



# KIWANIS INTERNATIONAL BYLAWS

*Effective October 1, 2025*

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# KIWANIS INTERNATIONAL BYLAWS

*As amended by the*

*Kiwanis International House of Delegates*

*June 28, 2025*

*Board interpretation amended January 21, 2026*

## ARTICLE 1. NAME AND TRADEMARKS (6/2023)

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

**Section 2.** 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 Kiwanis International Board, except as specifically provided to clubs in Article 6. (6/2022)

## ARTICLE 2. OBJECTS

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

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

## ARTICLE 3. POWERS

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

- a. To direct, manage, supervise, and control the business, property, and funds of Kiwanis International and any sponsored organizations or programs. The property of Kiwanis International under these Bylaws shall include, but is not limited to, Kiwanis International's intellectual property, in both tangible and intangible forms of expression. (6/2016)
- b. To create, supervise, and govern clubs, districts, regions, or other groups of clubs and divisions thereof (affiliates). (6/2023)
- c. To approve the formation and bylaws of, and documents to be filed with government agencies by, foundations, charitable organizations, or any other legal entities of Kiwanis International (subsidiaries). This provision shall not apply to annual tax filings. (6/2016)
- d. To determine the appropriate use of Kiwanis International's intellectual property, including use by affiliates and subsidiaries, and to establish guidelines for such use. (6/2016)

#### **ARTICLE 4. KIWANIS INTERNATIONAL MEMBERSHIP (6/2023)**

**Section 1.** The membership of Kiwanis International shall consist of Kiwanis clubs which have been approved by the Kiwanis International Board and chartered in the manner provided in these Bylaws. (6/2023)

**Section 2.** Any club may resign from Kiwanis International upon a resolution of resignation being approved by a three-fourths (3/4) vote of the active membership of said club, provided that all financial and other obligations of said club to Kiwanis International shall have been fulfilled, that all annual dues to any district thereof shall have been paid, and that, if incorporated, the corporation shall have been duly dissolved. Said resolution shall be certified by the club's secretary and sent to Kiwanis International. Such resignation shall become effective when accepted by the Kiwanis International Board. The Board may, upon written application of said club, reinstate the club to membership in Kiwanis International. (6/1989)

**Section 3.** Notwithstanding any other provision of the Kiwanis International Bylaws, the Standard Form for Club Bylaws, or the Standard Form for District Bylaws, the Kiwanis International Board 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 Kiwanis International Executive Director shall make an annual report to the house of delegates covering any such Board actions taken or authorized and make an evaluation of their current effectiveness. (7/2007)

#### **ARTICLE 5. ORGANIZING AND CHARTERING OF CLUBS (Rev. 6/2023)**

**Section 1.** The organization of a new club shall be approved by Kiwanis International in consultation with the district and completed as instructed by Kiwanis International. (6/2023)

**Section 2.** Kiwanis International shall grant a charter to each club that meets the following conditions and requirements, subject to approval by the Kiwanis International Board: (6/2023)

- a. Complied with all applicable laws and regulations of local jurisdiction. (6/2023)
- b. Adopted the Standard Form for Club Bylaws modified only as approved by the Kiwanis International Board. (6/2023)
- c. Secured a minimum of fifteen (15) active members or as otherwise determined by the Kiwanis International house of delegates. (6/2023)
- d. Elected officers and completed club organization as required by the club bylaws. (6/2023)
- e. Provided education to the officers and members regarding their roles, duties, and obligations. (6/2023)
- f. Paid the appropriate fees to Kiwanis International and/or the district. (6/2023)
- g. Complied with the applicable provisions of its district bylaws. (6/2023)

By the acceptance of its charter, the club agrees to be bound by the Bylaws of Kiwanis International as adopted or amended. (6/2023)

**Section 3.** 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. (6/2023)

## ARTICLE 6. CLUB OPERATIONS

**Section 1.** The officers of a club shall be a president, president-elect, immediate past president, vice-presidents (if any), a treasurer, and a secretary, and such other officers as may be required by the club bylaws. No offices may be held by the same member except the offices of secretary and treasurer. No member shall simultaneously serve as an elected director and an officer. The officers, together with at least three (3) directors, shall constitute the board of directors. The officers and directors must be active members in good standing. The duties of the officers and the board of directors shall be prescribed in the club bylaws. (6/20123)

**Section 2.** 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. (6/2023)

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

**Section 4.** A club shall hold at least one (1) regularly scheduled meeting 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. (6/2023)

**Section 5.** Subject to laws of local jurisdiction: (6/2023)

- a. 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. (6/2023)
- b. Clubs may conduct elections via electronic means. (6/2023)

**Section 6.** A club shall hold its annual meeting and election of officers and directors between January 1 and May 15. The officers shall serve for the term of one (1) year or two (2) years, as shall be separately prescribed for each officer in the club bylaws. 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)

**Section 7.** The president and secretary of each club shall, before June 1 of each year, certify to the Kiwanis International Executive Director the names of the officers elected to serve in the ensuing administrative year. (6/2023)

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

**Section 9.** A club shall submit to Kiwanis International such reports as required by the Kiwanis International Board. (6/2023)

