The President shall preside at all International conventions and at all meetings of the Board of Trustees, Executive Committee, and International</u></p>	<p><b>Section 10.</b> All Officers’ Duties All officers shall perform the duties provided in these Bylaws and Kiwanis International policies and procedures; as from time to time may be assigned by the Board of Trustees; and as usually pertain to the office. (6/2012)</p> <p><b>Section 11.</b> President’s Duties The President shall provide leadership to the Board of Trustees, Governors, and clubs. The President shall preside at all Kiwanis International</p>

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<p>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)  <i>Comment: Moved to new Sec. 11 and revised.</i></p> <p><b>Section 2.</b> President-Elect  The duties of the President-Elect shall be such as are from time to time assigned by the Board of Trustees.  <i>Comment: Deleted. Covered by new Sec. 10.</i></p> <p><b>Section 3.</b> 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)  <i>Comment: Deleted. Covered by new Sec. 10.</i></p> <p><b>Section 4.</b> 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)  <i>Comment: Deleted. Covered by new Sec. 10.</i></p>	<p><del>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.</del>  <u>The President shall provide leadership to the Board of Trustees, Governors, and clubs. The President shall preside at all Kiwanis International conventions and at all meetings of the Board of Trustees, Executive Committee, and the Kiwanis International Council. In the President's absence, the Immediate Past President, President-elect, or Vice-President shall preside, in that order. In the absence of all such persons, the Board shall select a Board member to preside. (7/2007)</u>  <i>Comment: The President's duties are now more accurately described, and alternate presiding duties are improved.</i></p> <p><del><b>Section 2.</b> President-Elect  The duties of the President-Elect shall be such as are from time to time assigned by the Board of Trustees.</del></p> <p><del><b>Section 3.</b> 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)</del></p> <p><del><b>Section 4.</b> 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)</del></p>	<p>conventions and at all meetings of the Board of Trustees, Executive Committee, and the Kiwanis International Council. In the President's absence, the Immediate Past President, President-elect, or Vice-President shall preside, in that order. In the absence of all such persons, the Board shall select a Board member to preside. (7/2007)</p>

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<p><b>Section 5.</b> Executive Director</p> <p>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) <i>Comment: Retained as subsec. a, but deleted a portion now covered by new Sec. 10.</i></p> <p>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) <i>Comment: Moved to new subsec. c, with no changes.</i></p> <p>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) <i>Comment: Moved to new subsec. d, revised.</i></p> <p>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</p>	<p><b>Section 12.</b> Executive Director’s Duties</p> <p>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, <del>and shall perform such duties as are specified or implied in these Bylaws or as may be assigned by the Board of Trustees.</del> (6/2010) <i>Comment: The deleted part of the sentence is covered by new Sec. 10.</i></p> <p><del>b. f.</del> The Executive Director shall be the executive in charge of the Kiwanis International Office(s) <del>and regional offices and their departments</del> and shall be responsible for the selection and the supervision of the staff <del>and employees, subject to the direction and control of the Board of Trustees.</del> (6/2010) <i>Comment: Moved here from subsec. 5f. Also, “under the supervision and direction of the Board” is already stated in new subsec. 12a. The regional offices are considered to be an extension of the Kiwanis International office and have never had depts. “Staff” and “employees” mean the same thing and are redundant.</i></p> <p><del>c. b.</del> 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)</p>	<p><b>Section 12.</b> Executive Director’s Duties</p> <p>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. (6/2010)</p> <p>b. The Executive Director shall be the executive in charge of the Kiwanis International Office(s) and shall be responsible for the selection and the supervision of the staff. (6/2010)</p> <p>c. 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)</p> <p>d. Kiwanis International shall secure appropriate insurance for the faithful discharge of the</p>

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<p>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) <i>Comment: Moved to new subsec. e, revised.</i></p> <p>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) <i>Comment: Moved to new subsec. g, with no changes.</i></p> <p>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) <i>Comment: The first part moved to new subsec. b, revised. The last part moved to new subsec. h, revised.</i></p>	<p><del>d. e. The Executive Director shall give bond Kiwanis International shall secure appropriate insurance for the faithful discharge of the Executive Director's duties of such office in a sum and with such sureties as are required by the Board of Trustees. (6/2010)</del> <i>Comment: Updating language per current practice. "Bond" has been replaced in practice by crime insurance.</i></p> <p><del>e. d. The Executive Director shall sign all documents issued by on behalf of Kiwanis International when required; affix the corporate seal of the organization when required; be responsible to 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.</del> The Executive Director shall regularly review and advise the Board of Trustees on the financial condition of Kiwanis International. The financial accounts, <u>and</u> records, <del>and books</del> 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) <i>Comment: Updating language. "When required" would be covered by Board direction. We no longer use a corporate seal. "In the manner prescribed and authorized by the Board" is already covered in subsec. 3a.</i></p> <p><u>f. The Executive Director will ensure that the organization complies with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.</u> <i>Comment: This states existing duties,</i></p>	<p>Executive Director's duties. (6/2010)</p> <p>e. The Executive Director shall sign all documents on behalf of Kiwanis International; be responsible to keep the financial accounts and records and for proper internal control procedures, including the receipt, deposit, and disbursement of Kiwanis International funds. The Executive Director shall regularly review and advise the Board of Trustees on the financial condition of Kiwanis International. The financial accounts and records 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)</p> <p>f. The Executive Director will ensure that the organization complies with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.</p>

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	<p><i>corresponding to the requirements for the head staff of districts, affiliates, and subsidiaries.</i></p> <p><del>g. e.</del> 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)</p> <p><del>h. f.</del> The Executive Director shall <del>act as Editor of</del> <u>be responsible for</u> any official publications of Kiwanis International <del>with duties as defined in these Bylaws.</del> (6/2010)  <i>Comment: Updating language.</i></p>	<p>g. 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)</p> <p>h. The Executive Director shall be responsible for any official publications of Kiwanis International. (6/2010)</p>
<p><b>ARTICLE XIII. BOARD OF TRUSTEES</b></p> <p><b>Section 1.</b></p> <p>a. The Board of Trustees shall consist of the President, President-Elect, Immediate Past President, Vice-President, and fifteen (15) Trustees. (7/2006)</p> <p>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)  <i>Comment: Deleted here. Now covered more broadly by new Art. XI.</i></p> <ul style="list-style-type: none"> <li>• Africa</li> <li>• Asia-Pacific</li> <li>• Canada and Caribbean</li> <li>• Europe</li> <li>• Latin America</li> <li>• Middle East</li> <li>• United States and Pacific Canada</li> </ul>	<p><b>ARTICLE XIII. BOARD OF TRUSTEES</b></p> <p><b>Section 1.</b></p> <p>a. (No change.)</p> <p><del>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)</del></p> <ul style="list-style-type: none"> <li><del>• Africa</del></li> <li><del>• Asia-Pacific</del></li> <li><del>• Canada and Caribbean</del></li> <li><del>• Europe</del></li> <li><del>• Latin America</del></li> <li><del>• Middle East</del></li> <li><del>• United States and Pacific Canada (6/2010)</del></li> </ul>	<p><b>ARTICLE 13. BOARD OF TRUSTEES</b></p> <p><b>Section 1.</b></p> <p>a. The Board of Trustees shall consist of the President, President-Elect, Immediate Past President, Vice-President, and fifteen (15) Trustees. (7/2006)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>(6/2010)</p> <p>c. The Trustees of the Board of Trustees shall be elected so as to provide that: (6/1997)</p> <p>(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)</p> <p>(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)</p> <p>(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)</p> <p>(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)</p> <p>(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)</p>	<p>b. The Trustees <del>of the Board of Trustees</del> shall be elected so as to provide that: (6/1997)</p> <p>(No changes to subsections (1) through (5).)</p>	<p>b. The Trustees shall be elected so as to provide that: (6/1997)</p> <p>(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)</p> <p>(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)</p> <p>(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)</p> <p>(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)</p> <p>(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)</p>

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<p>(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)</p> <p>d. No district may have more than one (1) member on the Board of Trustees.</p> <p>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)</p> <p><b>Section 2.</b> 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)</p>	<p>(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 <del>and delegates-at-large</del> from all regions. (6/2010) <i>Comment: Delegates-at-large are a type of delegate.</i></p> <p>c. (No change.)</p> <p>d. A district shall not have a <del>club member</del> <u>person</u> on the Board of Trustees for one (1) administrative year after another <del>member</del> <u>person</u> 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) <i>Comment: "Club member" could be a corporation, but a corporation cannot hold office.</i></p> <p><b>Section 2.</b> (No change.)</p>	<p>(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 from all regions. (6/2010)</p> <p>c. No district may have more than one (1) member on the Board of Trustees.</p> <p>d. A district shall not have a person on the Board of Trustees for one (1) administrative year after another person 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)</p> <p><b>Section 2.</b> 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)</p>

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<p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> 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)</p>	<p><b>Section 3.</b> (No change.)</p> <p><b>Section 4.</b> 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. <del>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. The Board may also determine matters via written mailed, emailed, or faxed ballots, provided responses are received from at least three-fourths (3/4) of the Board members. Written ballots shall</del></p>	<p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> 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. The Board may also determine matters via written mailed, emailed, or faxed ballots, provided responses are received from at least three-fourths (3/4) of the Board members. Written ballots shall be retained until the next subsequent Board meeting and may be produced upon request of a Board member. (6/2012)</p>

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<p><b>Section 5.</b> 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)</p> <p><b>Section 6.</b> 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)</p>	<p><u>be retained until the next subsequent Board meeting and may be produced upon request of a Board member.</u> (6/2012)</p> <p><i>Comment: Provides a less cumbersome means for use of written ballots when a meeting is not held, in accordance with Indiana law. Also, all actions are effective upon adoption unless otherwise stated, and electronic means now provide for almost immediate notification. Also, the revised information about retaining ballots agrees with current practice.</i></p> <p><b>Section 5.</b> <del>Ten (10) members</del> <u>A majority</u> of the Board of Trustees shall constitute a quorum for the transaction of all business, <del>except in cases where a larger vote is required under these Bylaws and a majority vote of those present is required for all business unless otherwise provided in these bylaws.</del> <u>Whenever a vote of the entire Board is required, this shall mean the entire membership of the board excluding vacancies at that time (if any).</u> (6/1997)</p> <p><i>Comment: Roberts Rules suggests a majority for quorum, which is no different in our case than “10 members.” The change regarding quorum vs. votes is for clarity. The last sentence clarifies what is meant by “the entire board.”</i></p> <p><b>Section 6.</b> 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 <u>shall have fiduciary responsibility and</u> shall provide effective and ethical management of the organization in compliance with all applicable laws and the mission of the organization. (7/2014)</p> <p><i>Comment: This codifies an existing assumed responsibility of the Board.</i></p>	<p><b>Section 5.</b> A majority of the Board of Trustees shall constitute a quorum for the transaction of all business and a majority vote of those present is required for all business unless otherwise provided in these bylaws. Whenever a vote of the entire Board is required, this shall mean the entire membership of the board excluding vacancies at that time (if any). (6/1997)</p> <p><b>Section 6.</b> 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 have fiduciary responsibility and shall provide effective and ethical management of the organization in compliance with all applicable laws and the mission of the organization. (7/2014)</p>

