

# **NEW YORK DISTRICT**



## **KIWANIS INTERNATIONAL INC.**

# **Bylaws**

**Approved: August 15, 2015, Albany NY**

## STANDARD FORM FOR DISTRICT BYLAWS

### ARTICLE I. DEFINITIONS

**Section 1.** Wherever these terms appear throughout these bylaws, "**club**" means a club in good standing as defined from time to time by Kiwanis International and "**active member**" means a member in good standing with his/her club. However, provisions regarding sending notice to clubs about meetings, amendments, and resolutions and provisions regarding payment of club financial obligations shall apply to **all** chartered clubs, whether in good standing or not in good standing.

### ARTICLE II. PURPOSE AND STRUCTURE AND DEFINITIONS

**Section 1.** The name of this organization shall be the NEW YORK DISTRICT OF KIWANIS INTERNATIONAL.

**Section 2.** The territorial limits of this district shall be confined to NEW YORK STATE. Neither the district name nor territorial limits shall be changed unless permission shall first have been obtained from the Kiwanis International Board of Trustees.

**Section 3.** The purpose of this district shall be primarily to help Kiwanis clubs and Kiwanis International advance the Objects, objectives, policies and strategic goals of Kiwanis, and specifically to cooperate with Kiwanis International in:

- Building new clubs and strengthening existing clubs;
- Delivering education to clubs, and;
- Delivering service leadership programs and global campaign for children programming to and through clubs.

The purpose of the district also shall be to promote the interests of the clubs within the district to Kiwanis International.

**Section 4.**

The district shall group clubs into divisions. The territorial limits of the divisions shall be defined by the district board in district policies.

**Section 5.** Each club within the district boundaries is a member of the district and is entitled to all the rights, privileges, and responsibilities thereof.

### ARTICLE III. OFFICERS

**Section 1.**

- a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and a Lieutenant Governor for each division of the district.
- b. No offices other than those of Secretary and Treasurer may be combined in one person.
- c. After their election and before their assumption of office, all officers shall be known and designated by the titles of the offices to which they have respectively been elected followed by the term "designate."

**Section 2.** Each district officer shall be an active member in good standing in a club in good standing of the district. Each Lieutenant Governor shall be a member of a club in the division from which elected and shall have served one full term as Immediate Past President of a club by the start of the term. The Governor and Governor-elect, , shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International and shall has served as a Past Lt. Governor

**Section 3.** All Officers terms shall be for one (1) year beginning October 1.

**Section 4.** Each district officer has the duty and responsibility to:

- a. Promote the Objects and objectives of Kiwanis International.
- b. Promote the interests of the clubs within the district.
- c. Perform such duties and responsibilities as are currently prescribed or as may be amended in the bylaws, policies, or procedures of Kiwanis International or of the district or as may be assigned by the District Board.
- d. Actively promote implementation of growth efforts of the district in conjunction with Kiwanis International's strategic growth plans.
- e. Actively promote and support programs of emphasis by Kiwanis International, such as the service leadership programs (where applicable) and the global campaign for children.
- f. Attend all meetings required by the district.
- g. Whenever possible, all district officers are encouraged to attend the Kiwanis International Convention,

**Section 5** The Governor has the further duties and responsibilities:

- a. Serve as the chief executive officer of the district, under the direction and supervision of the Kiwanis International Board of Trustees.
- b. Be responsible for planning and developing the general program for the district convention and conferences with the advice and consent of the district board.
- c. Preside at all district conventions and meetings of the District Board.
- d. Attend all conventions and other meetings required by Kiwanis International.
- e. Be responsible for implementing growth efforts of the district in conjunction with Kiwanis International's strategic growth plans.
- f. Actively promote the Service Leadership Programs of Kiwanis International and assure proper supervision of those programs on a local, divisional, and district level.

**Section 6** The Governor-elect has the further duties and responsibilities:

- a. Attend all meetings required by Kiwanis International for governors-elect, including the Governors-elect Education Conference and the International Convention.
- b. Be responsible for the training of incoming lieutenant governors, district committee chairs; for implementing club education programs; and for education programs at the district convention.
- c. Support the governor in his/her role as an officer of Kiwanis International.

