



Kiwanis[®]

California-Nevada-Hawaii

District

Bylaws & Policy Committee – Agenda, April 24, 2018

1. Call to order
2. Roll call
3. Approval of minutes from last meeting
4. Old business
 - a. Review finance changes.
 - b. Review disapproved item – policy section 300, 2d para., change in number of people authorized to recommend action.
5. New business
 - a. Reconcile discrepancy between bylaws regarding quorum for LTG elections and 'Guidelines' document on CNH web site – half vs. two-thirds of clubs.
 - b. Reconcile discrepancy between bylaws regarding number of delegates for trustee elections with policy – 3 vs. 2. Also,
 - c. Same discrepancy as with LTG elections – half vs. two-thirds of clubs.
 - d. Discuss preparation of policy re: LTG elections comparable to trustee elections
 - e. Review policy re: trustee attendance/participation at board meetings
 - f. Review change to introduction to Policy Manual – p. 3, Policy Manual
 - i. Change 'Policy Committee' to 'Bylaws and Policies Committee' throughout
 - ii. Change 'Functions' as follows – add the words 'District Bylaws' before the word 'policies' in sections a, b, and c.
6. Adjourn

Notes -



Kiwanis
CALIFORNIA-NEVADA-HAWAII DISTRICT

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Cal-Nev-Ha Bylaws & Policies Committee Meeting Minutes 1-16-18

Present: Chair Doug Frost, Governor Joni Ackerman, Governor-elect Rocci Barsotti, Tom Buchenau, Tim Cunning, Brad Enos, Pete Horton, Bob Larsen, Pat Liddell, Tony Molino and District Secretary Mark McDonald.

Guests: Tony Montalbo, Dave Wallach and Trina Krider.

Meeting called to order 4:00 p.m.

Motion to approve the minutes of the last meeting was made by Tim Cunning, seconded by Tony Molino. Motion carried.

Motion to recommend approval to the Board of Trustees of the Key Club policy revisions as presented was made by Tony Molino, seconded by Tim Cunning. Motion carried.

Following review of the Bylaws, there were no recommended changes. Doug Frost will contact Rocio Brooks to confirm she did not have any changes to Articles 1, 2 and 3. Doug Frost and Pat Liddell still need to review Article 9 as assigned at the last meeting.

Following review of the Policy Manual, besides housekeeping changes that were recommended, the committee also recommended several changes including:

Motion to recommend approval to the Board of Trustees of Section 102 as submitted (which included the extra sentence Pat Liddell also submitted after the committee packet was sent) was made by Tom Buchenau, seconded by Bob Larsen. Motion carried.

Motion to approve the update of all references to the name of the committee, from Policy to Bylaws and Policies, as just approved as housekeeping, as it appears throughout the rest of the Policy Manual was made by Joni Ackerman, seconded by Pat Liddell. Motion carried.

The recommended changes to Section 201 (Financial) were referred to the Finance Committee to discuss at their next meeting on January 23 and then will be referred back to the Bylaws and Policies Committee.

In reviewing Section 501, for clarification, a motion was made by Tim Cunning, seconded by Bob Larsen for the housekeeping change to Section 503 E to make sure it read "two Division Council Meetings" instead of "one Division Council Meeting", to match what is listed on the Consent and Assurance form. Motion carried.

In reviewing Section 701, a question came up and Mark McDonald will call Kiwanis International to confirm if the requirement for advisor ratio to students is gender specific or not.

Motion to recommend approval to the Board of Trustees of the Circle K social media policy recommendations as submitted was made by Tony Molino, seconded by Pete Horton. Motion carried.

Mark McDonald and Tim Cunning will work on creating a separate Event Request Form for Circle K and one for Key Club and KIWIN'S.

The agenda item for Disaster social media policy recommendations will be discussed at the next meeting.

Conflicts between the current Policy Manual and the newly approved District Bylaws were discussed. Motion to recommend approval to the Board of Trustees of the recommended changes to Sections 300, 301.2 and 302 as submitted by Doug Frost was made by Pete Horton, seconded by Tony Molino. Motion carried.

There being no further business, the meeting was adjourned at 5:07 p.m.

Mark W. McDonald
Executive Director

FINANCIAL

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FINANCIAL

201. Definitions

Budget - A statement of anticipated revenues and expenditures for a specific period of time.

Material Exceedance - A material exceedance shall exist if the contract value is ten percent (10%) or more of the budgeted line item. (02/11)

Meeting Room Allowance - The room allowance for committee meetings shall be the most suitable at the most reasonable price that can be arranged by the District Office or the chairman or one of the members. Meeting rooms will often be complimentary if arrangements are made through the District Office.

Per Diem Allowance - The per diem allowance is given for the cost of the meals, lodging, tips, telephone and other costs incurred during a 24 hour period required for attendance at a meeting or convention; an expense statement including supporting documents is required for the per diem allowance. The amount is to be recommended by the Finance Committee at the beginning of each fiscal year. (6/00)

Reimbursable Expenses - Only actual costs are reimbursable up to the amounts permitted in the budget. The budget provided to individuals is for the purpose of conducting the business of the District. The business purpose for expenditures must be clearly identifiable, or explained on the voucher. No personal or non-business related expenditures will be reimbursed. Alcohol may be reimbursed when it is usual, customary and reasonable. (10/09)

Travel Expense - Reimbursable expenses for travel are those ordinary and necessary expenses as follows: (08/10)

- A. Air - coach fare, unless economy fare is available. (6/00)
- B. Automobile mileage reimbursement is made at a per mile rate equal to that allowed by the district budget, not to exceed the line item amount in the District budget. Proper documentation to support the mileage must be included with any vouchers. Proper documentation includes the business purpose of the trip as well as odometer start and stop readings or a map showing start and ending mileage. (08/10)
- C. Bus, ship or rail - coach fare unless economy fare is available. (6/00)
- D. For Lieutenant Governors, round trips to each club in the division by air or auto to complete club visit as required by Kiwanis International and District; for clubs 100 miles or more from the home club of the Lieutenant Governor, if practical, two or more clubs should be visited on the same or consecutive days; in addition, if applicable, a per diem allowance is permitted. (8/07)
- E. For Trustees, travel and per diem to a Mid-Year Conference, District Convention and International Convention will be provided. If a Board meeting is held in conjunction with any of these meetings, the Trustee must attend the Board meeting in order to qualify for any reimbursement of travel expense. (3/08)
- F. For Trustees, round trips to Division Council Meetings as required by the District outside their home division where mileage is in excess of 100 miles one way; in addition, if applicable, a per diem allowance is permitted. (10/09)

202. District Finance Committee

202.1 Functions

The functions of the District Finance Committee are:

- A. To know the operating plan and procedures of the California-Nevada-Hawaii District and its financial requirements.
- B. To prepare, with the assistance of the District Office staff, the annual budget and to present the budget to the Board of Trustees for its approval.
- C. To review the reports of financial operations and the annual reports of the auditors for the District and its Service Leadership Programs, and to make any recommendations concerning such reports to the Board of Trustees. Recommendations made by the auditors shall be presented to the Board of Trustees by the Audit Committee. (8/07)
- D. To determine the financial effect of matters considered by the Board of Trustees.