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<p><b>Section 7.</b> 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)</p> <p><b>Section 8.</b> 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)</p> <p><b>Section 9.</b> 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) <i>(See also Interpretations.)</i></p> <p><b>Section 10.</b> The Board of Trustees shall establish and implement a strategic plan for Kiwanis International, which shall be reviewed annually and</p>	<p><b>Section 7.</b> The Board of Trustees shall define the policies of Kiwanis International. All policies adopted by the Board of Trustees shall be <u>published in an official publication shared with clubs</u> within one hundred and twenty (120) days following such adoption. (7/2014)</p> <p><u><b>Section 8.</b> The Board is accountable for the organization’s performance through all of its activities. The purpose of the Board, working solely on behalf of the membership, is to ensure that Kiwanis International achieves its strategic objectives.</u> <i>Comment: This responsibility already exists in policies but would now be stated in the bylaws.</i></p> <p><b>Section 9.</b> All members of the Board of Trustees shall perform such duties and responsibilities <u>as are currently prescribed or as may be amended</u> in these Bylaws and Kiwanis International Board Policies and Procedures. (6/2022)</p> <p><b>Section 10.</b> 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. <del>To change the interpretation, the proposer must provide the wording of the proposed change.</del> <u>All interpretations of the Bylaws adopted by the Board of Trustees shall be shared with clubs within one hundred and twenty (120) days following such adoption.</u> (7/1998) <i>(See also Interpretations.)</i> <i>Comment: The deleted sentence is covered in Art. XXVII. The new sentence captures a current interpretation about this provision.</i></p> <p><b>Section 11.</b> (No change to former Sec. 9.)</p>	<p><b>Section 7.</b> The Board of Trustees shall define the policies of Kiwanis International. All policies adopted by the Board of Trustees shall be shared with clubs within one hundred and twenty (120) days following such adoption. (7/2014)</p> <p><b>Section 8.</b> The Board is accountable for the organization’s performance through all of its activities. The purpose of the Board, working solely on behalf of the membership, is to ensure that Kiwanis International achieves its strategic objectives.</p> <p><b>Section 9.</b> All members of the Board of Trustees shall perform such duties and responsibilities as prescribed in these Bylaws and Kiwanis International Board Policies and Procedures. (6/2022)</p> <p><b>Section 10.</b> 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. All interpretations of the Bylaws adopted by the Board of Trustees shall be shared with clubs within one hundred and twenty (120) days following such adoption. (7/1998)</p> <p><b>Section 11.</b> The Board of Trustees shall establish and implement a strategic plan for Kiwanis International, which shall be reviewed annually and</p>

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<p>revised as necessary. (7/2014)</p> <p><b>Section 11.</b></p> <p>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)</p> <p>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)</p> <p>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</p>	<p><b>Section 12.</b> (No change to former Sec. 10.)</p>	<p>revised as necessary. (7/2014)</p> <p><b>Section 12.</b></p> <p>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)</p> <p>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)</p> <p>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</p>

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<p>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)</p>		<p>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)</p>
<p><b>ARTICLE XIV. INTERNATIONAL COUNCIL</b></p> <p><b>Section 1.</b> 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) <i>Comment: Split between new Secs. 1 and 3.</i></p> <p><b>Section 2.</b> 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</p>	<p><b>ARTICLE XIV. <u>KIWANIS</u> INTERNATIONAL COUNCIL</b> <i>Comment: This article was largely reorganized and revised for clarity and accuracy. Specific changes are not shown.</i></p> <p><b>Section 1.</b> Kiwanis International shall have a Council, which shall consist of the Board of Trustees, the Past International Presidents, the district governors, and the chairs of any Kiwanis International affiliates. A majority of the Council members shall constitute a quorum. (7/2007) <i>Comment: This covers Council composition and quorum. Notice was moved to new Sec. 3.</i></p> <p><b>Section 2.</b> <i>Comment: This covers Council's authority and responsibility. Revisions are intended to maintain Council's existing limited authority to amend the bylaws while agreeing with changes being made to Art. XXVII.</i></p> <p>a. The Council shall consider any matters referred to it by the Kiwanis International</p>	<p><b>ARTICLE 14. KIWANIS INTERNATIONAL COUNCIL</b></p> <p><b>Section 1.</b> Kiwanis International shall have a Council, which shall consist of the Board of Trustees, the Past International Presidents, the district governors, and the chairs of any Kiwanis International affiliates. A majority of the Council members shall constitute a quorum. (7/2007)</p> <p><b>Section 2.</b></p> <p>a. The Council shall consider any matters referred to it by the Kiwanis International</p>

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<p>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)</p> <p><i>Comment: Moved to new Sec. 4.</i></p> <p><b>Section 3.</b> 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)</p> <p><i>Comment: First sentence moved to new Sec. 1. Second and third sentences moved to new Sec. 3.</i></p> <p><b>Section 4.</b></p> <p><i>Comment: Moved to new Sec. 2, and revised.</i></p> <p>a. The International Council shall confer with and advise the Board of Trustees on matters relating to Kiwanis International. (7/2007)</p> <p>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</p>	<p>Board. (7/2007)</p> <p>b. The Council may adopt resolutions by a majority vote of those present and voting.</p> <p>c. The Council may adopt amendments to the Kiwanis International bylaws proposed by the Kiwanis International Board which are considered by the Board to be nonsubstantive in nature and which do not involve fiduciary matters, in accordance with the following conditions and process:</p> <ul style="list-style-type: none"> <li>• Council members shall receive at least thirty (30) days advance notice of the amendment(s). (7/2007)</li> <li>• A two-thirds (2/3) vote of the Council shall be required for adoption. (7/2007)</li> <li>• Amendments adopted by the Council shall remain in effect unless rescinded no later than the next two successive Kiwanis International conventions as provided elsewhere in these Bylaws. (7/2007)</li> </ul> <p>d. 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)</p> <p>e. Clubs shall be notified of any business adopted by the Council within thirty (30) days thereafter.</p> <p><b>Section 3.</b> The Council shall meet at the request of the Board of Trustees. Written notice of the time</p>	<p>Board. (7/2007)</p> <p>b. The Council may adopt resolutions by a majority vote of those present and voting.</p> <p>c. The Council may adopt amendments to the Kiwanis International bylaws proposed by the Kiwanis International Board which are considered by the Board to be nonsubstantive in nature and which do not involve fiduciary matters, in accordance with the following conditions and process:</p> <ul style="list-style-type: none"> <li>• Council members shall receive at least thirty (30) days advance notice of the amendment(s). (7/2007)</li> <li>• A two-thirds (2/3) vote of the Council shall be required for adoption. (7/2007)</li> <li>• Amendments adopted by the Council shall remain in effect unless rescinded no later than the next two successive Kiwanis International conventions as provided elsewhere in these Bylaws. (7/2007)</li> </ul> <p>d. 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)</p> <p>e. Clubs shall be notified of any business adopted by the Council within thirty (30) days thereafter.</p> <p><b>Section 3.</b> The Council shall meet at the request of the Board of Trustees. Written notice of the time</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>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)</p> <p>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)</p> <p><b>Section 5.</b> 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) <i>Comment: Deleted. Now covered by Art. XI, new Sec. 11.</i></p>	<p>and place of any meeting of the Council shall be sent to each member thereof by the Executive Director not less than thirty (30) days prior to the meeting. If any district governor cannot be present at a meeting of the 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) <i>Comment: This covers Council meetings and notice. Since meetings may/must be called by the Board, it is erroneous for the Executive Committee to have authority over additional meetings.</i></p> <p><b>Section 4.</b> With the approval of the Kiwanis International Board, the Council may transact business by any method permitted by law where Kiwanis International is incorporated. For any such proposed action to become effective, the number of votes received 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 International Board and may be produced upon request of a Board member. (6/2022) <i>Comment: This covers Council's meeting methods. Moved here from former Sec. 2.</i></p>	<p>and place of any meeting of the Council shall be sent to each member thereof by the Executive Director not less than thirty (30) days prior to the meeting. If any district governor cannot be present at a meeting of the 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)</p> <p><b>Section 4.</b> With the approval of the Kiwanis International Board, the Council may transact business by any method permitted by law where Kiwanis International is incorporated. For any such proposed action to become effective, the number of votes received 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 International Board and may be produced upon request of a Board member. (6/2022)</p>
<p><b>ARTICLE XV. INTERNATIONAL CONVENTIONS</b></p> <p><b>Section 1.</b> 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)</p>	<p><b>ARTICLE XV. <u>KIWANIS</u> INTERNATIONAL CONVENTIONS</b></p> <p><del><b>Section 1.</b> An International convention shall be held once each administrative year at such time and place as determined by the Board of Trustees in the manner provided herein. (6/2022)</del></p>	<p><b>ARTICLE 15. KIWANIS INTERNATIONAL CONVENTIONS</b></p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 2.</b> 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)  <i>Comment: Secs. 2 and 3 combined into new Sec. 1.</i></p> <p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> 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)  <i>Comment: Sections 4 and 5 are combined into new Sec. 2.</i></p> <p><b>Section 5.</b> The dates and locations of special International conventions shall be determined by a majority vote of the Board of Trustees. (7/1998)</p> <p><b>Section 6.</b> The Executive Director shall send to each club an official call to the annual International convention at least ninety (90) days prior to the</p>	<p><b>Section 1.</b> <del>The annual International</del> <u>An annual convention shall be held at such time during the months of May, June, or July at such time and place as shall be determined by the Board of Trustees, not less than ninety (90) days prior to the date of said convention.</u> <del>Section 3.</del> The selection of the <del>dates and location of the annual International convention shall be determined by the Board of Trustees</del> <u>shall be made</u> 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)  <i>Comment: This resolves a conflict between “not less than 90 days prior” and “at least three years prior.” The 90 days aspect actually refers to notice, now covered in new Sec. 4.</i></p> <p><b>Section 2.</b> 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. The dates, locations, <u>and proposed agenda</u> of special International conventions shall be determined by the Board of Trustees. <u>The agenda shall be subject to proper amendment by the delegates. If the convention is requested by clubs, it shall be held within six (6) months of submission of such request to the Board.</u> (7/1998)  <i>Comment: Clubs should know in advance the proposed agenda for any special convention. Also, a time frame has been added for holding a convention requested by clubs.</i></p> <p><b>Section 3.</b> The Executive Director shall <u>provide to clubs at least ninety (90) days advance notice of the annual convention and at least thirty (30) days</u></p>	<p><b>Section 1.</b> An annual convention shall be held during the months of May, June, or July at such time and place as shall be determined by the Board of Trustees. The selection shall be made 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)</p> <p><b>Section 2.</b> 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. The dates, locations, and proposed agenda of special International conventions shall be determined by the Board of Trustees. The agenda shall be subject to proper amendment by the delegates. If the convention is requested by clubs, it shall be held within six (6) months of submission of such request to the Board. (7/1998)</p> <p><b>Section 3.</b> The Executive Director shall provide to clubs at least ninety (90) days advance notice of the annual convention and at least thirty (30) days</p>