**Section 7** The Immediate Past Governor shall be a resource to the District Governor and District Board.

**Section 8.** The District Secretary has the further duties and responsibilities:

- a. Assist the Governor and District Board in conducting the business of the district.
- b. Keep all records of the district.
- c. Be the executive in charge of the District Office and, subject to the approval of the District Board, select the employees (if any).
- d. Submit to the proper officers, committees, or persons all communications received from Kiwanis International and cooperate with the Governor in forwarding all reports required by Kiwanis International.
- e. Attend and keep the minutes of the meetings of the District Board and the district conventions.
- f. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board.
- g. Shall collect all funds due the District and promptly deposit the same in one of the official depositories of the District and transmit to the treasurer bank receipts for all deposits.

**Section 9** The District Treasurer has the further duties and responsibilities:

- a. Be a member of the Finance Committee.
- b. Regularly review and advise the District Board on the financial condition of the district and its service leadership programs (if any).
- c. Make a report at the annual convention.
- d. Keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement of district and sponsored organization funds in the manner authorized and prescribed by the District Board.
- e. Make available for inspection by the Governor, the District Board, or any authorized parties, the financial accounts, records, and books of the district and its service leadership programs (if any).
- f. Shall receive all bills, accounts and claims and shall disburse District funds except reserve funds, in the manner as directed by the District Board or these bylaws. All reserve funds shall be disbursed by the Treasurer as per these Bylaws.

**Section 10** The Lieutenant Governors have the further duties and responsibilities:

- a. Perform the duties as a member of the district board.
- b. Provide support and assistance to the clubs in their division.
- c. Plan and preside at divisional meetings.
- d. Assist the Governor and the district board in communicating and implementing the plans and goals of the district in their divisions.
- e. Report to the Governor about the condition and activities of clubs within their divisions.

f. Visit each club in the division as many times as required by the district.

g. While serving as Lieutenant Governor-elect shall assure training of the incoming club officers.

#### ARTICLE IV. DISTRICT BOARD

**Section 1.** The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and a Lieutenant Governor for each division.

**Section 2.** The management and control of the affairs of the district not otherwise provided for in these bylaws shall be vested in the District Board, subject to the supervision and control of the Kiwanis International Board of Trustees. The district board may adopt policies and/or procedures, provided they are not in violation of any applicable laws or any higher governing documents.

**Section 3.** The District Board shall hold at least two (2) regular meetings during each *administrative* year, one of which shall be held prior to October 31, at such times and places as designated by the Governor. If the first meeting is held prior to October 1, any action taken shall become effective on October 1.

**Section 4.** A special meeting of the District Board may be called by the Governor or two-thirds (2/3) of the entire Board.

**Section 5.** Subject to the laws of local jurisdiction, the District 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. Participation by such methods constitutes attendance. Normal board meeting rules and processes apply unless otherwise determined by the Board.

**Section 6.** The District Secretary shall notify each member of the District Board and the Executive Director of Kiwanis International of the time, place, and date of any regular meeting at least three (3) weeks in advance and of any special meeting at least three (3) days in advance.

**Section 7.** In the absence of the Governor from a meeting, the District Board shall elect one of its members to act as presiding officer.

**Section 8.** A majority of the total members of the District Board constitutes a quorum, and a majority vote of those present and voting is required for all business unless otherwise provided in these bylaws.

**Section 9.** Within thirty (30) days after any District Board meeting, the District Secretary shall provide a draft of the meeting minutes or a summary of the actions taken to Kiwanis International, and a copy shall be made available to clubs in the district. The district shall provide a copy of the official minutes of each board meeting to Kiwanis International within thirty (30) days after approval by the district board.

#### ARTICLE V. COMMITTEES

**Section 1.** The titles, structure, and duties of district standing committees shall be those defined by the Kiwanis International Board of Trustees. Those are currently defined as the following:

**A. Aktion Clubs** shall assist Kiwanis clubs and divisions in establishing Aktion Clubs in conjunction with community agencies or organizations that serve the needs of people with disabilities and shall promote the concept of continuing and effective sponsorship upon the part of the sponsoring Kiwanis club(s). The committee shall also be responsible for the proper carrying out of the Aktion District organization's administrative functions in accordance with the Kiwanis District Board's approval.