202.2 Composition

The Finance Committee shall be composed of from ten to thirteen members including the Governor, Governor-elect, District Secretary/Executive Director and District Treasurer. Of the remaining members, a minimum of two Trustees shall serve on the Committee and no less than three members shall have served on the Finance Committee within the past two year period. The composition of the Committee shall accommodate an appointment by the Governor-elect for the following administrative year after his or her election. Such appointment shall only be used if the Governor-elect's choice for a Chairman was not serving on the current Finance Committee. The Governor-elect shall make the selection of the chairman from the current Committee. (6/09)

202.3 Term and Appointment

The Finance Committee shall be appointed by the Governor-elect for a one year term beginning on the following October 1, but the Committee shall meet before August 1 to prepare the budget for the twelve month period beginning with October 1.

202.4 Meetings

- A. The Finance Committee shall function during the entire year and will meet at such time and place as the chairman of the Committee may designate, generally in the District Office.
- B. In addition to the budget meeting, which is held before October 1, the Finance Committee will meet at least twice during the administrative year. (6/97)
- C. Special meetings may be called by the Governor, the chairman or by a majority of the Committee.
- D. At least ~~two~~ one weeks' written notice shall be given for a regular meeting. Special committee meetings will have 72 hours notice required. (8/07)
- E. A quorum of the Committee on Finance shall consist of a majority of the members of such Committee.

203. Purposes of Meeting

At the meetings of the Finance Committee, at a minimum, the following financial reports will be considered: (6/00)

	<u>District Operations</u>	<u>Service Leadership Programs</u>
<u>First Meeting</u> On or before May 1 st prior to the fiscal year (6/97)	1. Budget - October 1 to September 30.	
<u>Second Meeting</u> Prior to Mid-Year Conference (6/97)	1. Financial operations to date, budget changes and variations. 2. Preliminary District Convention budget	1. Financial operations to date, budget changes and variations. 2. Circle K, Key Club and KIWIN'S District Convention budgets (6/00)
<u>Third Meeting</u> Prior to the District Convention (6/97)	1. Financial operations to date, budget changes and variations. 2. District Convention budget	1. Financial operations to date, budget changes and variations. 2. Circle K Fall Training Conference budget 3. Budget – July 1 to June 30

Special Meetings - Purpose set forth in the call for a special meeting.

204. Review of Contracts and Agreements

To carry out its functions and responsibilities, the Finance Committee may review all contracts, insurance policies, salary schedules, leases and other documents pertinent to the financial structure of the District.

204.1 Authority to Contract (02/11)

- A. The District Secretary/Executive Director shall be the only person authorized to negotiate or execute a contract for the District. (6/15)
- B. The District Secretary/Executive Director is authorized to execute time, material, goods and services contracts for all budgeted line items, provided no material exceedance of the line item budget exists.

A material exceedance shall require review by the Finance Committee. The Finance Committee shall determine the source of funding and submit the adjusted budget to the Board of Trustees or the District Executive Committee for approval prior to executing any contracts.

- C. Prior approval by the Board of Trustees or Executive Committee shall be required for all contracts exceeding \$100,000. (06/11)
- D. The District Secretary/Executive Director is authorized to contract for all Kiwanis and Service Leadership Programs meetings, trainings, etc., provided the budgeted line item exists or can reasonably be expected to exist in the next fiscal year. (6/15)

New or proposed meetings, trainings, etc., shall require prior approval by the Board of Trustees.

- E. Should the District Secretary/Executive Director be incapacitated such that a contract can not be executed in a timely manner, the District Governor shall be authorized to contract on behalf of the District. Such authority shall only be exercised subsequent to review and approval by the Board of Trustees or the District Executive Committee.

204.2 Contracts for District Conventions & Mid-Year Conferences (6/15)

- A. The Committee shall review all contracts for District Conventions and Mid-Year Conferences prior to the execution of said contract by the District Secretary for the purpose of establishing the financial viability of the proposed convention or conference.
- B. The Committee's review shall include the determination of whether or not the contract reflects the expenditures normally incurred for a District Convention or Mid-Year Conference and a determination of the financial feasibility of the convention or Conference.
- C. If the Committee determines a contract is financially feasible the Finance Chair shall report this in writing to the District Secretary and District Governor.
- D. If the Committee determines a contract does not appear to be financially feasible the Finance Chair shall report this in writing to the District Secretary, the District Governor and the Chair of the Convention Site and Selection Committee and outline the specific contract provisions which lead to the Committee's decision.

205. Investments of Funds (6/00)

- A. The Finance Committee shall review the District procedure for the investment of funds. (6/00)
- B. Investment of funds shall be permitted for a term not to exceed four years in savings accounts of banks or savings and loan associations, United States government or agency obligations, mutual funds and other appropriate money instruments. Such investments will be made taking into consideration the probable time that such funds will be used, rate of return, liquidity, and safety of the funds. (6/00)
- C. A subcommittee consisting of the District Secretary/Executive Director, the District Treasurer, and the Finance Committee Chairman, shall have the authority to select financial institutions, purchase and/or sell securities and/or reinvest proceeds from the sale or maturity of securities in accordance with Section 205(B). (6/00)

206. Pledge of Securities

Upon the recommendation of the Finance Committee and with the approval of the Board of Trustees, the District Secretary and Treasurer may pledge as collateral for any loan, any security, bond, savings account or other District asset. (6/17)

207. Budgets

207.1 Preparation of Budget

- A. The Finance Committee, appointed by the Governor-elect, shall meet before May 1 to prepare the budget for the twelve-month period beginning October 1. (8/07)

- B. The budget shall be completed by the Finance Committee and given by the District Secretary/Executive Director to the incoming Board of Trustees at their first meeting.

