

**CALIFORNIA-NEVADA-HAWAII DISTRICT BYLAWS**  
**as of August 17, Proposed changes for 2019-2020**

**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**

**Section 1.** The name of this organization shall be the **California-Nevada-Hawaii** District of Kiwanis International.

**Section 2.** The territorial limits of this district shall be confined to **the States of California, Nevada and Hawaii**. 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 and divisions into regions. The territorial limits of the divisions and regions 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, a Lieutenant Governor for each division and a Trustee for each region of the district.

- b. No offices other than those of Secretary and Treasurer may be combined in one person. The Secretary has the title of Executive Director.
- 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.**

- a. Each district officer shall be an active member in a club of the district, which is the primary club of such officer.
- b. Each Lieutenant Governor shall be a member of a club in the division from which elected and shall have served as a club President.
- c. Each Trustee shall: be a member of a club in the region from which elected, have been a member of a club within the District for at least five (5) years; and have served as a Lieutenant Governor of a division in the District.
- d. The Governor and Governor-elect shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International ~~which shall be complete at the time the candidate files their written notice of candidacy as provided in Article VII, section 3. Effective October 1, 2022, any candidate for the Governor or Governor-elect shall have served as a member of the Board of Trustees of the California-Nevada-Hawaii District of Kiwanis International for at least two years or have served as a Trustee prior to 2008. Notwithstanding the foregoing, any candidate elected to the office of Governor and/or Governor elect prior to October 1, 2022 shall be eligible to serve as Governor and/or Governor elect after October 1, 2022 and shall have served as Lieutenant Governor of some district of Kiwanis International.~~
- e. The Treasurer must have financial or management qualifications as defined by District Policies.

**Commented [D01]:** This one is already covered by Art. VII, Sec. 3c. No one is considered to be a valid candidate unless they meet all requirements to be a candidate (or, of course, to hold office).

**Commented [D02]:** We need to keep requirements re. candidates separate from requirements to hold office. Though the two sets of requirements are often the same, that is not always the case. The difference comes into play re. candidates for the normal election process (in which case, both Art. III and Art. VII requirements apply) vs. when someone may be appointed to fill a vacancy (in which case, ONLY Art. III requirements applies). For instance, only regular candidates must submit a signed agreement to K.I. Those appointed to fill a vacancy do not.

**Commented [D03]:** This sentence ("Notwithstanding...") should be removed. The preceding sentence, by the fact that it states a delayed effective date, makes the case clear and makes the last sentence redundant.

**Section 3.** Officer terms shall be as follows or until said officer's successor shall be duly elected and qualified. The terms of all district officers shall begin on October 1.

- a. Each Lieutenant Governor shall serve for a term of one (1) year.
- b. Each Trustee shall serve for a term of three (3) years.
- c. The Secretary's term, as a district employee, shall be defined by the District Board upon employment.
- d. All other officers shall serve a term of one (1) year.
- e. No person shall serve more than one (1) three-year term as a Trustee. No person shall serve as treasurer for more than four (4) years. The time served by any person appointed by the District Board to fill a vacancy shall not count for the purpose of this provision. Additionally, the time served by any person in the position of Treasurer prior to October 2005 shall not count for the purpose of this provision.

**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 plan.
- 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 plan.
- f. Actively promote the Service Leadership Programs of Kiwanis International and assure proper supervision of those programs on a local, divisional, and district level.
- g. Make an official visit to each Region each year.

**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, Trustees, and 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. Execute all contracts on behalf of the District and keep all records of the district.
- c. Be the executive in charge of the District Office and its departments and, subject to the approval of the District Board, select and supervise 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. 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.
- h. 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.
- i. Attend all conventions of Kiwanis International, and if invited, attend meetings of the International Council.

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

- a. Be a member of the Finance Committee. However, the Treasurer shall not be assigned as the chair of any 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.