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<p>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)</p> <p><b>Section 7.</b> 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)</p> <p><b>Section 8.</b> 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)</p>	<p>advance notice of any special or rescheduled convention. (7/1998) <i>Comment: Updates and streamlining.</i></p> <p><b>Section 4.</b> (No change to former Sec. 7.)</p> <p><b>Section 5.</b> The Board of Trustees shall establish a <del>uniform registration fee</del> <u>registration fees</u> to be paid to Kiwanis International by all persons attending any International convention. (7/1998) <i>Comment: The fees are uniform within categories but have never been uniform between categories. This change corrects the inaccuracy.</i></p>	<p>advance notice of any special or rescheduled convention. (7/1998)</p> <p><b>Section 4.</b> 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)</p> <p><b>Section 5.</b> The Board of Trustees shall establish registration fees to be paid to Kiwanis International by all persons attending any International convention. (7/1998)</p>
<p><b>ARTICLE XVI. DELEGATES AND DELEGATES-AT-LARGE</b></p> <p><b>Section 1.</b> 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) <i>Comment: Secs. 1 and 2 were combined into new Sec. 1.</i></p> <p><b>Section 2.</b></p> <p>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) <i>Comment: Covered in new Sec. 1b. (And</i></p>	<p><b>ARTICLE XVI. DELEGATES <del>AND DELEGATES-AT-LARGE</del></b></p> <p><i>Comment: The term “delegates” is inclusive of both club delegates and delegates-at-large.</i></p> <p><b>Section 1.</b></p> <p>a. For any International convention, each club in good standing shall be entitled to two (2) delegates <del>and two (2) alternates, chosen by the club</del> <u>as well as two (2) alternates who may serve if any delegate(s) from that club is absent. Club delegates and alternates shall be designated by the clubs they represent and reported to Kiwanis International.</u> (7/1998) <i>Comment: Clarified wording per current practice.</i></p> <p>b. Each club delegate and alternate shall be an active member in good standing of the</p>	<p><b>ARTICLE 16. DELEGATES</b></p> <p><b>Section 1.</b></p> <p>a. For any International convention, each club in good standing shall be entitled to two (2) delegates as well as two (2) alternates who may serve if any delegate(s) from that club is absent. Club delegates and alternates shall be designated by the clubs they represent and reported to Kiwanis International. (7/1998)</p> <p>b. Each club delegate and alternate shall be an active member in good standing of the</p>

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<p><i>alternates may serve in any order.)</i></p> <p>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) <b>Comment: Covered in new Sec. 1b.</b></p> <p>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) <b>Comment: Covered in new Sec. 1b.</b></p> <p>d. The district secretary may represent any club in that secretary's district not otherwise represented by two (2) delegates. (7/1998) <b>Comment: Covered in new Sec. 1b.</b></p> <p>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) <b>Comment: Deleted. This much detail does not belong in the bylaws. It is stated on the delegate form. The last sentence is obsolete.</b></p>	<p>club represented. However, if a club is not represented by two of its own members, it may be represented by: (7/1998)</p> <ul style="list-style-type: none"> <li>• The lieutenant governor, a past lieutenant governor, or a past district secretary who is a member of a club in the same division; or (7/1998)</li> <li>• The district secretary. (7/1998)</li> </ul> <p>Each such person may only represent one club. <b>Comment: This merges current subsecs. a-d.</b></p> <p>c. <del>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. Any question regarding the seating of delegates shall be decided by the Credentials Chair. (6/1989)</del> <b>Comment: There is no longer a committee on credentials, only a chair.</b></p>	<p>club represented. However, if a club is not represented by two of its own members, it may be represented by: (7/1998)</p> <ul style="list-style-type: none"> <li>• The lieutenant governor, a past lieutenant governor, or a past district secretary who is a member of a club in the same division; or (7/1998)</li> <li>• The district secretary. (7/1998)</li> </ul> <p>Each such person may only represent one club.</p> <p>c. Any question regarding the seating of delegates shall be decided by the Credentials Chair. (6/1989)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>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)</p> <p><i>Comment: Moved to new Sec. 1c.</i></p> <p><b>Section 3.</b> 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.</p> <p><b>Section 4.</b> 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)</p> <p><b>Section 5.</b> Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted in any International</p>	<p><b>Section 2.</b> <del>Official</del> 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.</p> <p><b>Section 3.</b> <u>A Kiwanis club member shall be entitled to only one delegate status (delegate-at-large or club delegate) and one vote.</u></p> <p><i>Comment: This reflects long-standing practice stated in procedure. It should be stated in the bylaws.</i></p> <p><b>Section 4.</b> <del>Kiwanis International Officers and Trustees, Members of the Kiwanis International Board, Past Kiwanis International Presidents, Chairmen of current International, Standing, and Special Chairs of Kiwanis International Committees of Kiwanis International, district</del> governors, <del>district</del> governors-elect, <del>district</del> vice-governors, district trustees, district treasurers, district secretaries, <del>district</del> lieutenant governors, <del>and</del> lieutenant governors-designate, and past district governors who are active members shall be delegates-at-large to all International conventions. (6/2022)</p> <p><i>Comment: Clarification of text with no change to current practice.</i></p> <p><b>Section 5.</b> The quorum of any International convention shall consist of not less than five hundred (500) delegates <del>and delegates-at-large,</del></p>	<p><b>Section 2.</b> 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.</p> <p><b>Section 3.</b> A Kiwanis club member shall be entitled to only one delegate status (delegate-at-large or club delegate) and one vote.</p> <p><b>Section 4.</b> Members of the Kiwanis International Board, Past Kiwanis International Presidents, Chairs of Kiwanis International Committees, district governors, district governors-elect, district vice-governors, district trustees, district treasurers, district secretaries, district lieutenant governors and lieutenant governors-designate, and past district governors who are active members shall be delegates-at-large to all International conventions. (6/2022)</p> <p><b>Section 5.</b> The quorum of any International convention shall consist of not less than five hundred (500) delegates, provided that in time of</p>