Before such meeting, the proposed budget shall be reviewed in detail by such Board; if available and time permits, the Board should review the budget at its training conference, or, if it was not available at that time, the budget should be reviewed prior to the Board meeting.

Commented [PH1]: This paragraph duplicates (in part) Section 207 and should be integrated into Section 207.

The proposed budget as submitted to the incoming Board of Trustees shall reflect in detail estimated income and expenses for the year, a comparison to the budget for the current year, if available - a comparison to the current year's operations considering an estimate of income and expenses to be incurred for the balance of the year, appropriate comments concerning materials variations, and any suggested policy changes or recommendations. In addition, the latest District financial reports should accompany the budget.

Commented [PH2]: See present Section 230.1 (C)

- C. Not less than thirty days before the budget preparation meeting of the Finance Committee, the District Secretary shall send a budget request form to each incoming Lieutenant Governor and Trustee. (3/08)
- D. All budget requests made by Lieutenant Governors and Trustees shall be submitted to the Finance Committee Chairman not less than fifteen days prior to the budget meeting of the Finance Committee. (3/08)
- E. Any Lieutenant Governor or Trustee failing to submit a budget request will receive a budget at the discretion of the Finance Committee. (3/08)

207.2 Balanced Budget

In the budget, as adopted by the Finance Committee, total expenditures for District operations (exclusive of convention budgets) shall not exceed the estimated income.

207.3 Adoption of the Budget

At the first meeting of the Board of Trustees, a budget of estimated income and expenditures for the year shall be approved and adopted by the Board.

207.4 Budget Changes or Modifications

- A. Any request for change or modification of the budget shall be submitted in writing to the Finance Committee Chairman, and shall set forth the reasons for the change or modification.
- B. The request for change or modification of the budget shall be considered by the Finance Committee at its next meeting.
- C. Any change or modification of the budget must be approved by the Board of Trustees.

207.5 Requests for Funds not Budgeted

- A. Any request for funds not budgeted shall be in writing to the Finance Committee Chairman, and such request shall be handled as a request for budget change or modification as provided in Section 207.4, supra. Such request shall be considered on the basis of need and the financial status of the District at the time the request is made.

- B. Expenditures authorized or obligations incurred by District Officers, Committee members or any persons for non-budgeted items will be the personal responsibility of the person authorizing the expenditure or obligation.
- C. No funds within the budget may be transferred or used for any purpose other than the stated budget items without approval of the Finance Committee.

207.6 Process for Compensation Determination (02/09)

This Policy for Determining Compensation of the California-Nevada-Hawaii District of Kiwanis International (the "District") applies to the compensation of the District's Executive Director. (02/09)
 The process includes all of these elements: (A) review and approval by the District Board of Trustees; (B) use of data as to comparable compensation; and (C) contemporaneous documentation and recordkeeping. (02/09)

- A. Review and approval. The compensation of the District Executive Director is reviewed and approved by the District Board of Trustees, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval. (02/09)
- B. Use of data as to comparable compensation. The compensation of the District Executive Director is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations. (02/09)
- C. Contemporaneous documentation and recordkeeping. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement. (02/09)

208. Actions by Board of Trustees

Any proposed resolution or other action by the Board of Trustees that has financial or budget implications shall be referred to the Finance Committee before any action is taken.

220. Books and Records

220.1 Generally Accepted Accounting Principles

The District books and records shall be maintained on an accrual basis in accordance with generally accepted accounting principles and with proper internal controls.

220.2 Fiscal Year

The fiscal year of the District begins on October 1 and ends on September 30.

220.3 Inspection

The books and records of the District, and any of the sponsored organizations, shall at all times, be open for inspection, upon reasonable advance notice by any member of the Finance Committee, or the Board of Trustees. (6/00)

220.4 Closing of Books and Records

By November 15, every effort will be made by the District Secretary/Executive Director and Treasurer to account for all of the prior year's receipts and expenses to permit the closing of the books and records.

(6/00)

221. Revenue

221.1 Receipt of Funds

All funds received shall be deposited in regular commercial accounts by the District Secretary. A deposit receipt and transmittal details shall be filed for review by the District Treasurer. (8/07)

222. Membership Fees

The District Finance Committee shall recommend annually the amount of the new member add fee, the annual dues and dues for members of newly admitted clubs needed to balance the budget. (6/17)

222.1 Dues

In accordance with the District Bylaws, Article X, the total annual 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. All clubs will be billed annually for honorary members receiving the Cal-Nev-Ha publication. (6/17)

222.2 New Member Add Fee

In lieu of a pro-rata dues, the District shall charge a new member add fee. The amount of the new member add fee shall be determined each year by the District Finance Committee. (6/17)

222.3 Newly Admitted Clubs

Newly admitted clubs shall be billed for dues as determined by the Board of Trustees. No new member add fee shall apply to charter members. (6/06)

~~222.4 Non Meeting Clubs~~

~~Clubs that are on a non meeting status shall not be billed for dues or other membership costs. When such club returns to a meeting status, dues and membership costs will be billed commencing with the next billing cycle. (8/07)~~

223. District Accounting Policies (6/00)

223.1 Membership Dues (6/00)

Annual membership dues will be recognized as revenue when received in the applicable membership period. Lifetime memberships are recognized as revenue over a fifteen-year period. Accordingly, the balance of lifetime membership dues received and not yet recognized is to be included in deferred revenue.

223.2 Tour and Convention Activities (6/00)

The District holds various tours and conventions for its members for which it collects fees and pays related expenses. Revenues received and costs paid in advance of the event will be deferred.

223.3 Rose Float Revenue and Expenses (6/00)

The District raises funds and contracts for the construction of a Rose Parade Float. The Parade is held January 1. These revenues and expenses will be recognized on an accrual basis. Accordingly, revenues and expenses applicable to a particular float will be recognized during the year the parade is held. Revenues received and costs incurred in advance of the parade will be deferred.

223.4 Investments (6/00)

Investments will be carried at market value. Accordingly, investment income will contain interest, dividends, realized and unrealized gains and losses.

223.5 Fixed Assets and Depreciation (6/00)

Fixed assets will be recorded at cost, when the expenditure for said asset exceeds one thousand dollars, except for donated assets, which are recorded at fair market value at the date of donation. Depreciation will be computed over the estimated useful lives of the respective assets on a straight-line basis. (6/06)

223.6 Inventories (6/00)

Inventories will be valued at the lower of cost (first-in, first-out basis) or market.