**Section 10.** Club use of Kiwanis Name and Marks

- a. Each club is granted a revocable nonexclusive license to use the trademarks owned by Kiwanis International (hereafter referred to as Kiwanis Marks) in connection with its activities as a member of Kiwanis International. Kiwanis International has the exclusive right to control usage of the Kiwanis Marks by a club. Applying for and maintaining membership in Kiwanis International constitutes acceptance by the club of all terms and conditions for use of the Kiwanis Marks and a waiver of all separate or independent rights. (6/2022)
- b. The license to use the Kiwanis Marks is terminated immediately and automatically when a club's charter is resigned or revoked or when specifically directed by Kiwanis International. Failure to cease the use of the Kiwanis Marks and any marks confusingly similar thereto will result in immediate and irreparable harm to Kiwanis International for which there is no adequate remedy at law, and Kiwanis International may take legal action as necessary, including but not limited to seeking and obtaining injunctive relief. (6/2022)

**Section 11.** 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 any candidate, legislation, or other matters of a political nature. (6/2023)

<b>ARTICLE 7. DISCIPLINE OF CLUBS</b> (Rev. 6/2023)
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**Section 1.** Noncompliance for indebtedness (6/2023)

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. 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. (6/2023)

**Section 2.** Noncompliance for other conditions (6/2023)

- 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 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. Such club shall be notified within 15 days of any such action and shall have the right to a hearing before the Kiwanis International Board, if desired, within ninety (90) days. (6/2023)
- 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. (6/2023)
- 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. (6/2023)

### **Section 3. Rights and Privileges (6/2023)**

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. (6/2023)

## **ARTICLE 8. CLUB MEMBERS (Rev. 6/2023)**

**Section 1.** 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. (6/2023) *(See also Bylaws Interpretations A and B.)*

**Section 2.** 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. (6/2023)

### **Section 3. Members Who Belong to More Than One Kiwanis Club**

- a. A member may hold membership in more than one (1) Kiwanis club. (6/2015)
- b. Members who belong to more than one (1) club: (6/2000)
  - (1) Shall pay all mandatory dues and fees to each club (and to each district and region, if applicable) and to Kiwanis International. (6/2023)
  - (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. (6/2023)
  - (3) May hold any type of membership offered by the respective clubs. (6/2012)
  - (4) May represent only one club for voting purposes at district or Kiwanis International functions. (6/2000)

### **Section 4. Life Member Status**

- 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. (6/2023)

- b. Upon attaining life member status, the member's club is relieved of any further dues obligation to Kiwanis International for that member. The financial obligations to said member's local club and district, subscription to official publications, and the premium payable to defray the cost of insurance prescribed herein shall remain payable. (6/2023)
- 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. (6/2023)

**Section 5. Election of Members.**

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. (6/2023)

**Section 6. Discipline of Members of the Kiwanis Family**

- a. The general discipline of members in any Kiwanis club shall be as provided in the Standard Form for Club Bylaws. (6/2023)
- 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. (6/2023)
- 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. (6/2023)
- 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. (6/2023)

**Section 7. Depraved or Unacceptable Behavior in Relation to Children or Youth**

- a. A club shall remove any member whose behavior in relation to children or youth is or has been depraved or unacceptable as defined by the Kiwanis International Board in policy and shall report such member and such behavior to the proper authorities immediately and to Kiwanis International. (7/2014)
- b. If the club does not take such action, Kiwanis International may remove the member and the club may have its charter suspended or revoked for being out of compliance with accepted standards for Kiwanis clubs. (7/2014)
- c. Kiwanis International shall bar from membership in a Kiwanis club any former, current, or prospective member whose behavior in relation to children or youth is or has been depraved or unacceptable. (7/2014)

**Section 8.** Kiwanis clubs shall not discriminate based upon race, color, creed, national origin, age or sex, including sexual orientation and gender identity, when considering membership or during any of their activities or operations and shall conduct business in compliance with local nondiscrimination laws. (6/2019)

## **ARTICLE 9. DISTRICTS** (Rev. 7/2024) (Eff. 7/2024)

**Section 1.** For the purpose of promoting the best interests of Kiwanis, the Kiwanis International Board shall create, supervise, and control districts of clubs associated for administrative purposes and shall establish the boundaries thereof. A Kiwanis district shall exist to help Kiwanis clubs and Kiwanis International advance the Objects, objectives, policies and strategic goals of Kiwanis. (6/2012)

**Section 2.** The Kiwanis International Board 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 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 Kiwanis International Board no later than its meeting at the next annual Kiwanis 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. (6/2023)

**Section 3.** The officers of a district shall be a district governor, a governor-elect, the immediate past governor, a lieutenant governor for each division of the district, and/or a trustee for each region of the district, a secretary, and a treasurer. (7/2023)

The officers of the district may also include:

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

(7/2014)

**Section 4.** Each district officer shall be an active member in good standing in a club in good standing of the district. Additionally, each trustee shall be a member of a club in the region from which elected and each lieutenant governor shall be a member of a club in the division from which elected. However, if there is no member from a club in a particular division qualified and willing to serve as lieutenant governor or no member of a club in a particular region qualified and willing to serve as trustee, a member of a club in another division or region, respectively, 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. (7/2024)