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

- a. Represent the Governor and, under the direction of the Governor, supervise the District's executive work in their respective divisions.
- b. Provide support and assistance to the clubs in their division.
- c. Plan and preside at divisional meetings, under the direction of the District Board.
- 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.

**Section 11.** The Trustees have the further duties and responsibilities:

- a. Perform the duties as a member of the District Board.
- b. Provide support to the Lieutenant Governors in their region.
- c. Plan and preside at regional meetings, under the direction of the District Board.

#### **ARTICLE IV. DISTRICT BOARD**

**Section 1.** The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, a Trustee for each region and the Kiwanis Cal-Nev-Ha Foundation President.

The Secretary and the Kiwanis Cal-Nev-Ha Foundation President shall be without vote.

**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 and the other to be held in conjunction with the District Convention, 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, unless a later date is specified.

**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, as approved by the Governor, 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 in policies.

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

a. The Committee of Past District Governors shall be composed of all past District Governors from this District who are active members of a club within this District which is the primary club of such Past Governor. A quorum of the Committee shall be eight (8) or more members. The Committee shall consider and report to the District Board its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board.

b. The Executive Committee of the Board shall consist of the Governor, Governor-Elect, Immediate Past Governor, Treasurer, Secretary and two (2) Trustees elected by the District Board who have previously served at least one (1) year on the Board. The Executive Committee shall have the power to act for the District in the absence of the Board. The Executive Committee shall have the power to take such action as is delegated to it by the Board, and shall have the power to make such other decisions that may in the due consideration of the Committee require immediate action before a regular or special Board meeting can be held. Actions taken by the Executive Committee shall be submitted for approval to the Board at the next meeting thereof and if said action is approved by a majority of the Directors present at that meeting, the action in question shall be deemed the action of the Board. The Executive Committee cannot modify any action previously taken by the Board. The Executive Committee shall not take any final action on any matter that, under the California Non Profit Public Benefit Corporation Law, also requires the approval of the members, nor shall it take any action to amend or repeal these bylaws or adopt new bylaws, or that is in conflict with the Kiwanis International Bylaws or Policies.

c. The Committee of Lieutenant Governors shall be composed of all current District Lieutenant Governors. A quorum of the Committee shall be a majority. The Committee shall consider and report to the District Board of Trustees its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board.

d. The Treasurer Selection Committee shall consist of the Governor, Governor-elect, Immediate Past Governor, District Treasurer, two (2) members of the Board of Trustees appointed by the Board, a Past District Treasurer or Certified Public Accountant also appointed by the Board, and the chairman of the Past Governors Committee who shall chair the Treasurer Selection Committee. The committee shall not include the District Secretary or any candidates for the office of District Treasurer. Five (5) members of the Committee shall constitute a quorum. The Committee shall review the candidates for Treasurer each year and, no later than May 31, shall nominate one candidate to the District Board for Treasurer the following administrative year.

**Commented [D04]:** This concept is fine to add. You might just want to at least add a comma in front of "and" or rephrase the end of the sentence slightly to make it easily clear that the new text applies only the two Trustees, not to the other officers. Another option might be this: "...Treasurer and Secretary. It shall also include two (2) Trustees...."

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

**Section 4.** The Governor may create special committees, subject to the approval of the District Board.

**Section 5.** Unless otherwise provided in Section 2, the Governor shall appoint all committee chairs and members, subject to approval of the District Board.

**Section 6.** The Governor shall be an ex-officio member of all standing and special committees of the district.

**Section 7.** All committee members appointed by the Governor shall be subject to removal by the Governor.

**Section 8.** Subject to the laws of local jurisdiction, all District 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. Participation by such methods constitutes attendance. Normal committee meeting rules and processes apply unless otherwise determined by the Board.

#### **ARTICLE VI. CONVENTIONS AND CONFERENCES**

**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 and a Committee on Elections, 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 nominate 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 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 officers, Past Governors, Secretaries Emeriti and Lt. Governors-designate of this District who are active members of a Kiwanis club in this District which is the primary club of such delegates 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. This shall include any Board member appointed to fill a vacancy in an office that would normally be elected.