223.7 Income Taxes (6/00)

No provision for income tax will be made as the District is exempt from taxes under Section 501(c)(4) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code of the State of California.

225. District Obligations

225.1 Payment of Invoices

All invoices which have been received and properly approved by the District Secretary/Executive Director shall be paid when due. Unless the invoice permits a longer period of time, such payments should be made by the District Secretary/Executive Director within 30 days following the date of invoice approval. (6/00)

225.2 Method of Payment

All District obligations shall be paid by check, credit card or electronic funds transfer. The disbursement shall be supported by documentation, which shall show the payee, the item of service rendered or material purchased, and the amount of payment. (8/07)

225.3 Charge for Expenditures

All expenditures shall be charged to the proper budget account in the District's books and records.

225.4 Disbursement to Conform to Budget

Prior to payment, all expense items will be adjusted to conform to the budgeted allowance, including any approved changes or modifications thereof. The total disbursements in any year shall not exceed

the gross amount of the budget adopted by the Board of Trustees. (6/00)

225.5 Expense Reports

Expense reports should be submitted on a timely basis to the District Office or the District Treasurer as designated. All vouchers shall be submitted within 90 days of the function for which the expense is incurred. All vouchers for committee members must be approved by the committee chair, with the exception of SLP committees, prior to submitting to the District Treasurer. (10/09)

To become payable, administrative year's expenses of district officers, committees or committee chairman must be submitted accompanied by all required documentation by September 30th. Only expenses incurred during the month of September may be submitted by October 10th. Any request for payment postmarked after these due dates cannot be authorized for payment. (8/07)

225.6 District Purchases

- A. All purchases shall be made through the District Office only, and all purchase orders must be signed by the District Secretary/Executive Director or a designated alternate. (6/00)
- B. The District Office shall maintain an approved vendors list. District purchases shall only be made from vendors that have been placed on the approved vendors list. (02/11)
- C. Vendors may be added to the approved vendors list after completing the process for approval. Approval will be subject to the following: (02/11)
 - 1. Solvency – as determined by commonly accepted accounting procedures.
 - 2. Product Guarantee – providing 100% return, replacement, or adequate substitution for faulty goods or merchandise.
 - 3. Service Guarantee – providing 100% cure for faulty or sub-standard service.
- D. Any member or employee of Kiwanis recommending a new vendor shall be required to disclose any conflict of interest or potential for material gain. (02/11)

225.7 Reimbursement of Expenses

All requests for reimbursement must be made by the submission of an expense voucher accompanied by documentation of expenses. Reimbursements will be issued up to the maximum amount allocated in the District Budget.

230. Financial Reports

230.1 Form of Financial Reports

- A. All financial reports to the Board of Trustees should reflect in detail, income and expenditures for the current year to date, a comparison to the same period of the previous year, variations from the current year's budget, and comments if such variations are material. (6/00)
- B. Quarterly operating statements and financial reports ~~to the members and to the Board of Trustees~~ shall be prepared in a form consistent with generally accepted accounting principles. (6/00)

Commented [PH3]: See distribution of reports in 230.2

- C. ~~The proposed budget as submitted to the incoming Board of Trustees shall reflect in detail estimated income and expenses for the year, a comparison to the budget for the current year, if available—a comparison to the current year's operations considering an estimate of income and expenses to be incurred for the balance of the year, appropriate comments concerning materials variations, and any suggested policy changes or recommendations. In addition, the latest District financial reports should accompany the budget.~~

Commented [PH4]: This paragraph probably should be moved to Section 207.1 – Preparation of Budget

230.2 Financial Reports by District Treasurer

- A. As provided in 230.1 A, the District Treasurer shall make a financial report to the Board of Trustees at each of its regular meetings.
- B. Quarterly operating statements shall be prepared by the District Secretary and sent to members of the Finance Committee, Board of Trustees, Past Governors and selected District chairmen. (6/00)

230.3 Financial Reports by Finance Committee Chairman

- A. At each of the regular meetings of the Board of Trustees, the Finance Committee Chairman shall make a report covering the meetings of the Finance Committee and items which need Board action. (6/00)

- B. ~~The proposed budget shall be presented by the Finance Committee Chairman to the incoming Board of Trustees at its first meeting. Before such meeting, the proposed budget shall be reviewed in detail by such Board; if available and time permits, the Board should review the budget at its training conference, or, if it was not available at that time, the budget should be reviewed prior to the Board meeting. (6/00)~~

Commented [PH5]: This paragraph duplicates (in part) Section 207 and should be integrated into Section 207.

239. District Auditors

239.1 Appointment

At the first meeting of the Board of Trustees, upon recommendation of the Audit Committee, the auditor shall be appointed by the Board, and the report when completed, shall be submitted to the Board. The auditor shall be an independent certified public accountant (Bylaws, Article XVI, Section 3 Finance). (6/06)

239.2 Audit

The annual audit shall be conducted in accordance with generally accepted auditing standards, and the report shall contain an opinion and financial statements, prepared in accordance with generally accepted accounting principles for the fiscal year ending September 30. The auditors also shall review the system of internal control, District accounting procedures and the financial operations of our sponsored organizations.

240 District Audit Committee

240.1 Functions

The functions of the Audit Committee are:

- A. To recommend to the Board of Trustees the engagement of independent certified public accountants (CPAs) as the district auditor. The Committee can negotiate the auditor's compensation on behalf of the Board of Trustees. The Committee may also recommend to the Board of Trustees the termination of an engagement when the Committee believes this is necessary.
- B. To have direct communication with the auditor to satisfy committee members that the financial affairs of the district are in order.
- C. Review the audit and decide whether to recommend approval to the Board of Trustees.
- D. Review the management letter and decide which items should be recommended to staff and/or the Board of Trustees for further action.
- E. Pre-approve the audit and non-audit services performed by the independent auditor in order to assure that the provision of such services does not impair the auditor's independence.

240.2 Composition

This Committee shall be composed of five (5) members not more than two (2) of who may also serve on the Finance Committee. The Committee cannot include staff members, the Governor, Governor-elect, Immediate Past Governor, District Treasurer, or District Secretary. Two members of the Committee shall be Trustees. (3/08)

240.3 Term and Appointment

The Governor-elect shall appoint this committee for a term of one year beginning on October 1. The Committee should be appointed by March 1st prior to the beginning of the administrative year.

240.4 Qualifications

Members appointed to the committee shall have a background and/or managerial experience in accounting, finance or business that would contribute to the committee's responsibilities. Consideration should be given to at least one of the members possessing a Certified Internal Auditor (CIA) or Certified Public Accountant (CPA) designation.