**Section 5.** The board of a district shall consist of the district governor, the governor-elect, the immediate past governor, the lieutenant governors of each division and/or the trustees of each region, the treasurer, and the secretary of said district. (6/2023)

The district board may also include:

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

in good standing in the district.  
(7/2014)

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

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

**Section 7.** Officer terms shall be generally as follows, as specifically provided in the district bylaws. The terms of all district officers shall begin on October 1 and end on September 30 of the following year. (6/2023)

- a. Each lieutenant governor shall serve for a term of up to two (2) years. (7/2014)
- b. Each district trustee shall serve for a term of up to three (3) years. (7/2014)
- c. All other officers shall serve a term of one (1) year, unless otherwise specified in the district bylaws. (7/2014)

**Section 8.** Governors shall serve as the chief elected officer of the district, under the direction and supervision of the Kiwanis International Board. 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 Policies and Procedures, and the district bylaws. (6/2023)

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

**Section 10.** The board of each district shall hold at least two (2) regular meetings for each administrative year, one (1) prior to October 31, at such times and places as designated by the governor and may hold special meetings as provided in the district bylaws. If the first meeting shall be held prior to October 1, any action taken shall not become effective before October 1. The district secretary shall notify each member of the district board and the Kiwanis International Executive Director of the time, place, and date of any regular meeting at least three (3) weeks in advance and of any special meeting at least three (3) days in advance. (6/2023)

**Section 11.** Each district shall hold an annual convention as provided herein, unless in any year the district board shall determine that there exists a condition of emergency that compels cancellation of the annual district convention, in which case, the 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. (6/2023)

**Section 12.** The annual convention of each district shall be held at such place and upon such dates between March 15 and September 25 as shall be fixed by the board of the district and approved by the Kiwanis International Board, 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 Kiwanis International convention 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 Kiwanis International Convention. The district secretary shall notify each club in the district and the Kiwanis International Executive Director at least sixty (60) days prior to the date of the annual district convention. (6/2015)

**Section 13.** Each member club of a district in good standing with Kiwanis International and with said district shall be entitled in all conventions of its district to three (3) delegates, one (1) of whom should be the president, said delegates to be selected and to have such powers as 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. (6/2023)

**Section 14.** Each district shall adopt bylaws that conform to the Kiwanis International Bylaws and the Standard Form for District Bylaws established by the Kiwanis International Board. 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. (6/2023)

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

**Section 16.** Official delegates of a newly organized club shall be granted full privileges at district conventions after the charter has been approved by the Kiwanis International Board, even if it has not been formally presented to such club. (6/1989)

**Section 17.** 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. (6/2023)

**Section 18.** 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 Kiwanis International Bylaws. (6/2023)

**Section 19.** The administrative and fiscal year of all districts shall begin on October 1 of each year.

**Section 20.** All districts must comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation. Each district shall report annually on its financial status to the Kiwanis International Board, and at such other times and including such information as requested by the Board. (7/2014)

## **ARTICLE 10. AFFILIATES AND SUBSIDIARIES** (Rev. 6/2016)

**Section 1.** 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. (6/2023)

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

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

**Section 4.** The Kiwanis International Board may adjust the amount of Kiwanis International dues and/or fees paid by clubs in affiliates according to currency and economic conditions and may authorize collection and payment by such methods appropriate to the nation(s) involved. Adjusted amounts shall not exceed the per member amounts stipulated in Article 22 of these bylaws. (6/2016)

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

## **ARTICLE 11. REGIONS** (6/2023)

**Section 1.** Kiwanis International shall be divided into seven (7) regions. Each region shall be defined by the Kiwanis International Board. (6/2023)

- Africa
- Asia-Pacific
- Canada and Caribbean
- Europe
- Latin America
- Middle East
- United States and Pacific Canada (6/2023)

## **ARTICLE 12. OFFICERS AND TRUSTEES** (Rev. 7/2024)

**Section 1.** The officers of Kiwanis International shall be a President, President-provision, 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 deems advisable. (6/2023)

**Section 2.** 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. (6/2023) *(See also Bylaws Interpretation D.)*

**Section 3.** All officers except the Executive Director and all trustees shall serve without compensation. No elected officer or trustee shall accept any remunerative employment from Kiwanis International. (6/2022)

**Section 4.** The Kiwanis International Board shall appoint and determine the salary of the Executive Director. (6/2022)

**Section 5.** The President, President-Elect, and Vice-President shall be elected at the annual Kiwanis International convention for a term of one (1) year. The Immediate Past President shall be the person who served most recently as President. (6/2023)

**Section 6. Trustees**

- a. The term of each Trustee shall be three (3) years, except for those elected to fill vacancies as provided in these Bylaws. (6/2022)
- b. No person shall serve for more than four (4) years in the office of Trustee. However, the time served by any member appointed by the Kiwanis 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)
- c. Four (4) Trustees shall be elected each administrative year by their respective regions, which shall include either two or three (2-3) from the United States and Pacific Canada Region and either one or two (1-2) from all other regions, based on the number of regular terms in the respective regions open the following administrative year as provided in Article 13. A schedule of open terms shall be maintained and published annually by Kiwanis International as soon as practicable.