**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.

**Section 18.** Resolutions

- a. A club, by majority vote of its active 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 and 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.** A mid-year conference or conferences of the clubs of this District shall be held at such times and places as shall be selected by the District Board of Trustees.

**Section 21.** A regional training conference or conferences of the clubs of each region shall be held each year at such times and places as the Trustee of each respective region shall choose after consultation with the Governor.

## 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.**

- a. The Secretary, who is also an employee of the district, shall be selected by the District Board.

**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 the beginning of the first convention session. In addition, qualified candidates for Governor and Governor-elect shall submit a signed agreement to Kiwanis International to fulfill the duties of office at the same time that they submit their written notice of candidacy.

Commented [D05]: This needs to remain below.

~~e. Qualified candidates for Governor and Governor-elect shall, at the time of declaring as candidates:~~

~~Submit a signed agreement to Kiwanis International to fulfill the duties of office.~~

~~Have a clear criminal history background check conducted and verified by Kiwanis International.~~

~~Have complied with the requirements to hold office set forth in Article III, Section 2.~~

Commented [D06]: This text needs to REMAIN here.

~~c.d.~~ Prior to elections, the Secretary shall report the qualified candidates to the House of Delegates.

~~d.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.

~~e.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.

~~f.g.~~ The voting shall be by ballot only where there are two (2) or more candidates for the same office.

~~g.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 annual district convention preceding the expiration of the Lieutenant Governor's term, 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, current and past Trustees, 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 seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate 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 Immediate Past Lieutenant Governor, provided he/she is a delegate, or the most recent past Lieutenant Governor who is a delegate, shall conduct the elections, unless he/she is a candidate for election. If the presiding officer is absent or ineligible to serve, the meeting shall elect a delegate to conduct the elections. The meeting shall also elect one of its members as secretary, and such tellers as may be necessary.

**e.** No person shall be considered a candidate for Lieutenant Governor or Lieutenant Governor-elect without first providing 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.

#### **Section 6.** Election of Trustees.

**a.** The Trustee of each region shall hold, not earlier than the first week of the administrative year and not later than annual district convention preceding the expiration of the Trustee's term, a meeting to elect a new Trustee for the next term. The time and place of this meeting shall be designated by the Trustee. The president of each club in the region shall be notified at least thirty (30) days prior to the meeting. Past Governors, current and past Trustees, current and past Lieutenant Governors who are active members of a club in the region, 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 region is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate 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 region shall constitute a quorum.

**d.** The current Trustee shall conduct the elections, unless he/she is a candidate for election. If the current Trustee is absent or ineligible to serve, the most recent past Trustee present and willing shall serve, or in the absence of a past Trustee, the meeting shall elect a delegate to conduct the elections. The meeting shall also elect one of its members as secretary, and such tellers as may be necessary.

**e.** No person shall be considered a candidate for Trustee unless endorsed by the candidate's

primary club; and without first providing written consent and an agreement to carry out the duties and responsibilities of office. Nothing shall preclude additional nomination of qualified candidates from the floor.

f. 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 presiding officer shall be entitled to vote.

g. The presiding officer shall report the election results immediately to the District Secretary who shall report the results to Kiwanis International.