240.5 Meetings

- A. The Committee shall meet at least twice a year.
- B. The Committee shall give notice to the District Secretary/Executive Director of audit committee meetings and shall have the District Secretary/Executive Director attend all meetings, except that the Committee may, at its discretion, elect to meet without the presence of the District Secretary/Executive Director.
- C. The Committee shall have a post-audit meeting with the independent auditors.

240.6 Reports of Committee

- A. The chair of the Audit Committee shall report to the Board of Trustees about its role, activities, actions and recommendations.

- B. The Audit Committee chair may meet with other committees such as finance if issues overlap committee responsibilities.

260. District Conventions, Conferences and Meetings

Each District Convention and Conference shall be self-sustaining; the expenditures included in the budget shall not exceed the membership payments, registration fees, meal costs and other income. Meetings may or may not be self-sustaining, but financially should be within the amounts budgeted by the District.

261. Travel, Housing and Other Concessions

261.1 All Concessions to District

- A. For any District Conference, Convention or meeting, all travel, housing and other concessions accrue to the District. (6/00)
- B. No District officer or Kiwanis member, due to their office or their membership, has any right or privilege to benefit personally, or to increase District expense, by promoting separate housing, travel or special event arrangements related to any District Convention, Conference or meeting.
- C. Recognizing the value of convention facilities, public space, convention bureau assistance and other concessions ordinarily received gratis or at a very nominal cost by our District, for any District Conference, Convention or meeting, all participants are encouraged to use District arranged housing, travel and other accommodations. Any Lieutenant Governor or other District officer making separate arrangements, directly or indirectly, for their division or group, must reimburse the District for the value of any concessions which otherwise would accrue to the District. Also see Section 261.3.
- D. For any District Conference, Convention or meeting, any Kiwanis member receiving a per diem allowance shall be required to use the housing arranged for by the District unless unavailable. (10/09)

261.2 Payment to District

For any District Conference, Convention or meeting, any chairman or District officer will be charged for any and all concessions received, directly or indirectly, by them that the District otherwise would have received. The value of such concessions is payable to the District by such chairman or officer, either in cash, or as an offset to amounts due from the District.

261.3 Separate Arrangements by Kiwanians or Clubs

Although members are urged to use District approved travel arrangements and hotels, any Kiwanis member or club is free to make its own independent arrangements. The only restriction placed on such member or club is that, without the consent of the Board of Trustees, it cannot solicit other clubs or members in the District, and, without the consent of the Lieutenant Governor, it cannot solicit other clubs or members in the division.

261.4 Complimentary or Reimbursed Travel

- A. For the District convention, the District Officer's travel expense is included as part of their budget allotment, and is charged against the District's operating expenses. The travel concessions received

by the District will be included as operating income to the extent of costs incurred, and the excess, if any, as convention income, minimizing the total cost incurred for the convention; this benefits all Kiwanians attending the convention by decreasing the registration fees and other costs that otherwise would be required.

- B. For District conventions, other persons who may receive travel allowances or reimbursements, and the account to be charged are as follows: (6/00)

Convention speakers - (convention expense);

Music and entertainment - (convention expense)

- C. For District conventions, the Counselor to our District receives their travel expense from Kiwanis International; no travel costs shall be paid by the District.

- D. For the mid-year Board meeting:

1. The District Officer's travel expenses are included as part of their budget allotment.

2. District Committee chairmen may be reimbursed for travel. See Section 270.1.

- E. For the District Convention, Conferences and meetings, except as provided in this section, no complimentary or reimbursed travel expenses will be charged to a conference or meeting by District chairmen or other Kiwanians; by special request of the Governor or Governor-elect, and by agreement in advance, cabinet members or members of the education committee or planning committee may be reimbursed for travel to a conference or meeting outside of the division in which their primary club is located. (6/00)

- F. For District Conventions, Conferences and meetings, the District will reimburse travel costs of the person entitled to reimbursement in accordance with District policies. (6/00)

261.5

Complimentary or Reimbursed Housing

- A. For District Conventions, the District Officer receives housing as part of their per diem allowance, and it is included as part of their budget allotment; the allowance is charged against the District's operating expenses.
- B. For District Conventions, both the Governor and Governor-elect shall receive a complimentary moderately priced suite. For mid-year conferences and Board meetings, the Governor shall receive a complimentary moderately priced suite. For other meetings, the Governor (or Governor-elect, if in charge) shall receive a complimentary room. (6/00)
- C. For District Convention, due to past services to the District and recognizing the value of their counsel, advice and participation throughout the years in Kiwanis functions, a per diem is allowed to each Past Governor and Secretary Emeritus, or if invited, a widow or widower of a Past Governor or Secretary Emeritus, on the basis of a maximum of four (4) days at the per diem allowed for members of the Board of Trustees. This per diem will come from the District Convention Fund.
- D. For District Conventions, Mid-Year Conferences and other meetings, except as provided in Section 261.5, housing concessions and reimbursements shall be treated as income and expense of the convention, conference or meeting; in addition to housing concessions, a room or suite in the headquarters hotel may be provided on a complimentary basis and/or upgraded for the

District and, if so, it is to be used without charge by the Governor (or Governor-elect, if in charge).

- E. For the District Convention and Board visit, the Counselor to the District and their spouse shall receive a complimentary room, charged to the convention or to board expense; either flowers or a fruit basket also should be provided in the room by the hotel or the Governor.
- F. For the District Convention, a complimentary room shall be provided to each Service Leadership Program Governor and the cost thereof shall be charged against the convention.
- G. For the District Convention and each Mid-Year conference, a complimentary room shall be provided to the Convention Chairman and the cost thereof charged against the convention or conference. (8/07)
- H. By special request of the Governor (or Governor-elect, if in charge), and by agreement in advance, administrators, or members of the education or planning committee may receive reimbursed housing or a per diem rate for participation in a conference or meeting (other than the District Convention) outside the division in which their primary club is located. (6/00)
- E. For the District Convention, Conferences and meetings, the District will reimburse housing costs of the person entitled to reimbursement in accordance with District policies and budgets. Persons entitled to complimentary or reimbursed housing may upgrade such housing and pay the difference in rates. (8/07)

261.6 District Office Costs

The direct cost of travel, housing, salaries and other expenses of District Office personnel shall be charged to any District Convention, Conference or meeting. For the spouse of the District Office personnel attending a District convention, conference or meeting, there shall not be any reimbursement of travel or other costs, unless such spouse provides adequate assistance to the functions and responsibilities of the District Office, in which case, and at the discretion of the District Secretary, the registration fees, housing, meals and/or other costs may be reimbursed, waived or decreased.

