

Bylaws of the Ohio District of Kiwanis International

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 obligation shall apply to all chartered clubs, whether in good standing or not in good standing.

ARTICLE I. NAME AND TERRITORIAL LIMITS II. PURPOSE AND STRUCTURE

Section 1. The name of this organization shall be the Ohio District of Kiwanis International.

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

ARTICLE II. PURPOSE

Section 1. 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.

ARTICLE III. DIVISIONS

Section 1. 4. The territory of this district shall be divided into divisions. **Section 2.** The territorial limits of these divisions shall be be delineated from time to time defined by the District Board of Trustees. in district policies.

ARTICLE IV. MEMBERSHIP

Section 1. 5. Every chartered Kiwanis club in this district shall be a member of this district and is entitled to all the rights, privileges, and responsibilities thereof.

Section 2. ~~Any member club more than sixty (60) days in arrears for any indebtedness to Kiwanis International or to this district shall not be considered "in good standing."~~

Section 3. ~~Any member club that fails for two (2) successive years to have at least one (1) delegate present at the annual district convention and, within thirty (30) days after a request by the District Board of Trustees to furnish a satisfactory excuse for such failure, shall not be considered "in good standing."~~

Section 4. ~~To retain the privileges of district membership, a club must be "in good standing," as defined from time to time by the Kiwanis International Board of Trustees.~~

Section 5. ~~Any member Club that fails to submit one half (1/2) or more of the required Official Monthly Club Reports, as described in the District Policy Manual, for two (2) successive years or fails to submit the required Annual Club Achievement Report for two (2) successive years and that does not furnish a satisfactory reason for such failure to the District Board of Trustees within thirty (30) days after an official request therefore, shall be considered not "in good standing."~~

ARTICLE V. III. OFFICERS

Section 1. District Officers.

a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and a Lieutenant Governor for each division.*

*~~Note 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."~~

b. No offices 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."
~~If in any year the Immediate Past Governor ceases to be an active, senior, or privileged member in a club of the district, the active, senior, or privileged member who served as Governor most recently prior to the Immediate Past Governor shall automatically become the Immediate Past Governor.~~

Section 2. Each district officer shall be an active member in club of the district. Each Lieutenant Governor shall be a member of a club in the division from which elected and each Trustee shall be a member of a club in the region from which elected. The Governor and Governor-elect shall have and maintain a clear criminal history background check conducted and verified by Kiwanis

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~~International. The terms of all district officers shall begin on the first day of October of each year and continue for one (1) year, or until their successors shall be duly elected and qualified.~~

Section 3. Officer terms shall be as follows or until said officer's successor shall be duly elected and qualified. All officers shall serve for a term of one year, beginning on October 1.

~~Each district officer shall be an active, senior, or privileged member in good standing in a club of the district; and each Lieutenant Governor shall be an active, senior, or privileged member in good standing in a club in the division from which elected.~~

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

- a. Promote the Objects and objectives of Kiwanis International; and
- 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 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. ~~Be~~ Serve as the chief executive officer of the district, under the direction and supervision of the Kiwanis International Board of Trustees.
- b. ~~Under the direction and supervision of the International Board of Trustees, further the Objects of Kiwanis International and promote the interests of the clubs within the district~~ 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 conventions and meetings of the District

Board of Trustees.

d. ~~Attend all Conventions, Conferences, and Council Meetings of~~ and other meetings required by Kiwanis International.

e. ~~Be an ex-officio member of all standing and special committees~~ Be responsible for implementing growth efforts of the district in conjunction with Kiwanis International's strategic growth plan.

f. ~~Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Constitution and Bylaws, the Kiwanis International Board Policies and Procedures, or the district bylaws.~~ Actively promote the Service Leadership Programs Of Kiwanis International and assure proper supervision of those programs on a local, divisional, and district level.

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

- a. ~~Attend the training conferences for governors-elect~~ 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 ~~district officers-designate~~ of incoming Lieutenant Governors, Trustees, and district committee chairs; for implementing club education programs; and for education programs at the district convention.
- c. ~~Be responsible for the training of club officers and members at the district convention.~~ Support the Governor in his/her role as an officer of Kiwanis International.