**Section 7.** Officers' and trustees' terms shall begin on October 1 of each year and end on September 30 of the following year. (6/2023)

**Section 8.** 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 Kiwanis International convention at which the Trustee seeks office. (6/2022)

**Section 10. All Officers' Duties (6/2023)**

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 Kiwanis International Board; and as usually pertain to the office. (6/2023)

**Section 11. President's Duties (6/2023)**

The President shall provide leadership to the Kiwanis International Board, District Governors, and clubs. The President shall preside at all Kiwanis International conventions and at all meetings of the Kiwanis International Board, Executive Committee, and the 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. (6/2023)

#### **Section 12. Executive Director's Duties**

- a. The Executive Director shall be the active managing officer of Kiwanis International under the supervision and direction of the President and the Kiwanis International Board. The Executive Director shall assist the President and the Board in conducting the business of Kiwanis International. (6/2023)
- 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. (6/2023)
- c. The Executive Director shall attend all meetings of the Kiwanis International Board, the Executive Committee, the Council, and all Kiwanis International conventions, and shall act as the secretary thereof, but shall have no vote. (6/2010)
- d. Kiwanis International shall secure appropriate insurance for the faithful discharge of the Executive Director's duties. (6/2023)
- 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 Kiwanis International Board 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 Kiwanis International Board, and any auditors named by the Board. (6/2023)
- 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. (6/2023)
- g. The Executive Director shall make a report to Kiwanis International at the annual Kiwanis International convention and such other reports as directed by the President or the Kiwanis International Board. (6/2012)
- h. The Executive Director shall be responsible for any official publications of Kiwanis International. (6/2023)

### **ARTICLE 13. KIWANIS INTERNATIONAL BOARD OF TRUSTEES** (Rev. 7/2024)

#### **Section 1.**

- a. The Kiwanis International Board shall consist of the President, President-Elect, Immediate Past President, Vice-President, and fourteen (14) Trustees. (7/2024)

***Provisos (7/2024):***

*As of October 1, 2026, Section 1a will be revised to state "thirteen (13) trustees", which shall apply to the elections held in 2026.*

*As of October 1, 2027, Section 1a will be revised to state “twelve (12) trustees”, which shall apply to the elections held in 2027 and thereafter.*

**b.** The Trustees shall be elected as follows. This system of representation shall be reviewed every ten (10) years by the Kiwanis International Board or as otherwise deemed necessary. (7/2024)

(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 Kiwanis International Board. (6/2010)

(2) The Canada and Caribbean Region is guaranteed one (1) Trustee, to be selected by that region by a procedure it recommends and which is approved by the Kiwanis International Board. (6/2010)

(3) The Europe Region is guaranteed two (2) Trustees, to be selected by that region by a procedure it recommends and which is approved by the Kiwanis International Board. (6/2010)

(4) The United States and Pacific Canada Region is guaranteed eight (8) Trustees to be elected by delegates from that Region at the annual Kiwanis International convention until such time that an alternative plan is presented by the Region and approved by the Kiwanis International Board. (6/2010)

***Provisos (7/2024):***

*As of October 1, 2027, subsection (4) will be revised to state “seven (7) Trustees,” which shall apply to the elections held in 2027 and thereafter.*

(5) Other Regions. When another region has a minimum of two districts, it will be considered by the Kiwanis International Board for a guaranteed seat, subject to the appropriate amendment of this Article. (6/2010)

(6) At-Large Seat. Until such time that all defined regions have at least one (1) guaranteed seat on the Kiwanis International Board, there shall be one at-large seat, which shall be filled by a nominee from any region other than the United States and Pacific Canada Region and shall be elected at-large at an annual Kiwanis International convention by delegates from all regions. (6/2023)

***Proviso (7/2024):*** *As of October 1, 2026, subsection (6) will be deleted, which shall govern the elections held in 2026 and thereafter.*

**c.** No district may have more than one (1) member on the Kiwanis International Board.

**d.** A district shall not have a person on the Kiwanis International Board for one (1) administrative year after another person from that district has completed service on the Board, except where necessary to fill a guaranteed seat as provided in these Bylaws. (6/2023)

**Section 2.** The Kiwanis International Board shall hold not less than three (3) regular meetings each year at such times and places as may be determined by the Board or by call of the President. Notification of the time and place of all regular meetings of the Board shall be sent to each member of the Board by the

Executive Director not less than thirty (30) days prior to said meeting. (6/2012)

**Section 3.** The Kiwanis International Board may hold special meetings at the call of the President or by the written request of at least seven (7) members of the Board. Notification of the time and place of all special meetings shall be sent to each member of the Board by the Executive Director not less than seventy-two (72) hours prior to said meeting. Each Board member should confirm receipt of notification prior to the meeting to ensure at least a quorum will be present. (6/2012)

**Section 4.** With the approval of the President, the Kiwanis International Board 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. (6/2023)

**Section 5.** A majority of the Kiwanis International Board 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). (6/2023)

**Section 6.** The management and control of the affairs of the organization not otherwise provided in these bylaws shall be vested in the Kiwanis International Board. 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. (6/2023)

**Section 7.** The Kiwanis International Board shall define the policies of Kiwanis International. All policies adopted by the Board shall be shared with clubs within one hundred and twenty (120) days following such adoption. (6/2023)