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<p>convention, except as prescribed in these Bylaws. There shall be no voting by proxy or absentee ballot. (7/1998) <i>Comment: Moved to new Sec. 6.</i></p> <p><b>Section 6.</b> No delegate shall be entitled to vote in a convention unless and until the delegate's registration fee has been paid. (7/1998) <i>Comment: Moved to new Sec. 7.</i></p> <p><b>Section 7.</b> 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) <i>Comment: Moved to new Sec. 5.</i></p> <p><b>Section 8.</b> 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.</p>	<p>provided that in time of emergency, three hundred (300) delegates <del>and delegates-at-large</del> shall constitute a quorum. (7/1998) <i>Comment: Moved here from former Sec. 7.</i></p> <p><b>Section 6.</b> Each <u>accredited</u> delegate <del>and delegate-at-large</del> present shall be entitled to vote on each question submitted in any International convention, except as <u>otherwise</u> prescribed in these Bylaws. There shall be no voting by proxy or absentee ballot. (7/1998) <i>Comment: A delegate is only considered to be a delegate if accredited/certified.</i></p> <p><b>Section 7.</b> No delegate shall be entitled to vote in a convention unless and until the delegate's registration fee has been paid. (7/1998)</p> <p><b>Section 8.</b> On all matters put to vote in the House of Delegates, <u>accredited</u> delegates <del>and delegates-at-large</del> may abstain from voting on any <u>proposition question</u>. 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.</p>	<p>emergency, three hundred (300) delegates shall constitute a quorum. (7/1998)</p> <p><b>Section 6.</b> Each delegate present shall be entitled to vote on each question submitted in any International convention, except as otherwise prescribed in these Bylaws. There shall be no voting by proxy or absentee ballot. (7/1998)</p> <p><b>Section 7.</b> No delegate shall be entitled to vote in a convention unless and until the delegate's registration fee has been paid. (7/1998)</p> <p><b>Section 8.</b> On all matters put to vote in the House of Delegates, delegates may abstain from voting on any question. 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.</p>
<p><b>ARTICLE XVII. CONVENTION PROCEDURE</b></p> <p><b>Section 1.</b> 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)</p> <p><b>Section 2.</b> The officers of Kiwanis International shall be the officers of each International convention. At or prior to any convention, the</p>	<p><b>ARTICLE XVII. CONVENTION PROCEDURE</b></p> <p><b>Section 1.</b> <del>The official program of an annual International convention shall be the order of the day for the convention.</del> <u>The Board shall present a proposed agenda for the meeting of the House of Delegates, which shall be adopted by a majority vote of the delegates.</u> Changes in the <del>program</del> <u>agenda</u> may be made from time to time by a majority vote of the delegates <del>and delegates-at-large</del> present and voting. (7/1998) <i>Comment: Updated per Roberts Rules.</i></p>	<p><b>ARTICLE 17. CONVENTION PROCEDURE</b></p> <p><b>Section 1.</b> The Board shall present a proposed agenda for the meeting of the House of Delegates, which shall be adopted by a majority vote of the delegates. Changes in the agenda may be made from time to time by a majority vote of the delegates present and voting. (7/1998)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>President may appoint a recording secretary of the convention to assist the President and the Executive Director. (7/1998)  <i>Comment: Deleted. There is no need for separate officers just for the convention.</i></p> <p><b>Section 3.</b> 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)  <i>Comment: Secs. 3 and 4 were merged into new Sec. 2.</i></p> <p><b>Section 4.</b> 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)</p> <p><b>Section 5.</b> 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 <i>Robert's Rules of Order Newly Revised</i>, 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)  <i>Comment: Deleted. These are matters of parliamentary process and standing rules, not</i></p>	<p><b>Section 2.</b> Prior to each International convention, the President shall appoint the following Chairs:</p> <ul style="list-style-type: none"> <li>• Sergeant at Arms, which shall help maintain order. (7/1998)</li> <li>• Credentials, which shall oversee the certification of delegates and determine the seating of the delegates for any club that may fail to certify its representatives.</li> <li>• Elections, which shall have general charge of the elections and other voting, including the distribution and tabulation of the ballots and certification of the voting results. Only delegates may be members of this committee. The voting results shall be kept for a period of ninety (90) days. (1/2012)</li> </ul> <p><i>Comment: New Sec. 2 combines current Secs. 3 and 4 and updates the text per current practice, which is only to appoint Chairs, not committee members.</i></p>	<p><b>Section 2.</b> Prior to each International convention, the President shall appoint the following Chairs:</p> <ul style="list-style-type: none"> <li>• Sergeant at Arms, which shall help maintain order. (7/1998)</li> <li>• Credentials, which shall oversee the certification of delegates and determine the seating of the delegates for any club that may fail to certify its representatives.</li> <li>• Elections, which shall have general charge of the elections and other voting, including the distribution and tabulation of the ballots and certification of the voting results. Only delegates may be members of this committee. The voting results shall be kept for a period of ninety (90) days. (1/2012)</li> </ul>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><i>bylaws principles.</i></p> <p><b>Section 6.</b></p> <p>a. Proposed resolutions may be submitted by: (7/1998)</p> <p>(1) The International Board of Trustees; (7/1998)</p> <p>(2) A district board or district house of delegates; or (7/1998)</p> <p>(3) A club in good standing, by a majority vote of the members. (6/2022)</p> <p>b. The Executive Director must receive all proposed resolutions prior to the next scheduled International convention but no later than October 31. (6/2013) <i>Comment: Merged into new 3a.</i></p> <p>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) <i>Comment: Moved to new 3b.</i></p> <p>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)</p>	<p><b>Section 3.</b> <i>Comment: Changes update and clarify text per current practice.</i></p> <p>a. Proposed resolutions shall be submitted by October 31 prior to the next scheduled International convention by a district board or district house of delegates, or by a club in good standing by a majority vote of the members. Resolutions may also be proposed by the Kiwanis International Board. (6/2022) <i>Comment: Combination of former 6a and 6b.</i></p> <p>b. The Resolutions and Bylaws Committee shall meet within sixty (60) days thereafter to consider all proposed resolutions. (7/2007)</p> <p><u>c. Resolutions shall relate to matters of broad concern to Kiwanis International. Resolutions shall not be used to amend the bylaws. There shall be no resolutions on partisan political matters nor resolutions commending living persons. Memorial resolutions shall be limited to Kiwanis club members who, at the time of death, were members of the Kiwanis International Council; however, the Kiwanis International Board may propose other memorial resolutions.</u> <i>Comment: This information reflects current practice stated in procedures. Restrictions on resolutions belong in the Bylaws.</i></p> <p>d. Not later than ninety (90) days prior to the date of the International convention, the Executive Director shall send a copy of all proposed resolutions to the secretary and</p>	<p><b>Section 3.</b></p> <p>a. Proposed resolutions shall be submitted by October 31 prior to the next scheduled International convention by a district board or district house of delegates, or by a club in good standing, by a majority vote of the members. Resolutions may also be proposed by the Kiwanis International Board. (6/2022)</p> <p>b. The Resolutions and Bylaws Committee shall meet within sixty (60) days thereafter to consider all proposed resolutions. (7/2007)</p> <p>c. Resolutions shall relate to matters of broad concern to Kiwanis International. Resolutions shall not be used to amend the bylaws. There shall be no resolutions on partisan political matters nor resolutions commending living persons. Memorial resolutions shall be limited to Kiwanis club members who, at the time of death, were members of the Kiwanis International Council; however, the Kiwanis International Board may propose other memorial resolutions.</p> <p>d. Not later than ninety (90) days prior to the date of the International convention, the Executive Director shall send a copy of all proposed resolutions to the secretary and</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><i>Comment: Moved to new 3d, revised.</i></p> <p>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.</p> <p><i>Comment: Deleted. Procedural.</i></p> <p>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)</p>	<p>president of each club, other than memorial and appreciation resolutions. No other resolutions shall be considered unless approved for consideration by a two-thirds (2/3) vote of the International Board of Trustees and presented no later than the beginning of the House of Delegates. (6/2013)</p> <p><u>e. Resolutions may be adopted by a majority of the valid votes cast by the delegates present and voting, except those recommended by the Board less than ninety (90) days in advance, which shall require two-thirds (2/3) vote to adopt.</u></p> <p><i>Comment: The normal majority vote for resolutions states current practice. The exception for those recommended late by the Board parallels changes made in the Standard Form for District Bylaws.</i></p> <p>f. Resolutions and Bylaws committee members shall have the privilege of the floor while resolutions are being considered by the delegate body but shall not have the right to vote unless said member is a delegate. (4/1999)</p>	<p>president of each club, other than memorial and appreciation resolutions. No other resolutions shall be considered unless approved for consideration by a two-thirds (2/3) vote of the International Board of Trustees and presented no later than the beginning of the House of Delegates. (6/2013)</p> <p>e. Resolutions may be adopted by a majority of the valid votes cast by the delegates present and voting, except those recommended by the Board less than ninety (90) days in advance, which shall require two-thirds (2/3) vote to adopt.</p> <p>f. Resolutions and Bylaws committee members shall have the privilege of the floor while resolutions are being considered by the delegate body but shall not have the right to vote unless said member is a delegate. (4/1999)</p>
<p><b>ARTICLE XVIII. NOMINATION AND ELECTION OF OFFICERS</b></p> <p><b>Section 1.</b> 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)</p>	<p><b>ARTICLE XVIII. NOMINATION AND ELECTION OF OFFICERS</b></p> <p><b>Section 1.</b> The official program of the annual International convention shall indicate the day and time of the session for the nomination and election of officers <del>and shall be subject to change only in accordance with the rules of convention procedure.</del> (7/1998)</p> <p><i>Comment: The deleted text is already part of the standing rules.</i></p>	<p><b>ARTICLE 18. NOMINATION AND ELECTION OF OFFICERS</b></p> <p><b>Section 1.</b> The official program of the annual International convention shall indicate the day and time of the session for the nomination and election of officers. (7/1998)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 2.</b> The Committee on Elections shall have general charge of the election, including the distribution and tabulation of the ballots. (6/1989) <i>Comment: Deleted. Now covered in Art. XVI.</i></p> <p><b>Section 3.</b></p> <p>a. The nomination and election procedures for officers to be elected at the annual International convention shall be as follows: (7/1998)</p> <p>(1) The President-Elect shall be the sole candidate for the office of President. (6/1995)</p> <p>(2) The Vice-President shall be the sole candidate for the office of President-Elect. (6/1997)</p> <p>(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) <i>(See also Interpretations.)</i></p> <p>(4) No person shall be considered as a candidate until or unless the following requirements have been met: (6/2010)</p> <ul style="list-style-type: none"> <li>The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to</li> </ul>	<p><del>Section 2. The Committee on Elections shall have general charge of the election, including the distribution and tabulation of the ballots. (6/1989)</del></p> <p><b>Section 2.</b></p> <p>a. (No change.)</p> <p>(1) (No change.)</p> <p>(2) (No change.)</p> <p>(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 <del>of the first business</del> session of the annual International convention. (6/2010) <i>(See also Interpretations.)</i> <i>Comment: Announcing at the business session does not give time for the necessary adjustments to be made.</i></p> <p>(4) (No change, except to the last bullet.)</p>	<p><b>Section 2.</b></p> <p>a. The nomination and election procedures for officers to be elected at the annual International convention shall be as follows: (7/1998)</p> <p>(1) The President-Elect shall be the sole candidate for the office of President. (6/1995)</p> <p>(2) The Vice-President shall be the sole candidate for the office of President-Elect. (6/1997)</p> <p>(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 session of the annual International convention. (6/2010) <i>(See also Interpretations.)</i></p> <p>(4) No person shall be considered as a candidate until or unless the following requirements have been met: (6/2010)</p> <ul style="list-style-type: none"> <li>The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to</li> </ul>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>Kiwanis International. (6/2018)</p> <ul style="list-style-type: none"> <li>• Written consent of such person has been given. (6/2010)</li> <li>• 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)</li> <li>• A clear criminal history background check has been conducted and verified by Kiwanis International. (6/2010)</li> </ul> <p>(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)</p> <p>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)</p>	<ul style="list-style-type: none"> <li>• A <u>clear-satisfactory</u> criminal history background check has been conducted and verified by Kiwanis International. (6/2010)</li> </ul> <p>(5) Except as otherwise provided by these Bylaws, nothing contained in this Section shall be construed as limiting the right to make further nominations <u>of qualified candidates</u> from the floor of the convention. (6/2010)</p> <p><i>Comment: Reinforces that all candidates must be qualified.</i></p> <p>b. Prior to the nominations, the report of the <u>duly</u> 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)</p>	<p>Kiwanis International. (6/2018)</p> <ul style="list-style-type: none"> <li>• Written consent of such person has been given. (6/2010)</li> <li>• 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)</li> <li>• A satisfactory criminal history background check has been conducted and verified by Kiwanis International. (6/2010)</li> </ul> <p>(5) Except as otherwise provided by these Bylaws, nothing contained in this Section shall be construed as limiting the right to make further nominations of qualified candidates from the floor of the convention. (6/2010)</p> <p>b. Prior to the nominations, the report of the 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)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>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)</p> <p>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)</p> <p>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)</p> <p><b>Section 4.</b> 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)</p>	<p>c. The voting shall be by ballot only where there are <del>two (2) or more candidates for the same office</del> <u>more candidates for an office than there are open positions</u>. <del>Only accredited delegates or delegates-at-large shall be allowed to vote.</del> (1/2012) <i>Comment: The last sentence is covered in Art. XVI.</i></p> <p>d. No ballot shall be counted whereon it appears that the <del>elector</del> <u>delegate</u> has voted for a greater or lesser number of nominees for an office than there are vacancies to be filled. (6/1997)</p> <p>e. (No change.)</p> <p><b>Section 3.</b> <del>The nominee</del> <u>person selected by a region</u> for a guaranteed office of Trustee <del>for a region shall be presented to the delegate body and</del> declared elected to the Board of Trustees <del>as of the</del></p>	<p>c. The voting shall be by ballot only where there are more candidates for an office than there are open positions. (1/2012)</p> <p>d. No ballot shall be counted whereon it appears that the delegate has voted for a greater or lesser number of nominees for an office than there are vacancies to be filled. (6/1997)</p> <p>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)</p> <p><b>Section 3.</b> The person selected by a region for a guaranteed office of Trustee shall be declared elected to the Board of Trustees. (6/2010)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 5.</b> 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)</p> <p><b>Section 6.</b> 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)</p> <p><b>Section 7.</b> Cumulative voting shall not be permitted. (6/1997)</p> <p><b>Section 8.</b> 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) <i>Comment: Deleted. Electronic balloting results are now shared immediately. The concept of the last sentence is now covered in Art. XVII, new Sec. 2.</i></p> <p><b>Section 9.</b> 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,</p>	<p><del>ensuing October 1.</del> (6/2010) <i>Comment: Adjusted for clarification. Also, terms are covered in new Art. XII, Sec. 7.</i></p> <p><b>Section 4.</b> The nominees for Trustees for regular three-year terms from the United States and Pacific Canada Region receiving the greater number of valid votes <u>cast</u> 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 <u>cast</u> shall be declared elected. (6/2010)</p> <p><b>Section 5.</b> (No change to former Sec. 6.)</p> <p><b>Section 6.</b> (No change to former Sec. 7.)</p> <p><b>Section 7.</b> After their election and before their assumption of office, all officers of Kiwanis International <del>and of the districts thereof</del> shall be known and designated by the titles of the offices to which they have <u>respectively</u> been elected,</p>	<p><b>Section 4.</b> The nominees for Trustees for regular three-year terms from the United States and Pacific Canada Region receiving the greater number of valid votes cast 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 cast shall be declared elected. (6/2010)</p> <p><b>Section 5.</b> 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)</p> <p><b>Section 6.</b> Cumulative voting shall not be permitted. (6/1997)</p> <p><b>Section 7.</b> After their election and before their assumption of office, all officers of Kiwanis International shall be known and designated by the titles of the offices to which they have been elected, followed by the term "designate."</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
followed by the term "designate."	followed by the term "designate." <i>Comment: The deleted text is covered in the Standard Form for District Bylaws.</i>	
<p><b>ARTICLE XIX. DISCIPLINE OF OFFICERS AND VACANCIES IN OFFICE</b></p> <p><b>Section 1.</b> 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.</p> <p><b>Section 2.</b> 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.</p> <p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> 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.</p> <p><b>Section 5.</b> In the event of a vacancy in the office of Trustee, the Board of Trustees shall elect a</p>	<p><b>ARTICLE XIX. <del>DISCIPLINE OF OFFICERS AND VACANCIES IN OFFICE AND DISCIPLINE OF OFFICERS</del></b></p> <p><b>Section 1.</b> In the event of a vacancy in the office of President during the administrative year, the Board of Trustees shall elect <u>a President for the unexpired term</u> from among its own <del>number members or the Past Presidents</del> <u>a President for the unexpired term.</u> <u>Until that time, the Immediate Past President shall serve as Acting President.</u> <i>Comment: These changes may help prevent potential difficulties.</i></p> <p><b>Section 2.</b> (No change.)</p> <p><b>Section 3.</b> (No change.)</p> <p><b>Section 4.</b> In the event of a vacancy in the office of Vice-President during the administrative year, the Board of Trustees shall elect a qualified <u>club member of a club</u> to fill the office for the unexpired term.</p> <p><b>Section 5.</b> (No change.)</p>	<p><b>ARTICLE 19. VACANCIES IN OFFICE AND DISCIPLINE OF OFFICERS</b></p> <p><b>Section 1.</b> In the event of a vacancy in the office of President during the administrative year, the Board of Trustees shall elect a President for the unexpired term from among its own members or the Past Presidents. Until that time, the Immediate Past President shall serve as Acting President.</p> <p><b>Section 2.</b> 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.</p> <p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> In the event of a vacancy in the office of Vice-President during the administrative year, the Board of Trustees shall elect a qualified club member to fill the office for the unexpired term.</p> <p><b>Section 5.</b> In the event of a vacancy in the office of Trustee, the Board of Trustees shall elect a</p>