~~d. Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Constitution and Bylaws, the Kiwanis International Board Policies and Procedures, or the district bylaws.~~

e. ~~Carry out such other duties and responsibilities as are from time to time assigned by the District Board of Trustees.~~

Section 7. The Immediate Past Governor shall ~~perform~~ such duties and responsibilities as usually pertain to such office or as may be assigned by the District Board of Trustees. ~~be a resource to the District Governor and District Board.~~

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

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- a. ~~Keep all records of the district~~ . Assist the Governor and the District Board in conducting the business of the district.
- b. ~~Assist the Governor and the District Board of Trustees in conducting the business of the district.~~ Keep all records of the district.
- c. Be the executive in charge of the District Office and its departments and, subject to the ~~direction and control~~ approval of the District Board of Trustees, select ~~and supervise the staff and~~ the employees.
- 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. 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 ~~of Trustees~~ and the district conventions.
- f. ~~Attend all Conventions of Kiwanis International, and if invited, attend meetings of the International Council. Make a report to the district at its annual convention and such other reports as directed by the Governor or 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 of Trustees.
- h. At all times, make available for inspection by the Governor, the District Board of Trustees, or any authorized auditors, the financial accounts, records, and books of the district and its sponsored organizations.
- i. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board of Trustees.
- j. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or the District Board of Trustees.
- k. ~~Give bond for the faithful discharge of the duties of such office, in such amount and with such sureties as are required by the District Board of Trustees.~~

Section 9. The District Treasurer has the further duties and

responsibilities:

- a. Be a member of the Finance Committee.
- b. Regularly review and advise the District Board ~~of Trustees~~ on the financial condition of the district and its sponsored organizations.
- c. Make a report at the annual convention.
- d. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

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

- a. ~~Assist the Governor in the work of the district.~~ Perform the duties as a member of the District Board.
- b. ~~Represent the Governor and, under the direction of the Governor, supervise the district executive work in their respective divisions. Provide support and assistance to the clubs in their division.~~
- c. ~~Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees. Plan and preside at divisional meetings, under the direction of the District Board.~~
- d. Assist the Governor and the District Board in communication and implementing the plans and goals of the district in their divisions.
- e. Report to the Governor about the condition and activities of clubs within their divisions.
- f. Visit each club in the division as many times as required by the district.
- g. While serving as Lieutenant Governor-elect shall assure training of the incoming club officers.

ARTICLE VI. IV. BOARD OF TRUSTEES DISTRICT BOARD

Section 1. The District Board ~~of Trustees~~ shall consist of the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and A Lieutenant Governors for each division. The District Secretary shall be a member of the District Board of Trustees, but 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 ~~of Trustees~~, subject to the

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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 of ~~Trustees~~ shall hold at least three (3) meetings during each administrative year, one prior to October 31 at such time and place as designated by the Governor, one at the Mid-Year Conference, and another in connection with the district convention at such time and place as shall be determined by the Board. If the first meeting is held prior to October 1, any action taken shall become effective on October 1. Any meeting of the Board of Trustees may be held by videoconference or teleconference. ~~All persons participating in such a meeting must be able to hear each other at the same time (and, if a videoconference, to see each other as well). A meeting may be held in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such a meeting.~~

Section 4. A special meeting of the District Board of ~~Trustees~~ may be called by the Governor or two-thirds (2/3) ~~of the members~~ 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 5. 6. The District Secretary shall notify each member of the District Board of ~~Trustees~~ and the Executive Director of Kiwanis International, ~~in writing~~, of the time, place, and date of any regular meeting at least three (3) weeks in advance of the date of such meeting and of any special meeting at least three (3) days in advance.

Section 6. 7. In the absence of the Governor (or Acting Governor) from a meeting, the District Board of ~~Trustees~~ shall designate one of its members to act as ~~chairman~~ presiding officer.

Section 7. 8. ~~One-half (1/2)~~ A majority of the total members of the District Board of Trustees shall constitute a quorum, and a majority vote of those present and voting is required for all business unless otherwise provided in these bylaws shall decide any question, with the exception of those questions for which a greater proportion is specifically required in these bylaws.

Section 8. 9. ~~Within thirty (30) days after any special or regular meeting of the District Board of Trustees, the District Secretary shall make a written report, as approved~~

~~by the Governor, providing a synopsis of the actions taken and transmit the report to the Executive Director of Kiwanis International. A copy of the report shall either be sent to the secretary of each chartered club within the district or be published in the next district bulletin. District Board Meeting, the District Secretary shall provide a draft of the meeting minutes or a summary of the actions taken to Kiwanis International and a copy shall be made available to clubs in the district. The district shall provide a copy of the official minutes of each board meeting to Kiwanis International within thirty (30) days after approval by the District Board.~~

ARTICLE VII. V. COMMITTEES

Section 1. The titles, structure, and duties of district standing committees shall be those defined by the Kiwanis International Board of Trustees and set forth in appropriate documents of Kiwanis International. in policies.