**Section 8.** 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. (6/2023)

**Section 9.** All members of the Kiwanis International Board shall perform such duties and responsibilities as prescribed in these Bylaws and Kiwanis International Policies and Procedures. (6/2023)

**Section 10.** The interpretation of these Bylaws by the Kiwanis International Board shall be final and binding, unless such interpretation is changed or rescinded at a subsequent Kiwanis International convention. All interpretations of the Bylaws adopted by the Board shall be shared with clubs within one hundred and twenty (120) days following such adoption. (6/2023)

**Section 11.** The Kiwanis International Board shall establish and implement a strategic plan for Kiwanis International, which shall be reviewed annually and revised as necessary. (7/2014)

**Section 12.**

- a. If the Kiwanis International Board determines that a condition of emergency exists due to circumstances beyond the control of the organization which adversely affects Kiwanis

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

- b. Such declaration shall include the factors that define the emergency and the time the declaration will expire. A declaration may be extended by the Board as deemed necessary by the Board. No action by the Board may conflict with the laws of any government jurisdiction. (6/2022)
- c. If the emergency conditions make holding of the annual Kiwanis International 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 Kiwanis International Council to elect officers for the succeeding administrative year for the normal term of office and to consider all amendments and resolutions which have been properly proposed prior to the declaration of emergency (those proposals submitted by the deadline and verified as properly submitted and viable for adoption). However, if none of the above alternatives is practical, the Board shall determine another method(s) that it deems to be in the best interest of the organization to elect officers and consider amendment and resolution proposals. The Board shall notify clubs within three (3) days of any such actions described in this paragraph. (6/2022)

#### **ARTICLE 14. KIWANIS INTERNATIONAL COUNCIL (Rev. 6/2023)**

**Section 1.** Kiwanis International shall have a Council, which shall consist of the Kiwanis International Board, 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. (6/2023)

**Section 2.**

- a. The Council shall consider any matters referred to it by the Kiwanis International Board. (6/2023)
- b. The Council may adopt resolutions by a majority vote of those present and voting. (6/2023)
- 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: (6/2023)
  - (1) Council members shall receive at least thirty (30) days advance notice of the amendment(s). (6/2023)
  - (2) A two-thirds (2/3) vote of the Council shall be required for adoption. (6/2023)
  - (3) 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. (6/2023)

*(See also Bylaws Interpretation C.)*

- 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. (6/2023)
- e. Clubs shall be notified of any business adopted by the Council within thirty (30) days thereafter. (6/2023)

**Section 3.** The Council shall meet at the request of the Kiwanis International Board. Written notice of the time 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. (6/2023)

**Section 4.** 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. (6/2023)

#### **ARTICLE 15. KIWANIS INTERNATIONAL CONVENTIONS (Rev. 6/2023)**

**Section 1.** 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 Kiwanis International Board. The selection shall be made at least three (3) years before said convention, provided the Board shall have the power to substitute another location and/or other dates if circumstances later make such action necessary or advisable. (6/2023)

**Section 2.** Special Kiwanis 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 Kiwanis International Board. The dates, locations, and proposed agenda of special convention shall be determined by the Board. 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. (6/2023)

**Section 3.** The Executive Director shall provide to clubs at least ninety (90) days advance notice of the annual convention and at least thirty (30) days advance notice of any special or rescheduled convention. (6/2023)

**Section 4.** The Kiwanis International Board shall have full supervision and management of all Kiwanis International conventions and shall announce the official program and order of business of each convention. (7/1998)

**Section 5.** The Kiwanis International Board shall establish registration fees to be paid to Kiwanis International by all persons attending any Kiwanis International convention. (6/2023)

#### **ARTICLE 16. DELEGATES (Rev. 6/2023)**

## **Section 1.**

- a.** For any Kiwanis 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. (6/2023)
- b.** Each club delegate and alternate shall be an active member in good standing of the club represented. However, if a club is not represented by two of its own members, it may be represented by:
  - (1) The lieutenant governor, a past lieutenant governor, or a past district secretary who is a member of a club in the same division; or (6/2023)
  - (2) The district secretary. (6/2023)Each such person may only represent one club. (6/2023)
- c.** Any question regarding the seating of delegates shall be decided by the Credentials Chair. (6/2023)

**Section 2.** Delegates of a newly organized club shall be granted full privileges at Kiwanis International conventions after the charter has been approved by Kiwanis International, even if it has not been formally presented to such club. (6/2023)

**Section 3.** A Kiwanis club member shall be entitled to only one delegate status (delegate-at-large or club delegate) and one vote. (6/2023)

**Section 4.** 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 Kiwanis International conventions. (6/2023)

**Section 5.** The quorum of any Kiwanis International convention shall consist of not less than five hundred (500) delegates, provided that in time of emergency, three hundred (300) delegates shall constitute a quorum. (6/2023)

**Section 6.** Each delegate present shall be entitled to vote on each question submitted in any Kiwanis International convention, except as otherwise prescribed in these Bylaws. There shall be no voting by proxy or absentee ballot. (6/2023)

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

**Section 8.** 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. (6/2023)

## **ARTICLE 17. CONVENTION PROCEDURE (Rev. 6/2023)**

**Section 1.** 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. (6/2023)

**Section 2.** Prior to each Kiwanis International convention, the President shall appoint the following Chairs: (6/2023)