262. Preparation of Budget – Conventions, Conferences and Meetings

262.1 Preparation of Budget - District Convention

- A. By January 1, a special committee consisting of the Governor, Governor-elect, District Secretary, District Treasurer and the Convention Chairman shall prepare a preliminary budget for the convention, and, by, June 1, a final convention budget. These budgets will be reviewed by the Finance Committee, and it will make its comments and recommendations to the Board of Trustees. (8/07)
- B. The number of participants in the convention expected for a break-even budget shall be determined by the Finance Committee. (6/00)
- C. Expenses included in the budget should have flexibility to adjust for a reasonable decrease in attendance as compared to the number of participants expected.

262.2 Preparation of Budget - Conferences and Meetings

The budget for conferences and meetings shall be prepared by the Governor (or Governor-elect, if they are responsible), District Secretary/Executive Director, District Treasurer and conference or meeting chairman. At the request of any member of this Committee, assistance may be obtained from the Finance

Committee Chairman or their representative. (6/00)

263. Income

All registration fees and other income shall be credited to the appropriate convention or meeting account.

263.1 Registration Fees - Conventions and Conferences

- A. A registration fee will be charged for Kiwanis members. Such fee generally will be the amount necessary to balance the conference or convention budget, or to provide the income estimated in the District budget, using a conservative estimate of attendance. (6/00)
- B. For Kiwanis family members or guests, no registration fee is required, but such persons will be charged for any meals or special events they wish to attend. (6/00)
- C. For luncheons, banquets or special events, subject to the availability of tickets, the spouse, family member or guest of a Kiwanian who has not registered may purchase an individual ticket. (6/00)
- D. At District Conventions or Conferences, a special registration fee may be provided, such as 100% club registration. The registration form must only contain the names of members who hold no dual membership or have designated the club as their primary club. (6/02)

263.2 Package Registration Fees - Conventions and Conferences

To encourage Kiwanians to participate in all convention and conference events, and to minimize the financial risk of meal or special event guarantees, whenever practical, a package registration fee including registration, luncheons, banquet, and a special events will be offered at a discount compared to individually priced registration and tickets.

263.3 Complimentary Registrations - Conventions and Conferences

Complimentary registration for conferences or conventions will be provided to Service Leadership Program governors and the Counselor to our District and spouse. Ordinarily, a non-Kiwanian convention or conference speaker and spouse, without cost to them, will be invited to participate during the day or evening they speak on the program.

263.4 Meal Functions and Special Events

Meal functions and special events generally should be self-sustaining, with a sufficient override to provide for administrative costs and any complimentary tickets. Complimentary tickets for meal functions shall be provided only to Service Leadership Program governors, to convention or conference speakers who are non-Kiwanians and their spouses, and to the Counselor to our District and spouse. Past Governors and their guest will be complimented a meal ticket for the district convention's Interclub Luncheon. Any additional complimentary tickets for meals and special events must be approved by the Governor (or Governor-elect, if in charge) and the District Secretary/Executive Director. (6/00)

263.5 Exhibit Space

- A. Committees, clubs, outside vendors and organizations may obtain exhibit table top or booth space at District Convention/Conferences upon:
 - 1. Submission of a properly completed application

2. Payment of any required fee
 3. Approval of the District Secretary/Executive Director
- B. Exhibit space will be divided into the following categories:
1. District committees and projects
 2. District club service projects
 3. Non-profit exhibitors (501(c)(3)) organizations)
 4. Fund raising and other outside exhibitors
- C. Fees for exhibit space will be set by the Finance Committee and may be reviewed annually. The actual cost of the booth, tables, chairs, draping, cleaning, space rent or other costs shall be considered in establishing the fees.
- D. Guidelines for minimum fees are as follows:
1. District committee and projects – free
 2. District club service projects – \$75.00 “no show” deposit
 3. Non-profit exhibitors – two times cost
 4. Fund raising and other exhibitors – four times cost

264. Expenses - District Convention

264.1 Accounting for Expenses - District Convention

All expenses incurred for a District Convention shall be charged to the appropriate convention accounts. (6/00)

264.2 Honorariums - District Convention

At District Conventions, a reasonable honorarium may be paid for speakers, music and entertainment within the amounts budgeted. If a Kiwanis club requests that certain musicians or entertainers perform, generally such club is expected to provide the cost of transportation and housing.

264.3 Record of Proceedings - District Convention

A written or video record shall be made of the proceedings of the District convention; a copy of such proceedings shall be distributed without cost to the Governor and the Governor-elect and the District Office will retain one copy. (6/00)

264.4 District Office Costs - District Convention

For District Office costs, see Section 261.6.

265. Expenses - District Conferences and Meetings

All expenses incurred for a District conference or meeting shall be charged to the appropriate conference or meeting accounts. (6/00)

270 District Committees

270.1 District Committees Mid-Year Meeting of Board of Trustees

All District committee chairman are encouraged to attend the District Mid-Year meeting of the Board of Trustees to present their reports and to encourage their programs of service. For such attendance, a travel allowance but no per diem, meals or lodging may be paid by the District.

271. Expenses for District Committees

Expenses of District committees shall not exceed the Lieutenant Governor's per diem and travel and are payable only to the extent budgeted.

Expenses of Service Leadership Program Administrators shall not be subject to the above per diem limitation. (6/00)

271.1 Costs - Convention Site and Selection Committee

The cost of meetings of the Convention Site and Selection Committee shall be charged against the District Convention budget or Mid-Year Conference budgets depending upon the primary purpose of such meeting.

271.2 Costs - Governor's Cabinet and Parliamentarian

The Governor shall recommend a total amount to be budgeted for reimbursement to cover such costs as office expense, telephone, postage, travel meetings, convention expense. The distribution of these funds ~~shall be made available in equal amounts to each member of the Governor's Cabinet and the Parliamentarian, need not be in the same amount to each person; the actual amount of each reimbursement to be at the discretion of the Governor.~~

Commented [PH6]: Probably in conflict with actual practice

271.3 Costs - Service Leadership Programs (SLP) Committees (08/10)

Travel expenses for Service Leadership Programs (SLP) Regional Advisors to attend Board meetings (Winter Board, May Board and Summer Board) shall be as follows:

- A. The District shall reimburse Regional Advisors for airline transportation from Regions 6, 9, 14, 15, 16 and 17 to Board meetings held at the Kiwanis Professional Center. The District shall reimburse Regional Advisors from Region 18 for airline transportation to all Board meetings. (08/10)
- B. The District shall only provide reimbursement for transportation and housing to one Regional Advisor or Assistant Regional Advisor for every four students per region per meeting. (6/17)

These are the resolutions of the conflict between the bylaws and policies – all policy sections should keep their same current titles. Strikeout type is to be removed, red type is to be added.

