

**BYLAWS OF**  
**KIWANIS YOUTH PROGRAMS, INC.**  
*Adopted by the KYP Board October 2014 and amended July 21, 2020*  
*Approved by Kiwanis International Board July 24, 2020*

**ARTICLE I. NAME AND PURPOSE**

**Section 1. Name.** This Corporation is Kiwanis Youth Programs, Inc. (the "Corporation"), organized and operating under the laws of the State of Indiana and regulations of the U.S. Internal Revenue System as a 501(c)(3) public benefit corporation.

**Section 2. Purpose.** The purpose of the Corporation is to coordinate youth leadership activities and programs in support of Kiwanis International's Objects.

**ARTICLE II. MEMBERS**

**Section 1. Members.** The Corporation shall have one member, which is Kiwanis International, Inc. ("Kiwanis International").

**ARTICLE III. PROGRAMS**

**Section 1.** The Corporation's Board of Directors shall have management and control of the affairs of all Service Leadership Programs of Kiwanis International for youth. Such programs and the members or participants thereof are not members of the Corporation and do not have voting rights on any matters pertaining to the Corporation.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers.** The powers of the Corporation shall be exercised by its Board of Directors. The Board of Directors shall have the power to adopt rules and regulations not inconsistent with the Articles of Incorporation, these Bylaws or the laws of the State of Indiana for the management, administration and regulation of the affairs of the Corporation.

**Section 2. Composition.** The Board shall be composed of the Chair, Vice Chair, Immediate Past Chair, and eight (8) Directors. (7/20)

**Section 3. Designation of Directors; Qualifications; Term.**

- a. Designation, Selection, and Term. The Directors shall be:
  - i. The Kiwanis International Vice President and Immediate Past President.
  - ii. Four (4) Kiwanis International Trustees who shall be recommended by the Kiwanis International President, subject to approval by the Kiwanis International Board each serving a one (1) year term, but without term limitation. Two of these Trustees shall be the present and immediate past designated Kiwanis International Board counselors to Key Club

International, so long as such persons are still Kiwanis International Trustees during their year on the Kiwanis Youth Programs Board.

- iii. Two (2) Kiwanis club members who are not sitting members of the Kiwanis International Board.
- iv. All Kiwanis Youth Programs Board members must be members of a Kiwanis club in good standing.
- v. Time served by a person appointed to fill a Director vacancy with a partial term remaining shall not be counted for the purposes of this provision.

(7/20)

- b. **Qualifications.** Each Director shall have a clear criminal history background check conducted and verified by Kiwanis International; and shall consent in advance to serve in such office. (7/20)

**Section 4. Duties.** All Directors and Officers shall attend all Board meetings and shall perform such duties as may be required by these Bylaws or as may be prescribed by the Board or the Chair. (7/20)

**Section 5. Annual Meeting.** The annual meeting of the Board of Directors for the appointment of Directors and Officers and for transaction of other business shall be held each year at its regular meeting held in conjunction with the Key Club International convention. The failure to hold an annual meeting does not affect the validity of any corporate action. (7/20)

**Section 6. Meetings.** The Board of Directors shall meet at least three (3) times each year, including the annual meeting. Regular meetings may be held at such time and place, either within or without the State of Indiana, including virtual methods of meeting, as shall from time-to-time be determined by the Board of Directors. A schedule of the regular meetings of the Board of Directors shall be delivered to all Directors and Officers promptly after the meeting at which the schedule is established. Special meetings of the Board of Directors may be called at any time at the request of the Chair, the Designated Director or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place and time for the meeting. (7/20)

**Section 7. Notice of meetings.**

- a. Notice of regular meetings shall not be required to be given; provided, however, that whenever the date, time or place of regular meetings shall be changed, notice of such action shall be sent promptly to each Director who shall not have been present at the meeting at which such action was taken, by electronic mail.
- b. Notice of the annual meeting and any special meeting of the Board of Directors shall be given to each Director no less than ten (10), and no more than sixty (60), days previous thereto by electronic mail. Notice shall include the date, time, location, and purpose of the meeting.
- c. A Director may waive notice of any meeting as provided in these bylaws. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- d. If the notice is regarding an amendment to the Articles of Incorporation, the notice must (1) provide for the date, time and place, (2) state that the purpose of the meeting is to consider a

proposed amendment to the articles of incorporation, and (3) contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

e. Any notice delivered by electronic mail in accordance with this Section shall be sent to the electronic mail address of each member of the Board of Directors as shown by the records of the Corporation, which shall be deemed fair and reasonable notice.

**Section 8. Quorum and Vote.** A quorum at any meeting of the Board of Directors shall be a majority of the total number of Directors; provided, however, that less than a quorum of the Directors may adjourn any meeting without further notice. A vacancy on the Board of Directors shall not impair the right of a quorum to exercise all the rights and perform all the duties of the Board of Directors. Any action taken by the Board of Directors may be authorized by resolution at any regular or special meeting, and each resolution shall take effect immediately unless otherwise stated in the resolution and need not be published or posted. Proxy voting and absentee ballots are not permitted.