- a. Sergeant-at-Arms, which shall help maintain order. (6/2023)
- b. 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. (6/2023)
- c. 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. (6/2023)

**Section 3.**

- a. Proposed resolutions shall be submitted at any time but not later than October 31 prior to the next scheduled Kiwanis International convention by a board or house of delegates of a district in good standing, by the board or house of delegates of a region, or by a club in good standing, by a majority vote of the members. Resolutions may also be proposed by the Kiwanis International Board. (6/2025)
- b. The Resolutions and Bylaws Committee shall meet within sixty (60) days thereafter to consider all proposed resolutions. (6/2023)
- 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. (6/2023)
- d. Not later than ninety (90) days prior to the date of the Kiwanis International convention, the Executive Director shall send a copy of all proposed resolutions to the secretary and 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 Kiwanis International Board and presented no later than the beginning of the house of delegates. (6/2023)
- 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. (6/2023)
- 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. (6/2023)

**ARTICLE 18. NOMINATION AND ELECTION OF OFFICERS** (Rev. 7/2024)

**Section 1.** The official program of the annual Kiwanis International convention shall indicate the day and time of the session for the nomination and election of officers. (6/2023)

**Section 2.**

- a. The nomination and election procedures for officers to be elected at the annual Kiwanis International convention shall be as follows: (7/1998)
- (1) The President-Elect shall be the sole candidate for the office of President. (6/1995)
  - (2) The Vice-President shall be the sole candidate for the office of President-Elect. (6/1997)
  - (3) All candidates for the offices of President-Elect, Vice-President, and Trustees for the announced number of terms available must submit notice of candidacy to the Executive Director no later than the opening session of the convention. (6/2023)
  - (4) No person shall be considered as a candidate until or unless the following requirements have been met: (6/2010)
    - The candidate shall have served as an immediate past district governor prior to announcing their candidacy to Kiwanis International. (6/2018)
    - Written consent of such person has been given. (6/2010)
    - The candidate has been endorsed by the candidate's district house of delegates prior to the candidate announcing their candidacy to Kiwanis International. However, if the district board believes the district has circumstances which make it impossible for its house to endorse a candidate, the district board may petition the Kiwanis International Board for permission to make the endorsement. A candidate may not be endorsed while serving as district governor. All endorsements shall comply with Kiwanis policy. (6/2018)
    - A satisfactory criminal history background check has been conducted and verified by Kiwanis International. (6/2023)

*(See also Bylaws Interpretation D.)*
  - (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. (6/2023)
- 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 Kiwanis International Board. (6/2023)
- c. The voting shall be by ballot only where there are more candidates for an office than there are open positions. (6/2023)
- 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. (6/2023)
- e. A majority of all valid votes cast for each position shall be necessary for the election of the President, President-Elect, and Vice-President. In the event that any ballot cast for President, President-Elect, or Vice-President does not show a majority for any nominee for the foregoing offices, the President shall designate a time and a place for further balloting for such office. Prior

to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until some nominee shall have received a majority of all valid votes cast. If two or more candidates tie for the lowest number of votes, a ballot will be taken among those candidates to determine who remains on the ballot, before further balloting occurs. (6/2022)

**Section 3.** The person selected by a region for a guaranteed office of Trustee shall be declared elected to the Kiwanis International Board. (6/2023)

**Section 4.** 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. (7/2024)

**Section 5.** In the event of a tie vote for any office, the house of delegates shall take a new ballot on the tied candidates. (7/2017)

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

**Section 7.** 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." (6/2023)

## **ARTICLE 19. VACANCIES IN OFFICE AND DISCIPLINE OF OFFICERS** (Rev. 7/2024)

**Section 1.** In the event of a vacancy in the office of President during the administrative year, the Kiwanis International Board 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. (6/2023)

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

**Section 3.** In the event of a vacancy in the office of Immediate Past President during the administrative year, the active member who served as President most recently prior to the Immediate Past President who is willing to assume the office shall automatically become the Immediate Past President. (7/1998)

**Section 4.** In the event of a vacancy in the office of Vice-President during the administrative year, the Kiwanis International Board shall elect a qualified club member to fill the office for the unexpired term. (6/2023)

**Section 5.** In the event of a vacancy in the office of Trustee, the Kiwanis International Board shall elect a qualified member of a club from the same region who shall serve only until the end of the administrative year. If the vacant term extends beyond the current administrative year, an election to fill the vacancy for the remainder of the term shall be conducted by the region, and the member elected shall take office on October 1 after election. 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: (7/2024)

*Proviso (7/2024): As of October 1, 2026, Section 5 shall be amended to remove the words "or the At-Large seat."*

- a. If the number of Trustee candidates equals the number of Trustees to be elected, including vacancies, and the Trustees are to be elected for different terms, the delegates shall vote for one (1) less than the total number of Trustees to be elected, no more or no less. (7/2014)
- b. Trustees shall be elected by the vote of the delegates present and voting and the nominees receiving the greater number of valid votes 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. (6/2023)

**Section 7.** In the event that the election of any Kiwanis International Board office cannot be completed for any reason, the Kiwanis International Board may consider the office to be vacant and may fill it as a vacancy as provided in these bylaws for such office. (6/2023)