Section 2. Each standing committee shall at all times cooperate with the appropriate Committee of Kiwanis International ~~and promote programs suggested by the Committee among the clubs of the district.~~

Section 3. Subject to the approval of the District Board of Trustees, special committees may be appointed by the Governor and shall perform such duties as may be defined in their creation.

Section 4. The Governor shall appoint all committee chairs and members, subject to approval of the District Board.

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

Section 4. 6. All committee members shall be subject to removal by the Governor.

Section 5. 7. The Executive Committee, shall consist of the District Governor, who shall serve as Chair, the Immediate Past District Governor, the District Governor-Elect, the District Treasurer, and the President of the current class of Lt. Governors. The District Secretary shall be a member without voting privileges. The Committee shall have the power to act for the Board of Trustees in intervals between meetings and shall possess all the powers of the Board of Trustees.

Section 6. 8. The Finance and Structure Committee shall have eleven (11) members and consists of two (2) Past Governors, one (1) Past Treasurer (these three to be selected by their respective groups), Governor, Governor-Elect, ~~District~~ Treasurer, Immediate Past Treasurer, two (2) members elected by the ~~Delegate Assembly~~ House of Delegates, the

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President of the current class of Lt. Governors and a Lt. Governor appointed by the Governor. The Past Governors and Past Treasurer will serve staggered three (3) year terms. Neither the Past Governors nor the Past Treasurer shall serve consecutive terms. Other members of the committee shall serve for a term of one (1) year. The Committee shall determine the method of selecting their Chair who shall not be an elected District Officer. The name of the Chair shall be submitted to the Governor-Elect prior to September 1.

In the event of a vacancy in one of the elected offices to the Finance and Structure Committee during an administrative year, the District Board of Trustees shall elect a qualified Lt. Governor or a Past Lt. Governor who is an active, ~~privileged,~~ or senior member of a Kiwanis Club in the District to fill the office for the unexpired term.

The Finance and Structure Committee administers the District Finances, Budget, and Office Procedures under the direction of the District Board of Trustees. The Committee submits recommendations to the ~~District~~ Governor relative to the employment of the ~~District~~ Secretary, all office personnel, and an outside auditor. The Committee meets quarterly beginning in October ~~at the District Office~~, and it reports to the District Board of Trustees at all District Board Meetings and to the delegates at the District Convention. It shall take under advisement all matters referred to it for consideration, including the hearing of grievances, and make its recommendations to the appropriate District body.

Section 7. 9. Any meeting of a District Committee may be held by videoconference or teleconference. All persons participating in such a meeting must be able to hear each other at the same time (and, if a videoconference, to see each other as well). A meeting may be held in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such a meeting.

ARTICLE VIII. VI CONVENTIONS

Section 1. The annual convention of the district shall be held at such place and date, between March 15 and September 15, as shall be mutually agreed upon by the District Board of Trustees and the 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. ~~In determining the location of an annual convention, the District Board of Trustees may be guided and advised by the majority vote~~

~~of the qualified delegates present and voting at an annual convention.~~

Section 2. ~~An invitation from any chartered club for holding an annual convention in its city shall be delivered in writing to the District Secretary.~~

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

Section 3. The District Secretary shall ~~mail to~~ notify each ~~chartered club~~; and ~~to the Executive Director of Kiwanis International~~; ~~an official call to the annual convention~~ at least sixty (60) days prior to the date of the annual convention, and ~~an official call for any special convention~~ at least thirty (30) days prior to the date of such any special convention or rescheduled annual convention. ~~The District Board of Trustees shall have full supervision and management of all conventions.~~

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 or delegates-at-large.

Section 6. At any district convention, each ~~chartered club in good standing in the district~~ shall be entitled to seat up to three (3) delegates. Two (2) of the delegates should be the club president and president-designate. To assure proper representation, each ~~chartered club~~ may choose up to three (3) alternate delegates. Club delegates and alternates shall be active members of clubs they represent. However, the Lieutenant Governor or a A P-past Lieutenant Governor may serve as a delegate at the District Convention for any one (1) club in their division upon invitation, if properly certified, 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 ~~Kiwanis~~ club shall be granted full privileges at district conventions if after the charter has been issued approved by the Kiwanis International Board of Trustees, whether or not even if it has not been formally presented to such club.