**Section 7.** The nomination and selection procedures for Treasurer shall be as follows:

- a. All candidates for the office of Treasurer shall submit notice of candidacy to the District Secretary on forms required by District no later than April 30. The District Secretary shall distribute notice of the candidacy, and copies of the candidate's qualifications and information, to all members of the Treasurer Selection Committee.
- b. The nomination of the candidate for Treasurer shall be made by the Treasurer Selection Committee annually during the month of May and shall make its report no later than May 31. The Governor shall set the days, times and places for the meeting(s) of the Treasurer Selection Committee.
- c. The nomination of the Treasurer-candidate by the Treasurer Selection Committee shall be by written ballot. A two-thirds (2/3) vote of all valid votes cast shall be necessary for elections. In the event that no nominee receives the necessary vote, 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 two-thirds (2/3) vote. The Treasurer Selection Committee may meet by teleconference and vote by electronic mail for the nomination of the Treasurer.
- d. The Treasurer-candidate nomination by the Treasurer Selection Committee is subject to approval by a majority vote of the Board of Trustees-designate. If such candidate does not receive a majority vote, the Treasurer Selection Committee shall reconvene, and nominate a new Treasurer-candidate. The Treasurer-candidate approved by the Board of Trustees-designate shall be announced as Treasurer-designate at the District Convention.

## 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 two-thirds (2/3) vote of the District Board from among the qualified past Governors, current or past Lieutenant Governors, or current or past Trustees.

**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 remainder of the administrative year, subject to the approval of the District Board or until a replacement has been selected by the District Board.

**Section 4.** In the event of a vacancy in the office of Lieutenant Governor or Trustee, the vacancy shall be filled as follows:

- a. If the term has one year or less remaining, a qualified member from a club in the same division or region shall be elected by a majority vote of the District Board to serve the remaining term;
- b. If the term has more than one year remaining, the district shall notify the clubs in the affected division or region that a replacement Lieutenant Governor or Trustee may be elected at a division or regional meeting to be held within sixty (60) days from the date of such vacancy. In the absence of a replacement being elected by the division or region, a qualified member of a club in the same division or region 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 of the District Board, a qualified past Governor, current or past Trustee, 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.

**Section 8.** In the event that a District Trustee is temporarily unable to discharge the duties of the office of Trustee, the Governor may appoint a Past Governor, Past Trustee, Past Lieutenant Governor, or Lieutenant Governor who is eligible to serve as Trustee, to become Acting Trustee until such Trustee is able to resume the duties of the office. While serving in such capacity, the Acting Trustee shall have all the duties, responsibilities, and authority given to the Trustee by these Bylaws and the Bylaws of Kiwanis International. If, after a period of ninety (90) days, it appears to the Governor that the Trustee is not able to resume the duties and responsibilities of the office, the Governor may declare the office of Trustee vacant and the vacancy shall be filled in accordance with the provision for filling vacancies in such office as contained in these Bylaws.

**Section 9.** In the event that the District Treasurer or District Secretary is temporarily unable to discharge the duties of their office, the Governor shall appoint a qualified member to become Acting Treasurer or

Acting Secretary, as the case may be, until such Treasurer or Secretary is able to resume the duties of their office. While serving in such capacity, the Acting Treasurer or Acting Secretary shall have all the duties, responsibilities, and authority given to such officer by these Bylaws and the Bylaws of Kiwanis International. If, after a period of ninety (90) days, it appears to the Governor that the Treasurer or Secretary is not able to resume the duties and responsibilities of their office, the Governor may declare the office of Treasurer or Secretary, as the case may be, vacant and the vacancy shall be filled in accordance with the provision for filling vacancies in such office as contained in these Bylaws.