**Section 8.** In the event the President is temporarily incapacitated and unable to discharge the duties of the office, as determined by two-thirds (2/3) vote of the entire Kiwanis International Board, 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, 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. (6/2023)

**Section 9.** If a Kiwanis International officer or trustee is alleged by the President or two-thirds (2/3) of the Kiwanis International Board to be failing to perform their 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 trustee seat shall be declared vacant. (6/2022)

**Section 10.**

- 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 they shall be disciplined. (6/2022)
- b. If either the accused or the Investigator believes some part of the investigation process was faulty or the determination was incorrect, either party has the right to request in writing reconsideration by the Board. The Board's decision on the matter shall be final. (6/2022)
- c. If, at any point during the 'conduct unbecoming' process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities. (6/2013)

- d. All materials, facts, and information related to the investigation, determination, and reconsideration (if any) shall be kept confidential at all times by any parties or persons involved in any part of the process. (6/2013)
- e. Kiwanis International shall retain all official records on the matter (Allegation Report, Investigation Report, Hearing Record, Board Report, and Reconsideration Record if any) in a confidential file as long as required by applicable law. (6/2013)

**Section 11.** 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. The 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. (6/2023)

**Section 12.** Whenever a Kiwanis 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 Kiwanis International Board to be ineligible to hold a Kiwanis International office or appointment in the future. (6/2015)

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

## **ARTICLE 20. COMMITTEES** (Rev. 6/2023)

**Section 1.** Kiwanis International shall have the following standing committees. (6/2023)

- a. The Executive Committee, which shall include no more than nine (9) members from the Kiwanis International Board, four (4) of whom shall be the President, President-Elect, Vice-President, and Immediate Past 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. (6/2023)
- 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. (6/2023)
- 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 support a growing Kiwanis membership and shall have such other duties as determined by the Board. (6/2023)
- 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. (6/2023)

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. (6/2023)

The Committee shall meet at the annual Kiwanis 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. (6/2023)

- e. The Resolutions and Bylaws Committee, which shall include no fewer than five (5) 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. (6/2023)

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. (6/2023)

- (1) 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. (6/2023)
- (2) 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. (6/2023)

The committee shall perform such additional duties as may be assigned by the Board. (6/2023)

The committee shall meet as provided in Article 17 of these bylaws. (6/2023)

- f. The Governance Committee, which shall be composed of six (6) qualified persons, 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. (6/2023)

**Section 2.** 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 their 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. (6/2023)

**Section 3.** Unless otherwise stated elsewhere in this Article, the following shall apply to standing or special committees: (6/2023)

- a. Members and Chairs shall be appointed by the President, subject to approval by the Kiwanis International Board. (6/2023)
- b. Members appointed by the President may be removed by the President, subject to approval by the Kiwanis International Board, or may be removed by a two-thirds (2/3) vote of the Board. (6/2023)

- c. Each committee shall meet at the call of the President, its chair, or a majority of its members. (6/2023)
- 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. (6/2023)
- 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. (6/2023)
- f. A majority of committee members shall constitute a quorum. (6/2023)
- g. The Chair shall preside at all committee meetings. In the absence of the Chair, the committee shall select an interim Chair. (6/2023)
- h. Each committee shall report its activities to the Board. (6/2023)

## ARTICLE 21. OFFICIAL PUBLICATIONS (Rev. 6/2023)

**Section 1.** The Kiwanis International Board 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. (6/2023)

**Section 2.** 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: (6/2023)

- a. If spouses are both members of a club, one spouse may choose not to subscribe. (6/2023)
- b. If a member belongs to more than one club, they may choose to subscribe only with their primary club. (6/2023)

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. (6/2023)

**Section 3.** 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. (6/2023)

## ARTICLE 22. REVENUE (Rev. 7, 2024)

**Section 1.** Subject to Sections 2 and 3 of this Article, each club shall pay to Kiwanis International for each member, with the exception of those holding life member status, annual membership dues of

seventy-seven dollars (US\$77) 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. (7/2024)

**Section 2.** The Kiwanis International Board 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)

- a. Tier 1: Countries with per capita income US\$10,000 or more shall pay the amount stated in section 1. (7/2024)
- b. Tier 2: Countries with per capita income of less than US\$10,000 shall pay US\$34. (7/2024)

**Section 3.** If a club member is a former member of a Kiwanis International Service Leadership Programs club, the member's club shall be relieved of any obligation to pay Kiwanis 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 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. (6/2023)

**Section 4.** 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. (6/2023)

**Section 5.** Each club may collect from each member annual membership dues and other fees as established by said club. (6/2023)

**Section 6.** 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. (6/2023)

**Section 7.** 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. (6/2023)

**Section 8.** The word "dollar(s)" shall mean "United States dollar(s) or the equivalent thereof." (7/1988)

**Section 9.**

- a. The Kiwanis International Board may raise revenue from sources in addition to those specifically authorized in these Bylaws; however, the Board may not levy assessments upon clubs or club members, or commit Kiwanis assets for business purposes, except as provided herein. (6/1992)
- b. Any revenue-raising activity is expressly prohibited which does not conform to ethical and sound business practices; is inconsistent with the Objects, Policies, or Procedures of Kiwanis; or impugns the good name of Kiwanis. (6/1992)
- c. Any activity authorized by this section shall not involve the release or use of the Kiwanis International Directory or mailing list, including names, addresses, or telephone numbers of the members of clubs, for entering into third party agreements unless such release or use is expressly authorized by the prior consent of a majority of the delegates at an annual Kiwanis International

convention. (7/1998)