Section 8. ~~The delegates and their alternates shall be~~

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~~active, senior, or privileged members in good standing of the chartered clubs they represent, and shall be elected by such clubs not less than thirty (30) days prior to the date of the annual convention or less than fifteen (15) days prior to the date of any special convention. Their election shall be evidenced by a certificate to the District Secretary duly authenticated by the president and secretary of the club. Should any chartered club fail to so certify the election of its delegates and alternates, then the Committee on Credentials shall have the right to determine the seating of the delegates or alternates for such chartered club.~~

Section 9. 8. All officers, ~~District Chairs of Standing Committees~~, Past Governors, and Past Treasurers of the district, who are active, ~~senior, or privileged~~ members of a ~~Kiwanis club of~~ in the district shall be delegates-at-large to all district conventions.

Section 10. 9. ~~Each accredited delegate and delegate at large present shall be entitled to vote on each question submitted to any convention. There shall be no voting by proxy or absentee ballot. To be accredited, a delegate or delegate at large must be certified according to the provision of these bylaws and 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 ~~of Trustees~~ may establish ~~uniform convention~~ registration fees to be paid by all persons attending any district convention of the district. The proceeds derived from such registration fee 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 (~~or Acting Governor~~) from any convention of the district, the District Board ~~of Trustees~~ shall designate the Governor elect, ~~Immediate Past Governor, or a Lieutenant Governor to act as chairman.~~ any elected member of the District Board to act as presiding officer.

Section 14. ~~A quorum at any convention of the district shall comprise the official delegates present, and representing not less than one third (1/3) of the total number of clubs within the district. 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 ~~make~~ provide a written report, ~~as approved by the Governor, providing a synopsis 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 ~~either be sent to the secretary of~~ be made available to the clubs, each chartered club within the district ~~or be published in the next district bulletin.~~

Section 16. In the event ~~that in any year~~ the District Board ~~of Trustees~~ shall determine by resolution that there exists a condition of emergency ~~in the district~~ that compels cancellation of the annual district convention, the Board shall ~~then establish procedures to transact any and all business that would normally be transacted by and at such convention.~~ 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 ~~call a council meeting to be held during the period provided for district conventions~~ reschedule the convention, if possible, or, alternatively, to call a meeting of all person having the status of delegates-at-large at district conventions, a quorum of which shall be a majority Such council shall be comprised of the Board and other persons having the status of delegates-at-large to all district conventions.

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

ARTICLE IX. CONVENTION PROCEDURE

Section 1. ~~The official program of a convention as approved by the District Board of Trustees shall be the order of the day for all sessions. Changes in the program may be made from time to time by a majority vote of the delegates and delegates at large present and voting.~~

Section 2. Resolutions

a. Proposed resolutions may be submitted by majority vote of a club's board of directors to the District Secretary not less than thirty (30) days prior to the date of the district convention. A club, by majority vote of its active members or board, may propose resolutions to be considered at any convention of the district, provided

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they are submitted to the District Secretary not less than (60) days prior to the date of the convention. Proposed Resolutions may also be submitted proposed by the District Board of Trustees or originated by the Committee on Resolutions.

b. All proposed resolutions shall be referred to the Committee on Resolutions and Bylaws for its consideration and recommendation to the ~~convention District Board. No resolutions other than those so submitted to or originated by the Committee on Resolutions shall be considered unless consideration thereof shall be recommended by two-thirds (2/3) vote of the District Board of Trustees. Debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions or the 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 3. ~~Reports of committees, communications to the international convention, resolutions, amendments, and all motions may be debated during the House of Delegates, except those "undebatable" under Robert's Rules of Order Newly Revised, or unless the convention, by a two-thirds (2/3) vote, dispenses with debate. No Kiwanian shall speak longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote. The members of the Committee on Resolutions shall have the privilege of the floor during the time that the resolutions are being considered by the delegate body, but no member of the Resolutions Committee shall have the right to vote on the resolutions, unless said member is an accredited delegate. (4/99)~~

ARTICLE X. VII NOMINATION AND ELECTION OF OFFICERS

Section 1. Officers Other than Lieutenant Governors

a. ~~The election of officers, except the Lieutenant Governors and the District Secretary 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.

b. ~~The District Secretary, who is to assume office on October 1, shall be appointed by the Governor-designate, with the approval of the District Board of Trustees-designate.~~

e. ~~The official program of the annual convention shall indicate the time and place of the election of officers.~~

d. ~~The nominating and election procedure for officers to be elected at the annual convention shall be as follows:~~