**Section 9. Form of Meeting - Written Consent to Action.** Unless otherwise restricted by the laws of the State of Indiana, the Board of Directors may meet and conduct business by any method that allows all participants to simultaneously communicate with one another or as otherwise allowed by law. Participation in such a meeting shall constitute attendance at such meeting.

**Section 10. Manner of Acting.** The act of a majority of the Board members present at a meeting, each exercising one (1) vote, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. (7/20)

**Section 11. Vacancies.** Any vacancy occurring in a Director position for any reason shall be filled in the same manner as provided in Section 3 of this Article. A Director elected to fill a vacancy shall serve until the expiration of his or her term or until his or her successor is duly elected. (7/20)

**Section 12. Minutes and Records.** The Corporation shall keep minutes of the proceedings of its Board of Directors and committees, if any, having any of the authority of the Board of Directors, and shall keep at the principal office a record listing the names and addresses of the Directors and Officers.

**Section 13. Resignation.** A Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall take effect upon receipt thereof.

**Section 14. Removal of Directors.** A Director may be removed at any time, either for or without cause, by a two-thirds (2/3rds) vote of the Board of Directors; provided, however, that a Director shall not vote on his/her own removal.

#### **Section 15. Committees**

- a. There shall be a Joint Kiwanis International-Kiwanis Youth Programs Committee consisting of the Kiwanis International President, Immediate Past President, President-Elect, and Vice President, and the Kiwanis Youth Programs Chair, Immediate Past Chair, and Vice Chair. It shall be chaired by the Kiwanis International President. The Joint Committee shall recommend the two (2) Kiwanis Youth Programs Directors who are not sitting members of the Kiwanis International Board and the Kiwanis Youth Programs officers from among the existing Directors for

appointment by the Kiwanis Youth Programs Board. The Joint Committee shall consider Director candidates based upon experience in the areas of youth education, youth leadership development, youth protection, Key Club district administration, and such other attributes as are deemed beneficial to the strategic direction of the Corporation. (7/20)

- b. The Board of Directors may create such additional committees as it deems advisable, with duties and duration defined upon creation. Committee members and chairs shall be appointed by the Chair, subject to approval by the Board. All committee members shall be Kiwanis club members, and the Chair of each committee shall be a member of the Board. (7/20)
- c. The Joint Committee shall meet at the call of the Kiwanis International President. Other committees shall meet at the call of the Kiwanis Youth Programs Chair. At least three (3) days advance notice shall be given for any committee meeting. 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. A majority of committee members shall constitute a quorum, and a majority vote shall be necessary to approve actions. (7/20)

## **ARTICLE V. OFFICERS**

**Section 1. Officers and Agents.** The Officers of the Corporation shall consist of a Chair, a Vice Chair, a Designated Director, a Secretary, and a Treasurer. The Board of Directors may, by resolution, create, appoint and define the duties of such Officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes of the Corporation.

**Section 2. Designated Director.** The Executive Director of Kiwanis International or his/her designee, shall be the Designated Director of the Corporation. If a designee is named by the Designated Director, he/she shall have all the authority and responsibilities of the Designated Director as provided in these Bylaws or other rules of the Corporation. The Designated Director shall attend all meetings of the Board of Directors but shall have no vote. The Designated Director shall be the chief administrative Officer of the Corporation and shall have general charge and supervision of the conduct of the ordinary business of the Corporation; and shall do and perform such other duties as these Bylaws provide or as may be assigned to him or her by the Chair or the Board of Directors.

### **Section 3. Election and Term.**

- a. The Chair and Vice Chair shall each serve a term of one (1) year beginning on October 1 after election. The Chair and Vice Chair may not serve more than one (1) term. However, time served by a person appointed to fill an Officer vacancy with a partial term remaining shall not be counted for the purposes of this provision. (7/20)
- b. The Joint Committee shall recommend to the Kiwanis Youth Programs Board a candidate for the office of Vice Chair for the following administrative year. The incumbent Vice Chair shall normally succeed to the office of Chair. However, in the event that is not possible for any reason, the Joint Committee shall also recommend to the Kiwanis Youth Programs Board another candidate for the office of Chair. (7/20)

- c. The Chair, Vice Chair, and Immediate Past Chair shall not be sitting members of the Kiwanis International Board at the time they assume office on the Kiwanis Youth Programs Board. (7/20)  
*PROVISO: For the 2020-21 administrative year only, this provision may be waived if the Kiwanis Youth Programs Board deems it beneficial to the corporation to select one or more sitting members of the Kiwanis International Board as officers of Kiwanis Youth Programs.*
- d. The Executive Director of Kiwanis International or his/her designee shall be the Designated Director of Kiwanis Youth Programs. However, the Executive Director of Kiwanis International may name a designee, in which case, he/she shall have all the authority and responsibilities of the Designated Director as provided in these Bylaws or other rules of the Corporation. The term of the Designated Director shall be concurrent with his or her term of employment as Executive Director of Kiwanis International. (7/20)
- e. The Designated Director shall also serve as the Secretary and the Treasurer. (7/20)