## ARTICLE IX. DISCIPLINE OF OFFICERS

**Section 1.** If a district officer is alleged by the Governor or a majority of the District Board in writing to be failing to perform his/her duties, the District ~~Board~~ Secretary shall give written notice of the alleged facts ~~allegations~~ to the officer within thirty (30) days after such alleged failure is reported, unless the allegations relate to the conduct of the District Secretary, in which case the notice shall be given by the District Governor. The Governor shall appoint an Ad Hoc Committee of the District Board consisting of not less than three (3) Trustees which will have thirty (30) days within which to investigate the allegation(s) and determine the matter at a meeting held within forty-five (45) days after the investigation is complete or as soon as reasonably possible prepare a written report of the results of the investigation which shall be delivered to the District Board. However, if the allegation(s) is/are in regard to the District Governor, the Immediate Past Governor shall appoint the Ad Hoc Committee. After the delivery of the report at the end of the 30-day investigation period, the District Governor shall then call a special meeting of the District Board shall then consider the report at a regular or special meeting to be held within forty-five (45) days thereafter, unless a regular meeting of the District Board is scheduled to occur within that time, in which case the District Board shall consider the allegations at that regular meeting. However, if the allegations are in regard to the District Governor, the Immediate Past Governor shall be empowered to call the special meeting of the District Board to consider the report of the Ad Hoc Committee. In addition, if the allegations are in regard to the District Governor, the Immediate Past Governor shall preside as the Chair at the meeting of the District Board which is to consider the allegations against the District Governor. If the allegation(s) regard the District Governor, the Immediate Past Governor shall appoint the Ad Hoc Committee; shall be empowered to call a special Board meeting, if necessary, to consider the investigation report; and shall preside at any Board meeting when the allegations are considered.

Written notice-A copy of the allegation(s), investigation, a copy of the report of the Ad Hoc Committee, and written notice of the District Board meeting shall be given to the accused officer at least ~~thirty (30) fifteen (15) days~~ days prior to the meeting. The accused officer shall be permitted to attend the meeting and present a defense. If the allegation(s) is/are sustained by no less than a two-third (2/3) vote of the entire board, the office shall be declared vacant and a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these Bylaws.

### 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,

**Commented [D07]:** (Consider simply calling this an/the Investigation Committee. More direct and easily identified.)

**Commented [D08]:** This and the last two sentences might be captured more succinctly as now shown below.

**Commented [D09]:** Changes here simplify the wording.

**Commented [D010]:** See below instead.

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, it 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. If the officer in question is the Governor, he/she shall not serve as the Immediate Past Governor during the remainder of the administrative year nor any administrative year thereafter.

## ARTICLE X. REVENUE

**Section 1.** Each club shall pay annual dues to the district for each active club member, with the exception of its members holding District Life Member status, in an amount determined by the Finance Committee and District Board. 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.** Any Kiwanian may receive life member status with this District upon a one-time payment of a fee of fifteen (15) times the annual dues. Upon attaining district life member status, the member's club is thereby relieved of any further obligation to pay district dues for that member.

**Section 3.** New member add fees are charged by the district in an amount determined by the District Board.

**Section 4.** The District Board may establish registration fees for district conferences or other meetings.

**Section 5.** 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.

**Section 6.** If a club member was a former member of a Kiwanis International service leadership program club, the member's club shall be relieved of any obligation to pay District dues for such member for a period of two (2) years from the date of joining that club.

#### 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.

**Section 2.** The financial records of the district shall be audited at least once each administrative year by an independent auditing firm selected by the District Board. A copy of the audit report shall be sent to the Executive Director of Kiwanis International by March 31 and to the District Board and shall be made available, upon request, to clubs and members in the district. The audit must be certified.

**Section 3.** The District Board shall determine the official depository or depositories and shall designate 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.

#### 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**--District Policies or Procedures

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

#### ARTICLE XIII. AMENDMENTS

**Section 1.**



- a. A club, by majority vote of its active members, or the District Board, 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.
- 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 at the next annual convention 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 as required by law.

**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.

**ADOPTION CERTIFICATION**

If the district’s bylaws are amended, send one copy of all adopted amendments and one copy of the revised bylaws to the Governance Specialist at Kiwanis International ([governance@kiwanis.org](mailto:governance@kiwanis.org)) for review, approval, and filing. The district then will be notified when its amended bylaws are approved by Kiwanis International.

**These bylaws were adopted by the Kiwanis District of California-Nevada-Hawaii on August 17, 2019.**

**Certified by Mark W. McDonald**

**These bylaws were approved by Kiwanis International on ~~October 2, 2016~~ XX-XX-XXXX.**