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<p>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)</p> <p><b>Section 6.</b> 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)</p> <p>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)</p> <p>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)</p>	<p><b>Section 6.</b> (No change.)</p> <p>a. (No change.)</p> <p>b. Trustees shall be elected by the vote of the delegates present and voting and the nominees receiving the greater number of <u>valid</u> 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)</p> <p><u><a href="#">Section 7. In the event that the election of any Kiwanis International Board office cannot be completed for any reason, the International Board may consider the office to be vacant and may fill it as a vacancy as provided in these bylaws for such office.</a></u>  <i>Comment: This addresses a previous omission and parallels the Standard Form for District Bylaws.</i></p>	<p>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)</p> <p><b>Section 6.</b> 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)</p> <p>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)</p> <p>b. Trustees shall be elected by the vote of the delegates present and voting and the nominees receiving the greater number of valid 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)</p> <p><b>Section 7.</b> In the event that the election of any Kiwanis International Board office cannot be completed for any reason, the International Board may consider the office to be vacant and may fill it as a vacancy as provided in these bylaws for such office.</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 7.</b> 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)</p> <p><b>Section 8.</b> If a Kiwanis International officer or 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 at least thirty (30) days prior to the meeting. The accused 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</p>	<p><b>Section 8.</b> 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. <u>If the Immediate Past President is unable or unwilling to serve, the Board shall select a Past President to become Acting President.</u> 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, <del>it shall appear to the Board of Trustees</del> <u>the Board determines by another two-thirds (2/3) vote of the entire Board</u> that the President continues to be incapacitated and is not able to resume the duties and responsibilities of the office, the Board of Trustees, <u>by two-thirds (2/3) vote of the entire Board,</u> 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) <i>Comment: These changes strengthen the process and may help prevent potential difficulties.</i></p> <p><b>Section 9.</b> (No change to former Sec. 8.)</p>	<p><b>Section 8.</b> 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. If the Immediate Past President is unable or unwilling to serve, the Board shall select a Past President to become Acting President. 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, the Board determines by another two-thirds (2/3) vote of the entire Board that the President continues to be incapacitated and is not able to resume the duties and responsibilities of the office, the Board of Trustees, by two-thirds (2/3) vote of the entire Board, 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)</p> <p><b>Section 9.</b> If a Kiwanis International officer or 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 at least thirty (30) days prior to the meeting. The accused 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</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>trustee seat shall be declared vacant. (6/2022)</p> <p><b>Section 9.</b></p> <p>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)</p> <p>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)</p> <p>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)</p> <p>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</p>	<p><b>Section 10.</b> (No change to former Sec. 9.)</p>	<p>trustee seat shall be declared vacant. (6/2022)</p> <p><b>Section 10.</b></p> <p>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)</p> <p>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)</p> <p>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)</p> <p>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</p>

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<p>persons involved in any part of the process. (6/2013)</p> <p>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)</p> <p><b>Section 10.</b> 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) <i>Comment: Moved to new Sec. 13.</i></p> <p><b>Section 11.</b> 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)</p>	<p><b>Section 11.</b> <del>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.</del> <u>In the event that, after election and before October 1, any member-designate of the Kiwanis International Board is unable to serve for the year elected, the Board-designate for said year shall fill the position as a vacancy as provided in these bylaws for such office. Disability or inability of the member-designate to serve for the year for which elected shall first be determined by a two-thirds (2/3) vote of the entire Board-designate.</u> (6/1989) <i>Comment: Clarification of the text with no change</i></p>	<p>persons involved in any part of the process. (6/2013)</p> <p>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)</p> <p><b>Section 11.</b> In the event that, after election and before October 1, any member-designate of the Kiwanis International Board is unable to serve for the year elected, the Board-designate for said year shall fill the position as a vacancy as provided in these bylaws for such office. Disability or inability of the member-designate to serve for the year for which elected shall first be determined by a two-thirds (2/3) vote of the entire Board-designate. (6/1989)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 12.</b> 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) <i>Comment: Deleted. Covered in Art. XIII, Sec. 11.</i></p> <p><b>Section 13.</b> 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)</p>	<p><i>to current practice.</i></p> <p><b>Section 13.</b> 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) <i>Comment: Moved here from Sec. 10.</i></p> <p><b>Section 14.</b> (No change to former Section 13.)</p>	<p><b>Section 13.</b> Whenever an International officer is removed from office for reasons involving conduct unbecoming or failure to perform the duties of office or resigns from office, that member may be declared by the International Board to be ineligible to hold an International office or appointment in the future. (6/2015)</p> <p><b>Section 14.</b> 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)</p>
<p><b>ARTICLE XX. COMMITTEES</b></p> <p><b>Section 1.</b> 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</p>	<p><b>ARTICLE XX. COMMITTEES</b> <i>Comment: This article was largely reorganized and revised for clarity and accuracy. Specific changes are not shown.</i></p> <p><b>Section 1.</b> Kiwanis International shall have the following standing committees.</p> <p>a. The Executive Committee, which shall include 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</p>	<p><b>ARTICLE 20. COMMITTEES</b></p> <p><b>Section 1.</b> Kiwanis International shall have the following standing committees.</p> <p>a. The Executive Committee, which shall include 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</p>

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<p>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)</p> <p><i>Comment: Secs. 1 and 2 are combined in new Sec. 1a and revised.</i></p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> 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)</p> <p><i>Comment: Moved to new Sec. 1b.</i></p>	<p>President. The President shall be the Chair. In the President's absence, the Immediate Past President shall preside. The Executive Committee shall assist and support all other Board committees and shall have such other duties as determined by the Board.</p> <p>b. The Audit and Finance Committee, which shall include the Vice-President and two (2) or more members from the Executive Committee, one (1) of whom shall be designated as chair, as well as two (2) or more additional members of the Board who are not members of the Executive Committee. The Audit and Finance Committee is charged with monitoring all financial matters involving Kiwanis International and any of its sponsored organizations and affiliates and shall have such other duties as determined by the Board.</p> <p><i>Comment: Mandatory composition of this committee has been revised.</i></p> <p>c. The Membership Committee, which shall include such members of the Board as appointed and approved. The Membership Committee shall work to build, retain, and</p>	<p>President. The President shall be the Chair. In the President's absence, the Immediate Past President shall preside. The Executive Committee shall assist and support all other Board committees and shall have such duties as determined by the Board.</p> <p>b. The Audit and Finance Committee, which shall include the Vice-President and two (2) or more members from the Executive Committee, one (1) of whom shall be designated as chair, as well as two (2) or more additional members of the Board who are not members of the Executive Committee. The Audit and Finance Committee is charged with monitoring all financial matters involving Kiwanis International and any of its sponsored organizations and affiliates and shall have such other duties as determined by the Board.</p> <p>c. The Membership Committee, which shall include such members of the Board as appointed and approved. The Membership Committee shall work to build, retain, and</p>

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<p><b>Section 4.</b> 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) <i>Comment: Moved to new Sec. 1d.</i></p> <p>a. The quorum of the Committee of Past International Presidents shall be five (5). (6/1989)</p> <p>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)</p> <p>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)</p> <p><b>Section 5.</b> There shall be a Standing Committee on Resolutions, which shall consist of seven (7)</p>	<p>support a growing Kiwanis membership and shall have such duties as determined by the Board. <i>Comment: This committee is a new addition.</i></p> <p>d. The Past International Presidents Committee, which shall be composed of all the Past International Presidents except the Immediate Past International President. The Past International President who served as International President three (3) years previously shall be the chair. If that person cannot serve or chooses not to serve, the committee shall select a committee member as chair. <i>Comment: New information in this paragraph was moved here from Procedure and reflects long-standing practice.</i></p> <p>The Committee shall consider and report on all matters referred to it by the Board. It may also initiate subjects for consideration and report its conclusions to said Board.</p> <p>The Committee shall meet at the annual International convention. It may also meet, at the members' expense, at the call of the Chair of at least ten (10) members of the committee, provided that such additional meetings shall not be held less than thirty (30) days prior to the convention. Five (5) members shall constitute a quorum. (6/1989)</p> <p>e. The Resolutions and Bylaws Committee, which shall include no fewer than five (5)</p>	<p>support a growing Kiwanis membership and shall have such other duties as determined by the Board.</p> <p>d. The Past International Presidents Committee, which shall be composed of all the Past International Presidents except the Immediate Past International President. The Past International President who served as International President three (3) years previously shall be the chair. If that person cannot serve or chooses not to serve, the committee shall select a committee member as chair.</p> <p>The Committee shall consider and report on all matters referred to it by the Board. It may also initiate subjects for consideration and report its conclusions to said Board.</p> <p>The Committee shall meet at the annual International convention. It may also meet, at the members' expense, at the call of the Chair of at least ten (10) members of the committee, provided that such additional meetings shall not be held less than thirty (30) days prior to the convention. Five (5) members shall constitute a quorum. (6/1989)</p> <p>e. The Resolutions and Bylaws Committee, which shall include no fewer than five (5)</p>

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<p>members from clubs, at least one (1) of whom shall be a Past International President. (6/1989)  <i>Comment: Moved to new Sec. 1e.</i></p> <p>a. The quorum of the Committee on Resolutions shall be four (4). (6/1989)</p> <p>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)</p>	<p>members, at least one (1) of whom shall be a Past International President, and none of whom shall be members of the Kiwanis International Board.</p> <p>The Resolutions and Bylaws Committee shall consider and report to the Kiwanis International Board on all proposed resolutions and proposed amendments to the Kiwanis International bylaws properly submitted as provided in these Bylaws.</p> <ul style="list-style-type: none"> <li>• Resolutions: The Committee may modify, combine, edit, or not recommend any resolution proposal. The Kiwanis International Board shall have final authority on resolutions to be considered at the convention.  <i>New information in this paragraph reflects long-standing practice.</i></li> <li>• Amendments: The committee will verify whether an amendment proposal meets its stated purpose or advise the proposer how it could revise the proposal to do so.  <i>Comment: This captures their duties regarding amendments and reflects long-standing practice.</i></li> </ul> <p>The committee shall perform such additional duties as may be assigned by the Board.  <i>Comment: This information reflects long-standing practice.</i></p> <p>The committee shall meet as provided in Article XVII.</p> <p>f. The Governance Committee, which shall be composed of six (6) qualified persons,</p>	<p>members, at least one (1) of whom shall be a Past International President, and none of whom shall be members of the Kiwanis International Board.</p> <p>The Resolutions and Bylaws Committee shall consider and report to the Kiwanis International Board on all proposed resolutions and proposed amendments to the Kiwanis International bylaws properly submitted as provided in these Bylaws.</p> <ul style="list-style-type: none"> <li>• Resolutions: The Committee may modify, combine, edit, or not recommend any resolution proposal. The Kiwanis International Board shall have final authority on resolutions to be considered at the convention.</li> <li>• Amendments: The committee will verify whether an amendment proposal meets its stated purpose or advise the proposer how it could revise the proposal to do so.</li> </ul> <p>The committee shall perform such additional duties as may be assigned by the Board.</p> <p>The committee shall meet as provided in Article XVII.</p> <p>f. The Governance Committee, which shall be composed of six (6) qualified persons,</p>