CNH Policy, sect. 300, 2d paragraph

When an incident occurs at a District or International event that becomes known to another Kiwanian and such other Kiwanian believes such conduct comes within the guidelines of “Conduct Unbecoming a Member of the Kiwanis Family,” it shall be incumbent on said Kiwanian to report the same in writing to the Governor and District Secretary. If the District Governor in concurrence with the ~~Chairs of the District Laws & Regulations and Policy Committees~~ **Chair of the District Bylaws and Policies Committee** concludes that the alleged conduct in question is “Conduct Unbecoming a Member of the Kiwanis Family,” the District Governor shall report the same to the alleged offending Kiwanian’s Club President, Club Secretary, and the Lieutenant Governor of the division in which the member’s club is located.

Sect. 301.2

All allegations of Conduct Unbecoming involving events that occur at a Kiwanis Club (hereinafter the “Club”) function, including complaints of sexual harassment or alleged retaliation for filing a previous complaint, shall be made in writing and shall be delivered to the Club President and Club Secretary, unless the complaint is against one of these individuals. If the complaint is against the Club Secretary, it shall be delivered to the Club President and Immediate Past Club President. If the complaint is against the Club President, it shall be delivered to the Club Secretary and the Immediate Past Club President. The Club President, or Immediate Past Club President shall promptly advise the Club’s Board of Directors of such complaint and The Board shall follow the procedure described in the Standard Form of Club Bylaws (hereinafter the “Club Bylaws”) in Article 7 entitled “Discipline”. ~~All allegations of Conduct Unbecoming involving a District Officer or a member of a District Committee shall be reported as provided in Policy Section 302.~~ All allegations of Conduct Unbecoming involving conduct at a District or International event shall be reported as provided in Policy Section 300.

Sect 302

~~All allegations regarding a District Officer or Member of a District Committee shall be made in writing and delivered to the Governor and District Secretary with copies to the Governor elect, Immediate Past Governor and Treasurer. The written allegations shall describe the conduct in question and explain why it is considered Conduct Unbecoming a Member of the Kiwanis Family. The Governor shall appoint an Ad Hoc Committee consisting of at least one member of the Policy Committee, one current Trustee and a Past Governor to review the allegations. Such Committee shall investigate the alleged conduct using the same procedure described in Policy 111 entitled “Violation of District Policy.” Such Committee shall report its findings to the Governor and the Board of Trustees for~~

TO: LIEUTENANT GOVERNORS

ELECTION OF THE LIEUTENANT GOVERNOR GUIDELINES

Under your district bylaws, it is your responsibility to call a conference of division leadership for the purpose of electing your successor. This conference must be held **no later than the second week in April**. (If district bylaws or district board action also requires the election of a lieutenant governor-elect—who would serve as your lieutenant governor for the following year—this election is also held at this conference.)

District bylaws governing the calling of this conference, the procedures to be followed during this conference, and the certification of election results following this conference are set forth in Article X, Section 3, Paragraphs (a) thru (h). It is important to bear in mind that the following material is based entirely on the **Standard form for District Bylaws**, and your own district bylaws may specify minor variations in this procedure; if so, your district secretary has undoubtedly informed you of the required procedure in your district.

In capsule form, here are the required procedures and suggested agenda:

IN ADVANCE OF THE CONFERENCE

1. Notify all club presidents and all immediate past presidents, all past lieutenant governors, and all past governors who are currently active, privileged, or senior members of clubs in the division of the time and place of the conference, and urge their attendance. Copies of your letters should also go to club secretaries.
2. Instruct each club president that he/she and the immediate past president are to attend the conference as the two voting representatives of the club; in the event of the inability of either or both to attend, the club must elect one or two alternate representatives to attend the conference and vote in their stead. Alert all clubs to be prepared to make a nomination if the club has a candidate.
3. Check in advance to make certain that **at least two-thirds of the clubs will be represented** by at least one voting representative; otherwise, the conference cannot proceed with nominations and election.
4. Make every effort to assure in advance that there will be at least one nominee for lieutenant governor (and for lieutenant governor-elect, if such office is to be filled). **Bear in mind that no person's name can be submitted as a candidate or be placed in nomination from the floor without his or her consent and without assurance that he or she will carry out the responsibilities of the office if elected** [See Article X, Section 3, Paragraph (e)]. Many lieutenant governors obtain this consent and assurance in writing in advance of the conference.

AT THE CONFERENCE

Quorum: Representation of one or two official representatives from two-thirds of the clubs in the division.

Privilege of the Floor: Club presidents and immediate past presidents (or their duly-elected alternates), past lieutenant governors of your division and past governors of your district who are currently members of clubs in your division, and the lieutenant governor.

Chairman: The immediate past lieutenant governor or, in his/her absence, the past lieutenant governor among those in attendance who has most recently held the office. (If no past lieutenant governors are present, the conference will elect one of its members as chairman.)

Eligible to Vote: Only presidents and immediate past presidents (or their duly-elected alternates) and, in the case of a tie only, the lieutenant governor; each person eligible to vote as a representative of his/her club.

SUGGESTED AGENDA

(Chairman: Immediate Past Lieutenant Governor)

1. Call to Order
2. Designations of a recording secretary and elections committee (tellers)
3. Roll call of clubs and identification of official representatives of clubs
4. Determination of quorum
5. Explanation of nomination and election procedure
6. Call for nominations for the office of lieutenant governor
 - (The lieutenant governor-elect, if any---elected the previous year---shall be the sole candidate for the office announced by the chairman, although additional nominations may be made from the floor.)
 - Any person having the privilege of the floor may nominate a candidate provided that such candidate has given consent to the nomination and assurance that he or she will carry out the responsibilities of office, if elected.
7. Call for balloting for the office of lieutenant governor
 - If there is only one candidate, he or she may be elected by voice vote.
 - If there are exactly two candidates, voting shall be by ballot---one ballot distributed to each official club representative; each representative to vote for one candidate only.
 - If there are more than two candidates, voting shall be by ballot as above. However until one candidate receives a majority of votes cast, voting shall continue, with the candidate receiving the fewest number of votes eliminated after each balloting.