**B. Builders Club** shall assist Kiwanis clubs in establishing Builders Clubs in junior high/middle schools and

shall promote the concept of continuing and effective sponsorship upon the part of the sponsoring Kiwanis club. The committee shall also be responsible for the proper carrying out of the Builders Club District organization's administrative functions in accordance with the Kiwanis District Board's approval

- C. **Bylaws and Policies** shall examine the district's bylaws, policies, and procedures and shall submit any necessary or recommended revisions to the district board; shall cooperate with the board in drafting proposed amendments; and shall report on all properly proposed amendments to the district bylaws. The committee shall also cooperate with the board in interpreting the spirit of the district bylaws when necessary and in securing the proper observance of obligations, standards, and practices stated or implied.
- D. **Circle K** shall assist Kiwanis clubs in establishing Circle K Clubs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Clubs and shall be responsible for the proper carrying out of the Circle K District organization's administrative functions in accordance with the Kiwanis district board's approval.
- E. **District Convention and Conferences** shall assist the district board in formulating the official program and order of business for the conventions and conferences of the district.
- F. **Finance** shall prepare a budget of estimated income and expenditures for submission to the district board shall receive and review the annual audit, and shall submit such other recommendations as may be requested by the district board.
- G. **The Formula** is responsible for the Formula's success in the district and for providing direction and support for club opening and membership strengthening in the district. This position collaborates with the district leadership team to develop goals and objectives for inviting and retaining members.
- H. **Human and Spiritual Values** shall encourage the clubs to cooperate on broad nondenominational lines to create a greater public consciousness of the importance of human and spiritual values.
- I. **International Convention** shall assist in promoting attendance and participation in the annual Kiwanis International Convention.
- J. **Kiwanis- Kids** shall assist Kiwanis clubs in establishing K Kids programs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Clubs and shall assist Kiwanis clubs in establishing Kiwanis Kids clubs elementary schools and shall promote the concept of continuing and effective sponsorship upon the part of the sponsoring Kiwanis club. The Committee also shall promote the Bring Up Grades and Terrific Kids programs within the District
- K. **Key Club** shall assist Kiwanis clubs in establishing Key Clubs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Club and shall be responsible for the proper carrying out of the Key Club District organization's administrative functions in accordance with the Kiwanis district board's approval.
- L. **Key Leader** shall recruit and train a volunteer team to market the Key Leader program throughout the district; work with Kiwanis International Staff to recommend dates and locations for successful events within the district; and appoint and support the site coordinator for each district event.
- M. **Kiwanis International Foundation** shall, in cooperation with district leadership, promote and represent the International Foundation in the district. The committee shall encourage all Kiwanis clubs in the district to participate in the Annual Club Gift campaign and encourage all Kiwanis members in the district to support the Kiwanis Children's Fund.
- N. **Leadership Development and Education** shall assist the district leadership in developing meaningful

educational and training experiences for all Kiwanians at district conventions and conferences, organize and/or promote operations and leadership programs for incoming district and club officers, and promote continuing Kiwanis education within each club

- O. Public Relations** shall assist clubs in creating awareness about the service, fundraising, and fellowship opportunities Kiwanis offers and the positive impact of clubs on their communities.
- P. Risk Manager** shall learn and understand the contents of the Liability Risk Management Packet and serve as a resource for the clubs; provide answers to basic questions and instruct the clubs on how to utilize the risk management materials provided; conduct workshops and training for the district (developed by Kiwanis International); regularly communicate with the Kiwanis International Risk Manager regarding club activities and issues that arise; and attend the District Risk Manager Training provided by Kiwanis International. The Risk Manager shall hold no other district or International Leadership positions and should have a background in property or casualty insurance, or experience as an insurance agent, insurance company employee, or attorney familiar with negligence and liability law or have a good business background. The Risk Manager should serve a term of three years and the position is only appointed when vacant
- Q. Service** shall assist clubs in the district in rendering effective service in their communities.
- R. Youth Protection Manager** shall learn and understand the contents of the Youth Protection Guidelines; serve as a resource for the clubs; provide answers to basic questions and instruct the clubs as to how to utilize the materials provided; conduct workshops and training at district events using materials provided by Kiwanis International; ensure Kiwanis district Staff and Leadership receive annual training on the Youth Protection Guidelines; submit youth protection articles for the district bulletin.; regularly communicate with Kiwanis International regarding club activities and issues that arise; attend the Youth Protection Guidelines annual training and seek to keep up to date on trends impacting youth protection. The Youth Protection Manager shall not hold any other District or International Volunteer Leadership positions and should have a background in youth training, education or law enforcement; ability to speak in public and conduct workshops and training sessions. The Youth Protection Manager serves a three year term , and the position shall be appointed when vacant and be appointed in consultation with the Key Club District Administrator.