**Section 4. Vacancies.** If an office other than the Designated Director becomes vacant for any reason, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office until the next annual meeting of the Board of Directors or until his/her successor assumes office. (7/20)

**Section 5. Chair Duties.** The Chair shall shall preside at all meetings of the members and the Board of Directors and shall perform such other duties as may be required by the Bylaws or as may be prescribed by the Board of Directors. (7/20)

**Section 6. Vice Chair Duties.** The Vice Chair shall preside at any meeting in the absence of the Chair and shall perform such other duties as may be required by the Bylaws or as may be prescribed by the Board of Directors or the Chair. In the absence of the Vice Chair, the Board shall elect a Director to preside. (7/20)

**Section 7. Secretary.** The Secretary of the Corporation and the Board of Directors shall have the custody and care of the corporate records and the minutes of the Corporation. The Secretary shall attend all the meetings of the Board of Directors, and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by the Bylaws or as may be prescribed by the Board of Directors or the Chair. The Secretary, upon resolution of the Board of Directors, may delegate certain responsibilities to others.

**Section 8. Treasurer.** The Treasurer shall be responsible to furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by these Bylaws or as may be prescribed by the Board of Directors or the Chair.

**Section 9. Resignations.** Any Officer may resign at any time by delivering notice to the Board of Directors, the Chair or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later effective date.

**Section 10. Removal.** Any Officer may be removed from office, with or without cause, by a two-thirds (2/3rds) vote of the Board of Directors; provided, however, that an Officer shall not vote on his/her own removal.

## **ARTICLE VI. CONTRACTS, FINANCE AND ACCOUNTING**

**Section 1. Handling of Funds and Contracts.** The Board of Directors shall authorize the Designated Director to execute contracts and sign legal documents and to perform other tasks necessary to carry out the activities of the Corporation.

**Section 2. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**Section 3. Accounting System.** The Board of Directors shall ensure an efficient accounting system shall be used by the Corporation. The financial accounts, records, and books of the Corporation shall be open to inspection by the Board of Directors or any auditors or agents named by the Board.

**Section 4. Audit.** The books of accounts of the Corporation shall be audited annually by the firm that conducts the audit of Kiwanis International, and a copy of the audit report shall be provided to the Board of Directors.

**Section 5. Budget.** Not later than October 1 of each fiscal year, the Board of Directors shall adopt a budget for the fiscal year. The budget shall specify the estimated revenues and sources thereof, and the purpose and amount of expenses or appropriations. Disbursements in any fiscal year shall not exceed the gross amount of the annual budget.

**Section 6. Dues and Fees.** The Board of Directors may establish dues and fees for all programs under control of the Corporation and/or for each member or participant of such program.

### **Section 7. Revenue.**

a. The Board of Directors may raise revenue from sources in addition to those specifically authorized in these Bylaws; however, the Board of Directors may not levy assessments upon clubs, organizations, or programs, or members or participants of such clubs, organizations, or programs or commit assets of the Corporation, except as provided herein.

b. The Corporation shall not engage in any revenue-raising activity which does not conform to ethical and sound business practices, is inconsistent with the Objects, policies, or procedures of Kiwanis International, or impugns the good name of Kiwanis International.

**Section 8. Compensation and Expenses of Directors and Officers.** The Designated Director may receive a salary determined by the Board. No other Directors or Officers shall receive any compensation for their services as such, but they may be reimbursed for permitted expenses incurred for attending board meetings or as otherwise authorized by the Board. (7/20)

## **ARTICLE VII. INDEMNIFICATION**

**Section 1. Indemnification.** The Corporation shall, to the furthest extent now or hereafter permitted by law, consistent with and subject to the Articles of Incorporation, indemnify any person made, or threatened to be made, a party to any proceeding by reason of the fact that such person or his/her predecessor is or was a Director, Officer, employee or agent of the Corporation, or of any other organization served by him/her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

## **ARTICLE VIII. AMENDMENTS**

**Section 1. Amendments.** These Bylaws may be amended by a majority of the Board of Directors at any regular or special meeting, provided that 10 days advance notice shall be given of the meeting and the amendment, alteration or repeal of the Bylaws or the adoption of new Bylaws. No such amendments shall become effective until or unless approved by the Kiwanis International Board of Trustees.

## **ARTICLE IX. USE OF KIWANIS NAME AND EMBLEM**

**Section 1. Use of Kiwanis Name and Emblem.** The word "Kiwanis" and/or any Kiwanis names or marks shall not be used in relation to any club, organization, or program managed by Kiwanis Youth Programs without the consent of the Kiwanis International Board of Trustees.

## **ARTICLE X. MISCELLANEOUS**

**Section 1. Prohibited Activities.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

**Section 2. Administrative and Fiscal Year.** The administrative and fiscal year of the Corporation shall begin October 1 and end the following September 30.

**Section 4. Parliamentary Authority.** Robert's Rules of Order Newly Revised shall be the Corporation's parliamentary authority.