(1) a. ~~The Governor-elect shall be the sole candidate for the office of Governor.~~

(2) b. ~~All qualified candidates for the offices of Governor, Governor-elect, and Treasurer to be elected at the annual convention must submit written notice of candidacy to the District Secretary no later March 31st. At that session, the Secretary shall make a report of the candidates giving such notice.~~

c. ~~All Qualified candidates for the office of Governor, and Governor-elect shall:~~

- ~~submit a signed agreement to Kiwanis International to fulfill their the duties of office.~~
- ~~Have a clear criminal history background check conducted and verified by Kiwanis International.~~

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

e. ~~Nothing in this Article shall be construed as limiting the right to make further nominations from the floor of the convention. of qualified candidates during the House of Delegates session.~~

(3) f. ~~A majority of all valid votes cast shall be necessary for each position office elected at the convention shall be necessary for the election of the Governor, Governor-elect, and Treasurer. In the event that any ballot cast for Governor, Governor-elect, or Treasurer does not show a majority for any nominee for~~

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the foregoing offices, the Governor shall designate a time

and a place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until a nominee shall have received a majority of all valid voted east. no nominee receives a majority of valid votes cast.

a
new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote.

g. The voting shall be by ballot only where there are two (2) or more candidates for the same office. ~~Only accredited delegates or delegates at large shall be allowed to vote. There shall be no voting by proxy or absentee ballot.~~

h. Cumulative voting shall not be permitted.

Section 2.3. Committee on Elections—Duties of Credentials Committee and Elections Committee

a. ~~Before the election, the District Secretary shall make available to the Committee on Elections a list of the delegates and delegates at large as shown by the report of the Committee on Credentials. 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 ~~Committee of Elections~~ Committee shall have general charge of the election and of distributing and counting the ballots. ~~e.~~ The ~~Committee on Elections~~ Committee shall report promptly to the convention the results of the balloting and the report shall be signed by a majority of the committee.

Section 3.4. Election of Lieutenant Governor and Lieutenant Governor-elect.

a. The Lieutenant Governor of each division shall hold, ~~not later than March 1, 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 conference for the purpose of ~~electing a meeting to elect a Lieutenant Governor and a Lieutenant Governor-elect for the next term.~~ The time and place of this ~~conference—meeting~~ shall be designated by the Lieutenant Governor. ~~Written notice shall be sent,~~

~~not later than 10 days prior to the conference, to the president of each club in the division, and to all Past Governors and Past Lieutenant Governors of that division who are active, senior, or privileged members of a club in the division. 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. ~~The personnel of the conference shall be the president and immediate past president of each club in the division, or their duly elected alternates, the Lieutenant Governor of the division, and all Past Governors and Past Lieutenant Governors of that division who are still active, senior, or privileged members of a club in the division. 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. ~~The representatives present, representing not less than two-thirds (2/3) of the clubs of the division, Delegates from at least a majority of the clubs in the division shall constitute a quorum, at the conference, and each club shall have one (1) vote for each representative present. The Lieutenant Governor and the Past Governors and Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote, except in the event of a tie vote, in which case the Lieutenant Governor shall be entitled to vote.~~

d. ~~The Immediate Past Lieutenant Governor shall be chairman of the conference or, if absent, the immediate predecessor, and so on Lieutenant Governor shall conduct the elections, unless he/she is a candidate for election. In the absence of a Past Lieutenant Governor, the conference shall elect one of its members as chairman. The conference shall elect one of its number as secretary, and such tellers as may be necessary. If the presiding officer is absent or ineligible to serve, the meeting shall elect a delegate to conduct the elections.~~

e. ~~No person shall be considered a candidate for Lieutenant Governor or Lieutenant Governor-elect without first providing consent and an agreement to carry out the duties and responsibilities of office.~~

~~e. f.~~ Upon completion of organization as above outlined, the conference shall proceed to elect a Lieutenant Governor and a Lieutenant Governor-elect. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing

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shall preclude additional nominations 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 for each office shall be necessary for elections. In the event that no candidate nominee receives a majority of valid votes cast, a new election shall take place immediately, and the person nominee receiving the fewest number of votes shall be eliminated from the ballot. This procedure shall be followed until one person 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.

f. i. A Lieutenant Governor-elect is not a district officer.

g. The division conference shall be guided by the principles, traditions, and precedents of Kiwanis International in its election of officers, and particularly consider the ability, the service, and experience in Kiwanis of a proposed candidate.

h. The Lieutenant Governor shall certify the results of the election to the District Secretary and Kiwanis International immediately following the conference.