**Section 2.** The district shall also have the following standing committees:

- A. Children and Youth Services** shall assist clubs in implementing service projects that address the current issues, challenges and opportunities that young people face in their homes, schools and communities, including but not limited to Young Children: Priority One.
- B. Executive Assistants:** Shall assist the Governor in all aspects of administering the District. The Governor shall appoint up to 3 Executive Assistants.
- C. Fund Raising** shall recommend ideas to clubs for local fund-raising activities.
- D. Membership** assist clubs to recruit and retain members, orient and induct new members, and involve all members in service and club activities
- E. New Club** shall study the opportunities for introducing Kiwanis into new communities located within the district and shall stimulate and cooperate with chartered clubs of the district in their efforts to enlarge the field of Kiwanis service by the building of new clubs
- F. Parliamentarian** shall be the chief advisor to the District Governor and the Board as to the parliamentary procedure at meetings of the District Board and any meeting of the House of Delegates. The Governor may choose the Parliamentarian to serve as Chair of Bylaws and Policies Committee.

G. **Past Governor's Council-** This committee consists of all Kiwanians who served the New York District as Governor. This committee shall, when requested to do so, serve in an advisory capacity to the Governor or to the Board. The members of the council shall choose the Chairman

H. **Planning** shall review and develop planning and operational strategies to address specific areas and/or topics of concern to the District Governor and District Board.

**Section 3** Each standing committee shall cooperate with the appropriate committee of Kiwanis International.

**Section 4** The Governor may create and appoint special committees, subject to the approval of the district board.

**Section 5:** The Governor shall be an ex-officio member of all standing and special committees of the district.

**Section 6.** All committee members appointed by the Governor shall be subject to removal by the Governor.

**Section 7.** The Governor shall appoint all committee members except the Past Governors Council and those appointed by the Governor-elect or Immediate Past Governor as noted in the Policy Codes .

## **ARTICLE VI. CONVENTIONS**

**Section 1.** The annual convention of the district shall be held at such place and date, between March 15 and September 25, as shall be mutually agreed upon by the District Board and the Kiwanis International Board of Trustees, except that no district convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International unless approved by the Kiwanis International Board. In the event the annual convention of Kiwanis International is held within the geographic boundaries of a district, the district may hold its convention in conjunction with the Kiwanis International convention; in such cases, district functions may not be held during general sessions of the International Convention.

**Section 2.** Special conventions of the district shall be called by the Governor upon the request of a majority of the clubs, or upon the request of three-fourths (3/4) of the members of the District Board.

**Section 3.** The District Secretary shall notify each club and the Executive Director of Kiwanis International at least sixty (60) days prior to the date of the annual convention and at least thirty (30) days prior to the date of any special convention or rescheduled annual convention.

**Section 4.** The District Board shall have full supervision and management of all conventions.

**Section 5.** For each convention, the Governor shall appoint a Committee on Credentials, Committee on Elections, and a Committee on Resolutions each to consist of at least three (3) members. All members of the Committee on Elections shall be delegates.

**Section 6.** At any district convention, each club shall be entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as three alternates who may serve if any delegate is absent. Club delegates and alternates shall be active members of the clubs they represent. However, the lieutenant governor or a past lieutenant governor may represent any club in their division not otherwise represented by three (3) delegates. Delegates shall be elected by each club prior to the convention and certified to the district by the club president and secretary. A current or past Lieutenant Governor representing a club may be certified by the Credentials Committee or its designee.