- d. Any member belonging to a club of Kiwanis International may request their name, address, fax number, and telephone number be withheld from any list to be given or sold to any third party. (7/1998)

## **ARTICLE 23. FINANCE AND ACCOUNTING** (Rev. 6/2023)

**Section 1.** The administrative and fiscal year of Kiwanis International shall begin on October 1 of each year. (6/2023)

**Section 2.** The Kiwanis International Board shall utilize an efficient and cost-effective accounting system for Kiwanis International. (6/2023)

**Section 3.** Kiwanis International will control its finances through an adequate budget system, and financial matters will be conducted on sound, conservative principles. Not later than September 30 of each fiscal year, the Kiwanis International Board 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. (6/2023)

**Section 4.** Disbursements in any year shall not exceed the gross amount of the annual budget.

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

**Section 6.** The Kiwanis International Board 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. (6/2023)

**Section 7.** 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. (6/2023)

## **ARTICLE 24. INSURANCE AND INDEMNIFICATION**

**Section 1.** The Kiwanis International Board, 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, at its discretion, may provide such insurance programs to other parts of the Kiwanis world. (6/2023)

**Section 2.** 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. (6/2023)

**Section 3.** The Kiwanis International Board may provide, through insurance or otherwise, indemnification to the past and present Trustees, officers, employees, or agents of Kiwanis International to the extent permitted by the laws of the State of Indiana applicable to not-for-profit corporations. (10/1998)

## ARTICLE 25. MOTTO

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

## ARTICLE 26. PARLIAMENTARY AUTHORITY

**Section 1.** "Robert's Rules of Order Newly Revised" (latest edition) shall be the parliamentary authority for all matters not specifically covered by these Bylaws or Kiwanis International's other governing documents. (6/2023)

## ARTICLE 27. AMENDMENTS TO BYLAWS AND RESCISSION OF INTERPRETATIONS (Rev. 6/2023)

**Section 1.** 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 Kiwanis International Council as provided in Article 14. (6/2023)

**Section 2.** Rescission of a Bylaw amendment adopted by the Kiwanis International 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. (6/2023)

**Section 3.** 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. (6/2023)

**Section 4.** All proposals stated in Sections 1, 2, and 3 may be submitted by: (6/2025)

- a. The Kiwanis International Board; (6/2023)
- b. The board or house of delegates of a district in good standing; (6/2023)
- c. The board or house of delegates of a region; or (6/2025)
- d. A club in good standing, by a majority vote of the members. (6/2023)

**Section 5.** 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. (6/2023)

**Section 6.** The Kiwanis International Resolutions and Bylaws Committee shall meet within sixty (60) days after the submission deadline to consider all proposed amendments submitted by clubs and districts. (6/2023)

**Section 7.** Not later than ninety (90) days prior to the date of the Kiwanis 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. (6/2023)

## ARTICLE 28. BYLAWS REVISIONS

**Section 1.** At the recommendation of the Kiwanis International Board, the house of delegates may, by a two-thirds (2/3) vote, order a revision of the Kiwanis International Bylaws to be considered the following year, to include such changes as provided in the Board’s recommendation. (6/2023)

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

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

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

## KIWANIS INTERNATIONAL BYLAWS INTERPRETATIONS by the Kiwanis International Board (Revised 6/2023)

### A. GOOD CHARACTER

**Article 8, §1** - states, “Membership in a club is open to adults of good character...”

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

### B. CORPORATE MEMBER REPRESENTATIVES HOLDING OFFICE

**Article 8, §1** – states in part “A corporate member shall appoint one individual to represent it on all club matters, and all club privileges shall be exercised via its appointed representative...”

And **Article 19** – provides for filling vacancies in various Kiwanis International offices.

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

**Interpretation** – 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 their predecessor. (6/2023)

#### **C. NONSUBSTANTIVE AMENDMENTS**

**Art. 14, §2c**, 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..."

**Interpretation:** Matters of a nonsubstantive nature shall be those which do not change the essential conditions or processes on a matter. Amendments of a nonsubstantive nature are generally intended to correct errors, update information, or clarify existing provisions. (6/2023)

#### **D. PREREQUISITE SERVICE IN OFFICE**

**Article 12, §2**, states, in part: "Each elected officer and trustee...shall have served as a district governor at least two (2) administrative years prior to assuming a Kiwanis International office."

**Article 18, §2a(4)** states, in part: "The candidate shall have served as an immediate past district governor prior to announcing their candidacy to Kiwanis International."

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

#### **E. SITTING MEMBER OF THE KIWANIS INTERNATIONAL BOARD**

**Article 13 §1(c)** states, "No district may have more than one (1) member on the Kiwanis International Board."

**Interpretation** – The term "on the Kiwanis International Board" shall be interpreted to include candidates for a position on the Kiwanis International Board who are from the same district, running during the same election cycle.