(If a lieutenant governor-elect is to be elected, the same procedures are to be followed.)

AFTER THE CONFERENCE

Immediately following the conference, it is the responsibility of the lieutenant governor to certify the results of the election to the district secretary on forms provided by the district.

Proposed LTG election policies

Section 601. Campaign Policies for Lieutenant Governors

Candidates will conform to the following ethical values; Honesty, Trustworthiness, Integrity, Good Character, Fairness, Caring and Respect. Candidates shall at all times conduct themselves and their campaigns in accordance with the basic rules of ethical conduct so as to uphold the good name of Kiwanis. Candidates shall promote only their candidacy and shall not campaign against any other candidate.

Section 602. Division Election Conference

A Division Election Conference shall be conducted in each Division whenever it is necessary to elect a Lieutenant Governor and Lieutenant Governor-elect using the following guidelines:

Section 602.1 Timing of Division Election Conference

CNH District bylaws provide that the election for Lieutenant Governor and Lieutenant Governor-elect may take place “not earlier than the first week of the administrative year and not later than annual district convention preceding the expiration of the Lieutenant Governor’s term...” (CNH Bylaws, Art. VII, Sect. 6). It is the strong preference of the CNH Board of Trustees that on or after the 1st day of November, and before the second week of April next preceding the expiration of the term of each Lieutenant Governor, such Lieutenant Governor shall schedule a Division Election Conference for the purpose of electing a new Lieutenant Governor and Lieutenant Governor-elect from such Division. This preference for such an election date allows the District to plan for the orderly succession of Lieutenant Governors and also provide for their training and education.

Section 602.2 Notice of Division Election Conference

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.

Section 602.3 Chairman of the Division Election Conference

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.

Section 602.4 Duties of the Chairman

The Chairman of the Division Election Conference shall be responsible for the conduct of an orderly election of the new Lieutenant Governor and Lieutenant Governor-elect according to the procedures set out in the District Bylaws and these Policies. The Chairman shall also certify the results of the election to the District Secretary immediately following the Division Conference.

Section 602.5 Delegates and Quorum at Division Election Conference

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. Delegates from at least a majority of the clubs in the division shall constitute a quorum.

Section 602.6 Nominations

- A. 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. Such qualifications may include consent to the nomination by the proposed nominee and their assurance that they will carry out the responsibilities of office, if elected.
- B. If applicable, the Chairman may entertain nominations for Lieutenant Governor-elect after concluding the election of the Lieutenant Governor, using the same procedures.

Section 602.7 Voting

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.

Policy manual excerpts – conflicts with bylaws
Sect. 501 et. seq. – District trustees

502. Regional Election Conference

A Regional Election Conference shall be conducted in each Region whenever it is necessary to elect a Trustee using the following guidelines:

502.1 Timing of Regional Election Conference

CNH District bylaws provide that the election for trustee may take place “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...” (CNH Bylaws, Art. VII, Sect. 6). It is the strong^[DF1] preference of the CNH Board of Trustees that on or after the 1st day of November, and before the 1st day of May next preceding the expiration of the term of each Trustee, such Trustee shall schedule a Regional Conference for the purpose of electing a new Trustee from such Region. This^[DF2] preference for such an election date allows the District to plan for the orderly succession of Trustees and also provide for their training and education prior to assuming office.

Notwithstanding the foregoing, in the event of a vacancy in the office of Trustee during any administrative year, a Regional Election Conference for the purpose of electing a new Trustee shall be held in accordance with the procedures set forth in this Section 502 within sixty (60) days after such vacancy occurs. (08/10)

502.2 Chairman of the Regional Election Conference

The current Trustee shall be the Chairman of the Regional Election Conference to elect such Trustee's successor; provided however, in the event the current Trustee is a candidate for an additional term as Trustee, or there is no current Trustee, the most^[DF3] 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.~~current Lt. Governors of each Division within the Region shall elect a Chairman of the Regional Election Conference among the Past Lt. Governors of Divisions within the Region.~~

502.3 Duties of the Chairman

The Chairman of the Regional Election Conference shall be responsible for the conduct of an orderly election of the new Trustee according to the procedures set out in the District Bylaws and these Policies. The Chairman shall also certify the results of the election to the District Secretary immediately following the Regional Conference.

502.4 Notice of Regional Election Conference

~~The^[DF4] 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. Notice of the date, time and place of the Regional Election Conference shall be given in writing by the Chairman of the Regional Election Conference not less than thirty (30) days prior to the scheduled Conference to the following persons: (i) All Past Governors of this District whose primary Club is within the Region; (ii) All Past Trustees of the Region whose primary Club is within the Region; (iii) All Past Lt. Governors of the Divisions within the Region whose primary Club is within the Region; (iv) the Lt. Governor of each Division within the Region; and (v) The President, Immediate Past President and Secretary of each chartered Kiwanis Club within the Region.~~

502^[DF5].5 Personnel of the Regional Election Conference

The personnel of the Regional Election Conference shall consist of the President and Immediate Past President of each Kiwanis Club within the Region, or their duly elected alternates, the Lt. Governor of each Division within the Region, and all Past Governors, Past Trustees, and Past Lt. Governors whose primary club is within the Region.

502.6 Quorum and Voting at Regional Election Conference

- A. ~~Delegates^[DF6] from at least a majority of the clubs in the region shall constitute a quorum. A quorum shall consist of representatives from not less than two-thirds (2/3) of the Clubs within the Region.~~
- B. ~~Each^[DF7] 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. Each Club shall have not more than two voting representatives.~~ ~~The^[DF8] Past Governors, Past Trustees, Past Lt. Governors and current Lt. Governors in attendance shall each have the privilege of the floor without the right to vote unless they are acting as one of the ~~two~~ three representatives from their primary Club.~~
- C. ~~A^[DF9] Secretary shall be selected from the Conference personnel and as many election tellers as are necessary under the circumstances.~~
- D. ~~Voting^[DF10] 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. A majority of all valid votes~~

~~cast shall be necessary for the election of the Trustee. In the event no candidate receives a majority of all valid votes cast, a new election shall take place immediately with the person receiving the fewest number of votes in the previous ballot being eliminated. This procedure shall be followed until one candidate receives a majority of all valid votes cast.~~

E. Nothing contained in this Section 502 shall preclude additional qualified candidates from being nominated from the floor of the Conference.