**Section 7.** 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 of Trustees, even if it has not been formally presented to such club.

**Section 8** All district officers, Past Governors, Chairperson of District Standing Committees, Lieutenant Governors- designate and past Kiwanis International Board members, who are active members of a club in the district shall be delegates -at-large to all district conventions.

**Section 9** To be accredited, a delegate must have paid a convention registration fee, if such is required.

**Section 10** There shall be no voting by proxy or absentee ballot.

**Section 11.** The District Board may establish registration fees to be paid by persons attending any district convention. The proceeds derived from such registration fees shall be expended solely upon approval of the District Board.

**Section 12** The convention may propose, discuss, and adopt resolutions, and may recommend matters or concerns to Kiwanis International. The convention shall also consider and act upon matters submitted to it by Kiwanis International.

**Section 13.** In the absence of the Governor from any convention of the district, the District Board shall designate any elected member of the District Board to act as presiding officer.

**Section 14** Delegates from at least one-third (1/3) of the district clubs shall constitute a quorum at any district convention, and no less than a majority vote of the delegates present and voting is required to approve all business unless otherwise provided in these bylaws.

**Section 15** Within thirty (30) days after any convention, the District Secretary shall provide a written report of the actions taken, approved by the Governor, and shall transmit the report to the Executive Director of Kiwanis International. A copy of the report shall be made available to clubs in the district.

**Section 16** In the event the District Board shall determine by resolution that there exists a condition of emergency that compels cancellation of the annual district convention, the Board shall notify Kiwanis International and district clubs immediately and shall determine one of the following methods to transact any and all business that was to be transacted at the annual convention, as soon as practical. The preference will be to reschedule the convention, if possible, or, alternatively, to call a meeting of all persons having the status of delegates-at-large at district conventions, a quorum of which shall be a majority.

**Section 17** The official program of a convention as approved by the District Board shall be the order of the day for all sessions. Changes in the agenda of the house of delegates may be made from time to time by a majority vote of the house. During the convention, changes in scheduling of events other than the House of Delegates may be made by the District Governor, in consultation with the District Governor-elect and District Secretary.

**Section 18** Resolutions

a. A club, by majority vote of its members or board, may propose resolutions to be considered at any convention of the district, provided they are submitted to the District Secretary not less than sixty (60) days prior to the date of the convention. Resolutions may also be proposed by the District Board.

b. All proposed resolutions shall be referred to the Committee on Resolutions or the Committee on Bylaws for its consideration and recommendation to the district board. The Committee may modify, combine, edit, or not accept any club proposals. The District Board shall have final authority on resolutions to be considered at the convention.

- c. No later than thirty (30) days prior to the district convention, the Secretary shall make available to each club in the district a copy of all proposed resolutions other than those of memoriam and appreciation.
- d. No other resolutions shall be considered unless approved for consideration by two-thirds (2/3) vote of the District Board and presented no later than the beginning of the House of Delegates.
- 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 sixty (60) days in advance which shall require two-thirds (2/3) vote to adopt.

**Section 19.** The House of Delegates shall adopt standing rules to conduct business.

**Section 20.** The term delegates, unless otherwise specified in context of a specific provision, shall refer collectively to both club delegates and delegates-at-large

## **ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS**

**Section 1.** The election of officers, except as otherwise provided in these bylaws, shall be held at the annual convention. The official program of the convention shall indicate the time and place of the elections.

**Section 2.** The Secretary and Treasurer who will assume office on October 1 shall be appointed by the Governor-designate, subject to the approval of the District Board-designate, at the first Board meeting of the year.

**Section 3.** The nominating and election procedure for officers to be elected at the annual convention shall be as follows:

- a. The Governor-elect shall be the sole candidate for the office of Governor.
- b. All qualified candidates for offices to be elected at the annual convention must submit written notice of candidacy to the District Secretary no later than 100 days before the beginning of the first session of the convention.
- c. Qualified candidates for governor, and governor-elect, shall:
  - Submit a signed agreement to Kiwanis International to fulfill their duties
  - Have a clear criminal history background check conducted and verified by Kiwanis International.
- d. Prior to elections, the Secretary shall make a report of the qualified candidates to the House of Delegates.
- e. Nothing in this Article shall be construed as limiting the right to make further nominations of qualified candidates during the house of delegates session.
- f. A majority of all valid votes cast shall be necessary for each office elected at the convention. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote.
- g. The voting shall be by ballot only where there are two (2) or more candidates for the same office.
- h. Cumulative voting shall not be permitted.