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<p><b>Section 6.</b> 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)</p> <p><i>Comment: Moved to new Sec. 2.</i></p> <p>a. International Committees shall serve for the administrative year for which they are appointed. (6/1982)</p> <p>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)</p> <p>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</p>	<p>including one (1) from the Asia-Pacific Region and one (1) from the Europe Region. All members shall serve three-year staggered terms, with each President-elect appointing two new members. The committee's duties shall be to review all matters related to governance and structure requested by the Board, the President, or the Executive Director. The committee shall report promptly to the Kiwanis International Board on all matters it considers.</p> <p><i>Comment: This standing committee was temporarily codified in procedures. It should be stated in the bylaws with all other standing committees.</i></p> <p><b>Section 2.</b> The President and the President-Elect of Kiwanis International may create and appoint special committees as will make it possible to give direct and effective leadership during his/her year as President, subject to Board approval. Special committees shall serve only for the administrative year for which they are appointed, unless a longer term is approved. The President shall be an ex-officio member of all special committees but shall not count toward quorum. All special committee meetings shall be conducted electronically unless otherwise approved by the President and Executive Director. (7/1998)</p> <p><i>Comment: The President's status as ex-officio member corresponds to the Standard Form for District Bylaws. The statement about electronic meetings reflects long-standing practice.</i></p>	<p>including one (1) from the Asia-Pacific Region and one (1) from the Europe Region. All members shall serve three-year staggered terms, with each President-elect appointing two new members. The committee's duties shall be to review all matters related to governance and structure requested by the Board, the President, or the Executive Director. The committee shall report promptly to the Kiwanis International Board on all matters it considers.</p> <p><b>Section 2.</b> The President and the President-Elect of Kiwanis International may create and appoint special committees as will make it possible to give direct and effective leadership during his/her year as President, subject to Board approval. Special committees shall serve only for the administrative year for which they are appointed, unless a longer term is approved. The President shall be an ex-officio member of all special committees but shall not count toward quorum. All special committee meetings shall be conducted electronically unless otherwise approved by the President and Executive Director. (7/1998)</p>

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<p>those committees appointed by the President-Elect. (1/2006)  <i>Comment: Deleted c and d, which are unnecessary provisions and too much detail for bylaws.</i></p> <p>d. If an International Committee is subdivided geographically, each subdivision shall have no more than four (4) members. (10/1990)</p> <p><b>Section 7.</b> 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)  <i>Comment: Covered by new Sec. 3.</i></p> <p><b>Section 8.</b> 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.  <i>Comment: Covered by new Sec. 3.</i></p> <p><b>Section 9.</b> Special committees may consist of only one (1) member. (1/2006)  <i>Comment: Deleted. Unnecessary.</i></p> <p><b>Section 10.</b> 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)  <i>Comment: Covered by new Sec. 3.</i></p>	<p><b>Section 3.</b> Unless otherwise stated elsewhere in this Article, the following shall apply to standing or special committees:</p> <ol style="list-style-type: none"> <li>a. Members and Chairs shall be appointed by the President, subject to approval by the Kiwanis International Board.</li> <li>b. Members appointed by the President may be removed by the President, subject to approval by the Board of Trustees, or may be removed by a two-thirds (2/3) vote of the Board.</li> <li>c. Each committee shall meet at the call of the President, its chair, or a majority of its members.</li> <li>d. Committees 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.</li> <li>e. At least three (3) days advance notice of meetings shall be given to all committee members. For the Executive Committee, notice shall also be given to all members of the Board. Notice of meetings shall be sent to the Executive Director or designee as soon as they are scheduled.</li> <li>f. A majority of committee members shall constitute a quorum.</li> <li>g. The Chair shall preside at all committee</li> </ol>	<p><b>Section 3.</b> Unless otherwise stated elsewhere in this Article, the following shall apply to standing or special committees:</p> <ol style="list-style-type: none"> <li>a. Members and Chairs shall be appointed by the President, subject to approval by the Kiwanis International Board.</li> <li>b. Members appointed by the President may be removed by the President, subject to approval by the Board of Trustees, or may be removed by a two-thirds (2/3) vote of the Board.</li> <li>c. Each committee shall meet at the call of the President, its chair, or a majority of its members.</li> <li>d. Committees 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.</li> <li>e. At least three (3) days advance notice of meetings shall be given to all committee members. For the Executive Committee, notice shall also be given to all members of the Board. Notice of meetings shall be sent to the Executive Director or designee as soon as they are scheduled.</li> <li>f. A majority of committee members shall constitute a quorum.</li> <li>g. The Chair shall preside at all committee</li> </ol>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
	<p>meetings. In the absence of the Chair, the committee shall select an interim Chair.</p> <p>h. Each committee shall report its activities to the Board.</p>	<p>meetings. In the absence of the Chair, the committee shall select an interim Chair.</p> <p>h. Each committee shall report its activities to the Board.</p>
<p><b>ARTICLE XXI. OFFICIAL PUBLICATIONS</b></p> <p><b>Section 1.</b> 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) <i>Comment: Combined former Secs. 1-3 into new Sec. 1.</i></p> <p><b>Section 2.</b> The Board of Trustees shall determine the editorial and publication policies of official publications. (6/2010)</p> <p><b>Section 3.</b> 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)</p> <p><b>Section 4.</b> 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) <i>Comment: Combined Secs. 4 and 6 into new Sec. 2, and revised.</i></p>	<p><b>ARTICLE XXI. OFFICIAL PUBLICATIONS</b></p> <p><b>Section 1.</b> <u>The Board of Trustees shall be responsible for publishing the official publication(s) of Kiwanis International and shall determine all editorial and publication policies. The Executive Director shall be responsible for producing and distributing any official publications, subject to the direction and control of the Board.</u> (6/2010) <i>Comment: Combines Secs. 1-3 and clarifies per current practice.</i></p> <p><b>Section 2.</b> Each club in the United States and Canada, excluding the French-speaking clubs in Canada, shall require each member to subscribe to the official publication(s) of Kiwanis International. However: (6/2012)</p> <p>a. If spouses are both members of a club, one spouse may choose not to subscribe. (6/2012)</p> <p>b. If a member belongs to more than one club, they may choose to subscribe only with their primary club. (6/2012)</p>	<p><b>ARTICLE 21. OFFICIAL PUBLICATIONS</b></p> <p><b>Section 1.</b> The Board of Trustees shall be responsible for publishing the official publication(s) of Kiwanis International and shall determine all editorial and publication policies. The Executive Director shall be responsible for producing and distributing any official publications, subject to the direction and control of the Board. (6/2010)</p> <p><b>Section 2.</b> Each club in the United States and Canada, excluding the French-speaking clubs in Canada, shall require each member to subscribe to the official publication(s) of Kiwanis International. However: (6/2012)</p> <p>a. If spouses are both members of a club, one spouse may choose not to subscribe. (6/2012)</p> <p>b. If a member belongs to more than one club, they may choose to subscribe only with their primary club. (6/2012)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 5.</b> 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) <i>Comment: Moved to new Sec. 3, and revised.</i></p> <p><b>Section 6.</b> 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) <i>(See also Interpretations.)</i> <i>Comment: Merged into new Sec. 2.</i></p> <p><b>Section 7.</b> 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</p>	<p>Subscriptions shall be based on each club's annual membership report as of September 30 of each year and shall be billed and collected with Kiwanis International dues. (6/2012) <i>Comment: Combined Secs. 4 and 6 regarding subscription and billing, with no change to current practice.</i></p> <p><b>Section 3.</b> The subscription price of the official publication(s) of Kiwanis International shall be eight dollars (US\$8.00) per club member per annum. <u>Billing shall be based upon the membership of the respective clubs as shown in their annual membership report to Kiwanis International.</u> All subscription funds shall be earmarked for official publication(s) of Kiwanis International and shall not revert to the Kiwanis general fund. <del>Billing shall be based upon the membership of the respective clubs as shown in their membership report to Kiwanis International.</del> (6/2012) <i>Comment: Rearranged sentence order for clarity. No change to current practice.</i></p>	<p>Subscriptions shall be based on each club's annual membership report as of September 30 of each year and shall be billed and collected with Kiwanis International dues. (6/2012)</p> <p><b>Section 3.</b> The subscription price of the official publication(s) of Kiwanis International shall be eight dollars (US\$8.00) per club member per annum. Billing shall be based upon the membership of the respective clubs as shown in their annual membership report to Kiwanis International. All subscription funds shall be earmarked for official publication(s) of Kiwanis International and shall not revert to the Kiwanis general fund. (6/2012)</p>

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<p>club's annual membership roster. (6/2012)  <i>Comment: Deleted. Since this does not affect members, the Board may determine such policies or processes.</i></p>		
<p><b>ARTICLE XXII. REVENUE</b> (Rev. 2013)</p> <p><b>Section 1.</b> 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) <i>(See also Interpretations.)</i></p> <p><b>Section 2.</b> 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)</p> <ul style="list-style-type: none"> <li>• Tier A: Countries with per capita income US \$10,000 or more pay US \$52. (6/2015)</li> <li>• Tier B: Countries with per capita income US \$5,000 to US \$9,999 pay US \$34. (6/2015)</li> <li>• Tier C: Countries with per capita income US \$4,999 or less shall pay US \$23. (6/2015)</li> </ul> <p><b>Section 3.</b> 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</p>	<p><b>ARTICLE XXII. REVENUE</b> (Rev. 2013)</p> <p><b>Section 1.</b> 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, <del>the sum</del> <u>annual membership dues</u> 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) <i>(See also Interpretations.)</i>  <i>Comment: Applying correct terminology.</i></p> <p><b>Section 2.</b> (No change.)</p> <p><b>Section 3.</b> <u>If a club member was a former member of a Kiwanis International Service Leadership Programs club, the member's</u> <del>A club shall be relieved of any obligation to pay International dues for any club</del> <u>such member for a period of two (2) administrative years from the date of joining that their first Kiwanis club,</u> <del>provided such member was</del></p>	<p><b>ARTICLE 22. REVENUE</b> (Rev. 2013)</p> <p><b>Section 1.</b> 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, annual membership dues 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) <i>(See also Interpretations.)</i></p> <p><b>Section 2.</b> 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)</p> <ul style="list-style-type: none"> <li>• Tier A: Countries with per capita income US \$10,000 or more pay US \$52. (6/2015)</li> <li>• Tier B: Countries with per capita income US \$5,000 to US \$9,999 pay US \$34. (6/2015)</li> <li>• Tier C: Countries with per capita income US \$4,999 or less shall pay US \$23. (6/2015)</li> </ul> <p><b>Section 3.</b> If a club member was a former member of a Kiwanis International Service Leadership Programs club, the member's club shall be relieved of any obligation to pay International dues for such member for a period of two (2) administrative years from the date of joining their first Kiwanis club. The financial obligations to said member's</p>

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<p>for official publications, and the premium payable to defray the cost of insurance prescribed in these bylaws shall remain payable. (7/2007)</p> <p><b>Section 4.</b> 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) <i>Comment: Moved to new Sec. 6.</i></p> <p><b>Section 5.</b> 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) <i>Comment: Moved to new Sec. 5.</i></p> <p><b>Section 6.</b> Each member club shall pay dues and/or other costs as set forth in the federation bylaws to</p>	<p><del>a former member of a Kiwanis International sponsored program.</del> 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) <i>Comment: Clarifying text per current practice.</i></p> <p><b>Section 4.</b> 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) <i>Comment: Moved here from Sec. 8, so that all Kiwanis International fees are stated together.</i></p> <p><del>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</del> <u>Each club may collect from each member annual membership dues and other fees as established by said club.</u> (6/2012) <i>Comment: Clarifying text with no change to current practice. Club dues are not actually stated in the club bylaws. Also, K.I. cannot mandate club members' actions, only clubs.</i></p> <p><b>Section 6.</b> Each member club may be assessed by the district with which it is affiliated <u>to which it belongs, for each club member, a sum district dues and/or fees in amounts established by the district.</u> These dues shall be based upon each club's annual membership report. (6/2012) <i>Comment: Clarifying text with no change to current practice.</i></p> <p><del>Section 7. Each member club shall pay dues and/or other costs as set forth in the federation bylaws to</del></p>	<p>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)</p> <p><b>Section 4.</b> 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)</p> <p><b>Section 5.</b> Each club may collect from each member annual membership dues and other fees as established by said club. (6/2012)</p> <p><b>Section 6.</b> Each club may be assessed by the district to which it belongs, for each club member, district dues and/or fees in amounts established by the district. These dues shall be based upon each club's annual membership report. (6/2012)</p> <p><b>Section 7.</b> Each club may be assessed by the region to which it belongs, for each club member, regional</p>