**Section 4** Duties of Credentials Committee and Elections Committee

- a. The Credentials Committee shall verify all delegates and determine the seating of any delegates not previously certified by their club. Prior to the elections taking place, the Credentials Committee shall report the delegate count to the District Secretary and Elections Committee, and shall make available to them, upon request, a list of the delegates.
- b. The Elections Committee shall have general charge of the election and of distributing and counting all ballots. The Elections Committee shall report promptly to the convention the results of all balloting. The report shall be signed by a majority of the committee.

**Section 5. Election of Lieutenant Governor and Lieutenant Governor-elect**

- a. The Lieutenant Governor of each division shall hold, not earlier than the first week of the administrative year and not later than the last week in April, a meeting to elect a Lieutenant Governor and a Lieutenant Governor-elect for the next term. The time and place of this meeting shall be designated by the Lieutenant Governor. The president of each club in the division shall be notified at least 10 days prior to the meeting. Past Governors and Past Lieutenant Governors who are active members of a club in the division, as well as non-delegate club members, shall also be invited to the meeting and shall have the privilege of the floor, but shall be without vote.
- b. Each club in the division is entitled to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members.
- c. Delegates from at least a majority of the clubs in the division shall constitute a quorum.
- d. The Lieutenant Governor shall conduct the elections, unless he/she is a candidate for election. If the Lieutenant Governor is absent or ineligible to serve, the most recent past Lieutenant Governor present and willing shall serve, or in the absence of a past Lieutenant Governor, the meeting shall elect a delegate to conduct the elections.
- e. No person shall be considered a candidate for Lieutenant Governor or Lieutenant Governor-elect without first providing written consent and an agreement to carry out the duties and responsibilities of office.
- f. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations of qualified candidates from the floor.
- g. Voting shall be by ballot only where there are two (2) or more candidates for the same position. A majority of all valid votes cast shall be necessary for elections. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote. In the event of a tie vote, the Lieutenant Governor shall be entitled to vote.
- h. The Presiding Officer shall report the election results immediately to the District Secretary who shall report the results to Kiwanis International.
- i. A Lieutenant Governor-elect is not a district officer.

**ARTICLE VIII. VACANCIES IN OFFICE**

**Section 1.** In the event of a vacancy in the office of Governor or Governor-elect, the vacancy for the unexpired term shall be filled by majority vote of the District Board from among the Past Governors or current or past Lieutenant Governors who are active members of Kiwanis clubs in the district.

**Section 2.** In the event of a vacancy in the office of Immediate Past Governor, the qualified member who served as Governor most recently prior to the Immediate Past Governor who is willing and able shall automatically become the Immediate Past Governor.

**Section 3.** In the event of a vacancy in the office of Secretary or Treasurer, the Governor shall appoint a qualified member of a club of the district to fill the office for the unexpired term, subject to the approval of the District Board.

**Section 4.** In the event of a vacancy in the office of Lieutenant Governor, the District shall notify the clubs in the affected division that a replacement Lieutenant Governor may be elected at a division meeting to be held within thirty (30) days from the date of such vacancy. In the absence of a replacement being elected by the division, a qualified member of a club in the same division shall be elected by a majority vote of the District Board.

**Section 5.** In the event that the election of any district office cannot be completed for any reason, the district board may consider the office to be vacant and may fill it as a vacancy as provided in these bylaws for such office.

**Section 6.** In the event that, after election and before October 1, any district officer-designate is unable to serve for the year elected, the District Board-designate for said year shall fill the position as a vacancy as provided in these bylaws for such office. Disability or inability of a governor-designate to serve for the year for which elected shall first be determined by a two-thirds (2/3) vote of the entire district board-designate.

**Section 7.** In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of office, the District Board shall elect, by a majority vote, a qualified Past Governor or current or Past Lieutenant Governor to become Acting Governor until the Governor is able to resume the duties of office. While the Governor is incapacitated, the Acting Governor shall have all the duties, responsibilities, and authority given to the Governor by these bylaws and the Bylaws of Kiwanis International. If, after a period of sixty (60) days, it appears to the Board that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of office, the Board may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in such office as provided in these bylaws.

## **ARTICLE IX. DISCIPLINE OF OFFICERS**

**Section 1.** If a district officer is alleged by the Governor or two-thirds (2/3) of the District Board to be failing to perform his/her duties, the District Board shall investigate the allegation and determine the matter at a meeting held within forty-five (45) days after the investigation is complete or as soon as reasonably possible. Written notice of the allegation, investigation, and meeting shall be given to the accused officer at least thirty (30) days prior to the meeting. The accused officer shall be permitted to attend the meeting and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire board, the office shall be declared vacant.

### **Section 2.**

a. "Conduct unbecoming a member of the Kiwanis family" is defined in Kiwanis International Policy as any conduct that:

- is incompatible with the best interests of the public or of members of the Kiwanis family; or
- tends to harm the standing of Kiwanis in the local or global community.

b. If an allegation of 'conduct unbecoming a member of the Kiwanis family' is made against a district officer, allegedly committed while he/she was engaged in his/her duties as a district officer, the governor shall immediately request from Kiwanis International a copy of the detailed procedures to be followed by the district and shall appoint a special investigator to investigate the matter. If an allegation is made against the

governor, they shall be referred to the Kiwanis International President and Executive Director to be handled under the process for Kiwanis International Officers. If the investigation report concludes there is a reasonable basis for the allegation, the Governor shall notify the accused officer and refer the matter to the District Board to conduct a hearing to decide the matter. The Board shall then meet and report its decision whether the accused officer did or did not engage in ‘conduct unbecoming,’ and, based on that decision, the appropriate disciplinary action, as follows: counseling, a verbal or written reprimand, or suspension or removal from office.

c. If either the accused officer or the Investigator believes some part of the investigation 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.

d. If, at any point during the ‘conduct unbecoming’ process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities.

e. 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.

f. The district 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, and shall send a copy to Kiwanis International, to be retained in a confidential file.

**Section 3.** If the district employs the Secretary, Treasurer, or other district officers, the employment relationship supersedes the officer relationship.

Section 4. Whenever a district officer is removed from office for reasons involving conduct unbecoming a member of the Kiwanis family or failure to perform the duties of office or resigns from office, that person may be declared by the district board to be ineligible to hold a district office or appointment in the future.

## **ARTICLE X. REVENUE**

**Section 1.** Each club shall pay annual dues to the district of \$24.00 for each active club member. Dues shall be based on each club’s annual membership report to Kiwanis International as of September 30 of each year and shall be due annually on October 1 and payable by November 30.

**Section 2.** Each existing club shall pay to the district for each new active member a sum determined by the District Board, which shall not exceed the amount of annual dues.

**Section 3.** Each new club shall pay to the district for each active charter member a sum determined by the District Board, which shall not exceed the amount of annual dues.

**Section 4** A Kiwanis Club shall be relieved of any obligation to pay District dues for any club member for a period of two (2) administrative years from the date of joining that club, provided such member was a member of a Kiwanis International Service Leadership Program or is an active, retired or honorably- discharged member of the Air National Guard, Army National Guard, NYS Naval Militia, NY Guard or United States Uniformed Services. However, for the purpose of providing the district bulletin to such members, the District Board may assess the member's club an amount that cannot exceed 20% of the sum charged for regular district dues. Such assessment shall be determined on an annual basis and shall apply to the clubs of all such members.

**Section 5.** The District Board may establish registration fees for district conferences or other meetings.

**Section 6** No financial obligation shall be placed upon clubs of the district other than those provided in these bylaws or adopted by a two-thirds (2/3) vote of the House of Delegates

## **ARTICLE XI. FINANCE**

**Section 1.** Not later than October 31, the District Board shall approve a budget of estimated revenues and expenses for the year, including capital expenditures. Total disbursements in any year from the General Dues Account shall not exceed the gross amount of the budget adopted by the Board of Directors, in each year, together with any other increments that may be carried over, received and/or deposited in the General Dues Account.