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<p>the federation with which it is affiliated for each member. (6/2012)  <i>Comment: Moved to new Sec. 7 and adjusted.</i></p> <p><b>Section 7.</b> The word "dollar(s)" shall mean "United States dollar(s) or the equivalent thereof." (7/1988)</p> <p><b>Section 8.</b> 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)  <i>Comment: Moved to new Sec. 4.</i></p> <p><b>Section 9.</b> Revenue from sources other than those defined in this Article may be raised as provided in these Bylaws. (7/1988)  <i>Comment: Deleted as it was already covered in Sec. 10.</i></p> <p><b>Section 10.</b></p> <p>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)</p> <p>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</p>	<p><del>the federation with which it is affiliated for each member.</del> <u>Each club may be assessed by the region to which it belongs, for each club member, regional dues and/or fees in amounts established by the region. These dues shall be based upon each club's annual membership report.</u> (6/2012)  <i>Comment: Clarifying text with no change to current practice.</i></p> <p><b>Section 8.</b> (No change to former Section 7.)</p> <p><b>Section 9.</b> (No change to former Section 10.)</p>	<p>dues and/or fees in amounts established by the region. These dues shall be based upon each club's annual membership report. (6/2012)</p> <p><b>Section 7.</b> The word "dollar(s)" shall mean "United States dollar(s) or the equivalent thereof." (7/1988)</p> <p><b>Section 9.</b></p> <p>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)</p> <p>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</p>

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<p>Kiwanis; or impugns the good name of Kiwanis. (6/1992)</p> <p>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)</p> <p>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)</p>		<p>Kiwanis; or impugns the good name of Kiwanis. (6/1992)</p> <p>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)</p> <p>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)</p>
<p><b>ARTICLE XXIII. FINANCE AND ACCOUNTING</b></p> <p><b>Section 1.</b> The fiscal year of Kiwanis International shall commence October 1 and terminate the following September 30. (6/1989)</p> <p><b>Section 2.</b> The Board of Trustees shall install and maintain an efficient accounting system for Kiwanis International. (6/1989)</p> <p><b>Section 3.</b> Not later than October 1 of each fiscal year, the Board of Trustees shall adopt a budget for</p>	<p><b>ARTICLE XXIII. FINANCE AND ACCOUNTING</b></p> <p><b>Section 1.</b> <del>The fiscal year of Kiwanis International shall commence October 1 and terminate the following September 30.</del> <u>The administrative and fiscal year of Kiwanis International shall begin on October 1 of each year.</u> (6/1989) <i>Comment: This adds reference to the administrative year as well, which is not stated anywhere else in the Bylaws.</i></p> <p><b>Section 2.</b> The Board of Trustees shall <del>install and maintain</del> <u>utilize</u> an efficient <del>and cost-effective</del> accounting system for Kiwanis International. (6/1989) <i>Comment: Clarifying text with no change to current practice.</i></p> <p><b>Section 3.</b> <u>Kiwanis International will control its finances through an adequate budget system, and</u></p>	<p><b>ARTICLE 23. FINANCE AND ACCOUNTING</b></p> <p><b>Section 1.</b> The administrative and fiscal year of Kiwanis International shall begin on October 1 of each year. (6/1989)</p> <p><b>Section 2.</b> The Board of Trustees shall utilize an efficient and cost-effective accounting system for Kiwanis International. (6/1989)</p> <p><b>Section 3.</b> Kiwanis International will control its finances through an adequate budget system, and</p>

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<p>the fiscal year. The budget shall specify the estimated revenues and sources thereof, and the purpose and amount of expenses or appropriations.</p> <p><b>Section 4.</b> Disbursements in any year shall not exceed the gross amount of the annual budget.</p> <p><b>Section 5.</b> The Board of Trustees shall designate the depositories of all funds of Kiwanis International. (10/1985)</p> <p><b>Section 6.</b> 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) <i>Comment: Deleted. The Board has the power and responsibility (per Art. 3) to handle the organization's finances. This detail is procedural.</i></p> <p><b>Section 7.</b> 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)</p>	<p><u>financial matters will be conducted on sound, conservative principles.</u> Not later than <del>October 1</del> <u>September 30</u> of each fiscal year, the Board of Trustees shall adopt <del>a budget</del> <u>annual budgets for both operations and capital expenditures</u> for the <u>next</u> fiscal year. The budgets shall specify the estimated revenues and sources thereof, and the purpose and amount of expenses or appropriations. <i>Comment: This assures the budget will be set before the year begins, helping to ensure best practices.</i></p> <p><b>Section 4.</b> (No change.)</p> <p><b>Section 5.</b> (No change.)</p> <p><b>Section 6.</b> 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 <del>books, records, and vouchers</del> <u>required documents</u>. (6/2012) <i>Comment: Updating language with no change to current practice.</i></p>	<p>financial matters will be conducted on sound, conservative principles. Not later than September 30 of each fiscal year, the Board of Trustees shall adopt annual budgets for both operations and capital expenditures for the next fiscal year. The budgets shall specify the estimated revenues and sources thereof and the purpose and amount of expenses or appropriations.</p> <p><b>Section 4.</b> Disbursements in any year shall not exceed the gross amount of the annual budget.</p> <p><b>Section 5.</b> The Board of Trustees shall designate the depositories of all funds of Kiwanis International. (10/1985)</p> <p><b>Section 6.</b> 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 required documents. (6/2012)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 8.</b> 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)</p>	<p><b>Section 7.</b> In an official publication of Kiwanis International, annually, within six (6) months after the close of the Kiwanis fiscal year, the <del>Board of Trustees</del> <u>Executive Director</u> 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 <del>Key Club International and Circle K International</del> <u>all subsidiaries</u>. A glossary with detailed information regarding expenditures is to be published therewith. (6/2004)</p> <p><i>Comment: The first wording change assigns specific responsibility. The second wording change reflects actual practice.</i></p>	<p><b>Section 7.</b> In an official publication of Kiwanis International, annually, within six (6) months after the close of the Kiwanis fiscal year, the Executive Director 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 all subsidiaries. A glossary with detailed information regarding expenditures is to be published therewith. (6/2004)</p>
<p><b>ARTICLE XXIV. INSURANCE AND INDEMNIFICATION</b></p> <p><b>Section 1.</b> 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)</p> <p><b>Section 2.</b> 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) <i>(See also Interpretations.)</i></p>	<p><b>ARTICLE XXIV. INSURANCE AND INDEMNIFICATION</b></p> <p><b>Section 1.</b> The Board of Trustees, at its discretion, may purchase <del>liability</del> insurance programs for the protection of all clubs and Kiwanis-sponsored organizations in the United States and Canada and the members, volunteers, and employees <del>of such clubs and Kiwanis-sponsored organizations thereof</del>. The Board of Trustees, at its discretion, may provide such insurance programs to other parts of the Kiwanis world. (7/2014)</p> <p><i>Comment: Updated the text with no change to current practice.</i></p> <p><b>Section 2.</b> Clubs covered by such insurance shall be billed <del>for premiums pro rata by Kiwanis International, pro rata, based on membership,</del> for the cost of such insurance and administrative costs. <u>Such sum shall be based on each club's annual membership report as of September 30 of each year and shall be billed and collected with Kiwanis International dues. Clubs may pay insurance</u></p>	<p><b>ARTICLE 24. INSURANCE AND INDEMNIFICATION</b></p> <p><b>Section 1.</b> The Board of Trustees, at its discretion, may purchase insurance programs for the protection of all clubs and Kiwanis-sponsored organizations in the United States and Canada and the members, volunteers, and employees thereof. The Board of Trustees, at its discretion, may provide such insurance programs to other parts of the Kiwanis world. (7/2014)</p> <p><b>Section 2.</b> Clubs covered by such insurance shall be billed pro rata by Kiwanis International for the cost of such insurance and administrative costs. Such sum shall be based on each club's annual membership report as of September 30 of each year and shall be billed and collected with Kiwanis International dues. Clubs may pay insurance costs from either administrative or service funds.</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>Section 3.</b> 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)</p>	<p><del>premiums</del> <u>costs</u> from either administrative or service funds. (6/2009) <i>(See also Interpretations.)</i>  <b>Comment:</b> <i>Clarifying text only to agree with language regarding dues and subscriptions. Not all types of insurance may have “premiums” per se.</i></p> <p><b>Section 3.</b> (No change.)</p>	<p>(6/2009) <i>(See also Interpretations.)</i></p> <p><b>Section 3.</b> 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)</p>
<p><b>ARTICLE XXV. MOTTO</b></p> <p><b>Section 1.</b> The motto of Kiwanis International shall be "Serving the Children of the World." (7/2005)</p>	<p><b>ARTICLE XXV. MOTTO</b></p> <p>(No change to this Article.)</p>	<p><b>ARTICLE 25. MOTTO</b></p> <p><b>Section 1.</b> The motto of Kiwanis International shall be "Serving the Children of the World." (7/2005)</p>
<p><b>ARTICLE XXVI. PARLIAMENTARY AUTHORITY</b></p> <p><b>Section 1.</b> <i>Robert's Rules of Order Newly Revised</i> shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws. (6/1989)</p>	<p><b>ARTICLE XXVI. PARLIAMENTARY AUTHORITY</b></p> <p><b>Section 1.</b> <i>Robert's Rules of Order Newly Revised</i> (<u>latest edition</u>) shall be the parliamentary authority for all matters <del>of procedure</del> not specifically covered by these Bylaws <u>or Kiwanis International's other governing documents</u>. (6/1989)</p>	<p><b>ARTICLE 26. PARLIAMENTARY AUTHORITY</b></p> <p><b>Section 1.</b> <i>Robert's Rules of Order Newly Revised</i> (latest edition) shall be the parliamentary authority for all matters not specifically covered by these Bylaws or Kiwanis International's other governing documents. (6/1989)</p>
<p><b>ARTICLE XXVII. AMENDMENTS TO BYLAWS AND RESCISSION OF INTERPRETATIONS</b></p> <p><b>Section 1.</b> 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</p>	<p><b>ARTICLE XXVII. AMENDMENTS TO BYLAWS AND RESCISSION OF INTERPRETATIONS</b></p> <p><b>Comment:</b> <i>This article was largely reorganized and revised for clarity and accuracy. Specific changes are not shown.</i></p> <p><b>Section 1.</b> These bylaws may be amended at any convention of Kiwanis International by two-thirds (2/3) of the valid votes cast by the House of Delegates or by the Council as provided in Article 14. (7/2007)  <b>Comment:</b> <i>This change allows a uniform vote to</i></p>	<p><b>ARTICLE 27. AMENDMENTS TO BYLAWS AND RESCISSION OF INTERPRETATIONS</b></p> <p><b>Section 1.</b> These bylaws may be amended at any convention of Kiwanis International by two-thirds (2/3) of the valid votes cast by the House of Delegates or by the Council as provided in Article 14. (7/2007)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>amendment does not alter, change, modify, or revise any article or section other than those specified in Section 7. (7/2007)  <i>Comment: Covered in new Sec. 1.</i>  The Bylaws of Kiwanis International also may be enacted and amended by the International Council as provided in Article XIV, Section 4. (7/2007)</p> <p><b>Section 2.</b> Prior to the next scheduled International convention but no later than October 31, the Executive Director must receive: (6/2013)  <i>Comment: These concepts now covered by various other sections.</i></p> <p>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)</p> <p>b. Proposals to rescind the Bylaws adopted by the International Council; or (6/1991)</p> <p>c. Proposals to change or rescind an interpretation of the Bylaws by the Board of Trustees. (6/1991)</p> <p><b>Section 3.</b> 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)  <i>Comment: Moved to new Sec. 4.</i></p> <p>a. The International Board of Trustees; (7/1988)</p> <p>b. A district board or district house of delegates; or (6/1991)</p>	<p><i>amend any/all provisions of the bylaws, removing confusion. (A 2/3 vote is also required to amend club bylaws and district bylaws.)</i></p> <p><b>Section 2.</b> Rescission of a Bylaw amendment adopted by the Council may be made no later than the next two (2) successive conventions of Kiwanis International by a majority of the valid votes cast by the House of Delegates. (7/1998)</p> <p><b>Section 3.</b> Changes to or rescission of Bylaw interpretations adopted by the Kiwanis International Board may be made at the next scheduled convention of Kiwanis International by a majority of the valid votes cast by the House of Delegates. (7/1998)</p> <p><b>Section 4.</b> All proposals stated in Sections 1, 2, and 3 may be submitted by: (6/1991)</p> <p>a. The Kiwanis International Board; (7/1988)</p> <p>b. The board or house of delegates of a district in good standing; or (6/1991)</p> <p>c. A club in good standing, by a majority vote of the members. (6/2022)</p> <p><b>Section 5.</b> All proposals stated in Sections 1, 2, and 3 must be received by the Executive Director no later than October 31 prior to the next scheduled Kiwanis International convention. However, the Kiwanis International Board may propose amendments any time prior to proper notice being sent to clubs as provided in Section 6. (6/2013)</p> <p><b>Section 6.</b> The Kiwanis International Committee on Resolutions and Bylaws shall meet within sixty (60)</p>	<p><b>Section 2.</b> Rescission of a Bylaw amendment adopted by the Council may be made no later than the next two (2) successive conventions of Kiwanis International by a majority of the valid votes cast by the House of Delegates. (7/1998)</p> <p><b>Section 3.</b> Changes to or rescission of Bylaw interpretations adopted by the Kiwanis International Board may be made at the next scheduled convention of Kiwanis International by a majority of the valid votes cast by the House of Delegates. (7/1998)</p> <p><b>Section 4.</b> All proposals stated in Sections 1, 2, and 3 may be submitted by: (6/1991)</p> <p>a. The Kiwanis International Board; (7/1988)</p> <p>b. The board or house of delegates of a district in good standing; or (6/1991)</p> <p>c. A club in good standing, by a majority vote of the members. (6/2022)</p> <p><b>Section 5.</b> All proposals stated in Sections 1, 2, and 3 must be received by the Executive Director no later than October 31 prior to the next scheduled Kiwanis International convention. However, the Kiwanis International Board may propose amendments any time prior to proper notice being sent to clubs as provided in Section 6. (6/2013)</p> <p><b>Section 6.</b> The Kiwanis International Committee on Resolutions and Bylaws shall meet within sixty (60)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>c. A club in good standing, by a majority vote of the members. (6/2022)</p> <p><b>Section 4.</b> 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) <i>Comment: Moved to new Sec. 7, revised.</i></p> <p><b>Section 5.</b> 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) <i>Comment: Moved to new Sec. 3.</i></p> <p><b>Section 6.</b> 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) <i>Comment: This list is no longer necessary due to the change in Sec. 1.</i></p> <p>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</p>	<p>days after the submission deadline to consider all proposed amendments submitted by clubs and districts.</p> <p><b>Section 7.</b> Not later than ninety (90) days prior to the date of the International convention, the Executive Director shall send to the president and secretary of each club a copy of all proposals stated in Sections 1, 2, and 3. (6/2013)</p>	<p>days after the submission deadline to consider all proposed amendments submitted by clubs and districts.</p> <p><b>Section 7.</b> Not later than ninety (90) days prior to the date of the International convention, the Executive Director shall send to the president and secretary of each club a copy of all proposals stated in Sections 1, 2, and 3. (6/2013)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>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)</p> <p><b>Section 7.</b> 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)  <i>Comment: This is no longer accurate, per the changes in Sec. 1.</i></p> <p>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)</p>		