**Section 2.** The books of account of the District shall be audited at least once each administrative year by independent public accountants named by the District Board and a certified report shall be rendered to the District Board by February 15 of the succeeding administrative year. A copy of the report shall be sent to the Executive Director of Kiwanis International by March 31 and shall be made available, upon request, to clubs and members in the district.

**Section 3.** The District Board shall determine the official depository or depositories and shall designate those persons authorized to disburse funds.

**Section 4.** The district will comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.

**Section 5.** The district shall report its financial status annually to clubs and to the Kiwanis International Board and at such other times and including such information as requested by the Kiwanis International Board.

**Section 6.** Annually, the Board of Directors shall at its first meeting adopt an Accounting manual and Account Classification. The necessary traveling expenses of all District Officers when engaged in the business of the District shall be paid by the District in accordance with the provisions of the budget and Accounting Manual.

**Section 7** The Board of Directors shall establish and maintain a reserve fund, any income from which shall become part of the principal. No part of the reserve fund shall be expended or withdrawn unless authorized by a two-thirds vote of the delegates present and voting at any annual District Convention at which the proposal is duly submitted in accordance with Article VI.

**Section 8.** The Board of Directors, by a two-thirds (2/3) vote, shall have the power to adjust District accounts for club obligations to the District where special circumstances warrant it as determined in the sole discretion of the Board upon the recommendation of the Division Lieutenant Governor for the club concerned and a certification of the facts in writing by either the Club President, Club, Secretary or Division Lieutenant Governor for the club affected.

## **ARTICLE XII. OTHER AUTHORITIES**

**Section 1.** This district bylaws and policies will comply with all applicable laws in its local jurisdiction(s).

**Section 2.** For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:

**First--**Kiwanis International Bylaws

**Second--**Kiwanis International Policies and Procedures

**Third—**The bylaws of the district's Federation or Council of Districts and/or Nations (if any)

**Fourth—**Roberts Rules of Order Newly Revised (latest edition)

## ARTICLE XIII. AMENDMENTS

### Section 1.

a. A club, by majority vote of its members, may propose bylaw amendments to be considered at any convention of the district, provided they are submitted to the District Secretary not less than sixty (60) days prior to the date of the convention. Bylaw amendments may also be proposed by the District Board.

b. No later than thirty (30) days prior to the district convention, the Secretary shall make available to each club in the district a copy of all proposed bylaw amendments.

c. Amendments to these bylaws may be adopted by two-thirds (2/3) of the valid votes cast by the delegates present and voting.

**Section 2.** These bylaws and any amendments to them shall be in conformity with the Kiwanis International Bylaws and the Standard Form for District Bylaws. Amendments previously verified by Kiwanis International to be in conformity may become effective immediately, unless a later effective date is specified upon adoption. 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.

**Section 3.** If the Kiwanis International Bylaws are amended in such a way that necessitates revisions to the Standard Form for District Bylaws, the district house of delegates shall amend the district bylaws to reflect such revisions.

## ARTICLE XIV. SEVERABILITY

**Section 1.** In the event that any provision of these bylaws is held invalid, all other provisions shall remain in effect.

## ARTICLE XV. INCORPORATION AND DISSOLUTION

**Section 1.** The district will incorporate or register with the proper authority(ies) as may be required by applicable law and shall maintain such incorporation or registration annually.

**Section 2.** If the district ceases operations for any reason, the last district board will provide for proper distribution of district funds or other assets, in accordance with applicable law. If the district board does not so provide, the Kiwanis International Board shall do so.

## ARTICLE XVI. GENERAL PROVISIONS

**Section 1.** The district shall not be used for political purposes, including propaganda, trying to influence legislation, or participating in a campaign for or against any candidate for public office.

**Section 2.** The administrative and fiscal year of the district shall be October 1 – September 30.

**Section 3** The District Board shall cause to be issued, under its supervision and control, a bulletin or other official communication tool on behalf of the District.