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>ARTICLE XXVIII. BYLAWS REVISIONS</b></p> <p><b>Section 1.</b> 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)</p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> A two-thirds (2/3) vote shall be required for adoption of a Bylaw revision. (6/2022)</p> <p><b>Section 4.</b> 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)</p>	<p><b>ARTICLE XXVIII. BYLAWS REVISIONS</b></p> <p><b>Section 1.</b> 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 <del>are</del> provided in the Board’s recommendation. (6/2022)</p> <p><b>Section 2.</b> (No change.)</p> <p><b>Section 3.</b> (No change.)</p> <p><b>Section 4.</b> (No change.)</p>	<p><b>ARTICLE 28. BYLAWS REVISIONS</b></p> <p><b>Section 1.</b> 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 provided in the Board’s recommendation. (6/2022)</p> <p><b>Section 2.</b> 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)</p> <p><b>Section 3.</b> A two-thirds (2/3) vote shall be required for adoption of a Bylaw revision. (6/2022)</p> <p><b>Section 4.</b> 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)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<b>KIWANIS INTERNATIONAL BYLAWS INTERPRETATIONS</b>		
<b>by the Kiwanis International Board</b>		
<p><i>NOTE: Interpretations of these bylaws are under complete authority of the Kiwanis International Board and not subject to direct vote by the House of Delegates. Existing interpretations are included for reference in the left column, since various provisions say, "See also Interpretations." Intended changes by the Kiwanis International Board are shown in the middle column. The final revised text is shown in the right column.</i></p>		
CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>PUBLICATION OF INTERPRETATIONS</b></p> <p><b>Article XIII, Section 9</b> - 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."</p> <p><b>Interpretation</b> - 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)</p>	<p><i>Comment: This interpretation will be deleted if the corresponding change to Art. 13, new Sec. 10 is adopted.</i></p>	
<p><b>GOOD CHARACTER</b></p> <p><b>Article VIII, Section 1</b> - 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."</p> <p><b>Interpretation</b> - 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)</p>	<p><b>GOOD CHARACTER</b></p> <p>(No change to this interpretation.)</p>	<p><b>GOOD CHARACTER</b></p> <p><b>Article 8, Section 1</b> - 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."</p> <p><b>Interpretation</b> - 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)</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p><b>FIRST BUSINESS SESSION OF THE ANNUAL CONVENTION</b></p> <p><b>Article XVIII, Section 3a(3)</b> - 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."</p> <p><b>Interpretation</b> - 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)</p>	<p><i>Comment: This interpretation will be deleted if the corresponding change to Art. 18, new Sec. 2 is adopted.</i></p>	
<p><b>RAFFLES AND DRAWINGS</b></p> <p><b>Article VII, Section 4</b> - 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."</p> <p><b>Interpretation</b> - 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)</p>	<p><i>Comment: This interpretation will be deleted if the corresponding change to Art. 7, new sSec. 3 is adopted.</i></p>	
<p><b>CORPORATE MEMBER REPRESENTATIVES HOLDING OFFICE</b></p> <p><b>Article VIII, Section 1</b> – 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</p>	<p><b>CORPORATE MEMBER REPRESENTATIVES HOLDING OFFICE</b></p> <p><b>Article 8, Section 1</b> – 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</p>	<p><b>CORPORATE MEMBER REPRESENTATIVES HOLDING OFFICE</b></p> <p><b>Article 8, Section 1</b> – 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</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
<p>representative...”</p> <p>And <b>Article XIX</b> – provides for filling vacancies in various Kiwanis International Offices.</p> <p>And <b>other governing documents of the organization</b> provide for filling vacancies in club, district, and federation offices.</p> <p><b>Interpretation</b> – 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)</p>	<p>representative...”</p> <p>And <b>Article 19</b> – provides for filling vacancies in various Kiwanis International Offices.</p> <p>And <b>other governing documents of the organization</b> provide for filling vacancies in club, district, and <u>federation regional</u> offices.</p> <p><b>Interpretation</b> – <u>A corporate member shall not hold a club, district, region, or Kiwanis International office. Only a representative appointed by the corporate member may hold office. Furthermore,</u> if an appointed representative of a corporate member stops representing the corporation for any reason while holding <del>a club, district, federation or Kiwanis International</del> <u>any such</u> 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)</p> <p><i>Comment: This addition covers the fact that corporations may not hold office to begin with, even beyond filling a vacancy. Only their individual representatives may hold office.</i></p>	<p>representative...”</p> <p>And <b>Article 19</b> – provides for filling vacancies in various Kiwanis International Offices.</p> <p>And <b>other governing documents of the organization</b> provide for filling vacancies in club, district, and regional offices.</p> <p><b>Interpretation</b> – A corporate member shall not hold a club, district, region, or Kiwanis International office. Only a representative appointed by the corporate member may hold office. Furthermore, if an appointed representative of a corporate member stops representing the corporation for any reason while holding any such 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)</p>
	<p><b><u>NONSUBSTANTIVE AMENDMENTS</u></b></p> <p><u>Art. 14, Sec. 2, states in part: “The Council may adopt amendments to the Kiwanis International bylaws proposed by the Kiwanis International Board which are considered by the Board to be nonsubstantive in nature and which do not involve fiduciary matters...”</u></p> <p><b><u>Interpretation:</u></b> <u>Matters of a nonsubstantive nature shall be those which do not change the essential conditions or processes on a matter.</u></p>	<p><b><u>NONSUBSTANTIVE AMENDMENTS</u></b></p> <p><b>Art. 14, Sec. 2,</b> states in part: “The Council may adopt amendments to the Kiwanis International bylaws proposed by the Kiwanis International Board which are considered by the Board to be nonsubstantive in nature and which do not involve fiduciary matters...”</p> <p><b>Interpretation:</b> Matters of a nonsubstantive nature shall be those which do not change the essential conditions or processes on a matter.</p>

CURRENT TEXT	PROPOSED CHANGES	NEW TEXT
	<p><u>Amendments of a nonsubstantive nature are generally intended to correct errors, update information, or clarify existing provisions.</u></p> <p><i>Comment: This new interpretation will be added if the corresponding changes to new Art. XIV, Sec. 2, are adopted.</i></p>	<p>Amendments of a nonsubstantive nature are generally intended to correct errors, update information, or clarify existing provisions.</p>
<p><b>PREREQUISITE SERVICE IN OFFICE</b></p> <p><b>Article XI, Section 3</b>, 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."</p> <p><b>Article XVIII, Section 3a(4)</b> states, in part: "The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to Kiwanis International."</p> <p><b>Interpretation</b> – 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)</p>	<p><b>PREREQUISITE SERVICE IN OFFICE</b></p> <p>(No change to this interpretation.)</p>	<p><b>PREREQUISITE SERVICE IN OFFICE</b></p> <p><b>Article 11, Section 3</b>, 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."</p> <p><b>Article 18, Section 3a(4)</b> states, in part: "The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to Kiwanis International."</p> <p><b>Interpretation</b> – 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)</p>



**Kiwaniis**<sup>®</sup>

3636 Woodview Trace, Indianapolis, IN 46268 USA

Telephone: +1-317-875-8755, U.S. & Canada: 1-800-KIWANIS, ext. 411

[kiwanis.org](http://kiwanis.org)