ARTICLE XI. VII. 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 a majority vote of the during an administrative year, by a two-thirds (2/3) vote of the entire District Board of Trustees, the Board shall elect a from among the qualified Past Governors, or current or past Lieutenant Governors, or Past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the district to become Governor for the unexpired term.

Section 2. In the event of a vacancy in the office of Governor elect during an administrative year, the vacancy for the unexpired term shall be filled by the District Board of Trustees, by a two-thirds (2/3) vote of the entire District Board, from the Lieutenant Governors or Past Lieutenant Governors who are active, senior, or privileged members of Kiwanis clubs in the district. 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 during the administrative year, the Governor shall appoint a qualified member of a chartered club of the district to fill that office for the unexpired term. This appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

Section 4. In the event of a vacancy in the office of Lieutenant Governor during an administrative year, the Governor shall notify the presidents of the affected division that a replacement Lieutenant Governor may be elected by a conference of the division within thirty (30) days from the date of such vacancy. In the absence of a replacement being elected by a division conference, the Governor shall appoint a qualified member of a chartered club in the same division to fill the office for the unexpired term, which appointment shall be subject to the approval of the District Board of Trustees at its next meeting. 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 that a replacement Lieutenant Governor may be elected at a division 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 the 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 5. 6. In the event that after election and before October 1 of disability or inability of the district officer any district officer-designate is unable to serve for the year for which elected, the District Board of Trustees-designate for said year shall proceed forthwith to appoint or elect the successor in the manner provided for filling vacancies in office during the administrative year. fill the position as a vacancy as provided in these bylaws for such office. The Governor-designate shall give reasonable notice of the time and place of such election and, if absent or disabled, the Governor of the district shall act. 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 6. In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of the office, the District Board of Trustees shall elect, by a two-thirds (2/3) majority vote of the entire District Board, a qualified Past Governor, or current or past Lieutenant

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Governor, ~~or Past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the district to become Acting Governor until the Governor is able to resume the duties of the office. While the Governor is incapacitated, the Acting Governor shall be the executive officer of the district and shall have all the duties, responsibilities, and authority given to the Governor by these bylaws and the Constitution and 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 contained provided in these bylaws.~~

ARTICLE XII.VII. REMOVAL DISCIPLINE OF OFFICERS

~~Section 1. Whenever it shall appear to the Governor or a majority of the District Board of Trustees that an officer may be engaging in conduct unbecoming a Kiwanian or is failing to perform the duties of that office, the District Board shall give written notice of the alleged facts to the officer within thirty (30) days.~~

~~A special meeting of the Board to consider the alleged facts shall be held within 35 days thereafter, with at least 21 clear days written notice being given to all members of the Board of such meeting. Service of such notice shall be deemed effective five (5) days after such notice is mailed. In the event that the Board, by two-thirds (2/3) vote of the entire Board, finds the officer has engaged in conduct unbecoming a Kiwanian or is not performing the duties of such office and declares such office vacant, a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these bylaws. If a district officer is alleged by the Governor or two-thirds (2/3) of the District Board to be failing to perform his/her duties, the District Board shall investigate the allegation and determine the matter at a meeting held within forty-five (45) days after the investigation is complete or as soon as reasonably possible. Written notice of the allegation, investigation and meeting shall be given to the accused officer at least thirty (30) days prior to the meeting. The accused officer shall be permitted to attend the meeting and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire board, the office shall be declared vacant.~~

Section 2.

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

- is incompatible with the best interest of the

public or of members of the Kiwanis family; or

- tends to harm the standing of Kiwanis in the local or global community.

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

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

ARTICLE XIII. PUBLIC ACTIVITIES

Section 1. ~~The district may, from time to time, express by proper means its attitude on questions of public importance and any proposed legislation affecting communities within the territory of the district, provided that no Kiwanis clubs outside the district are affected by the same.~~

Section 2. ~~When Kiwanis clubs outside the district are affected by any such public question or proposed legislation, before expressing an opinion, the district shall refer the matter, with its recommendation, to the International Board of Trustees. Upon approval of the recommendation by the International Board, the district may publicly express its opinion through legal and proper means.~~

Section 3. ~~The district shall not be used in any way for political purposes, nor shall it as a district actively participate in the political candidacy of any person.~~

Section 4. ~~No action on any public question or proposed legislation shall be taken by the District until the same shall first have been submitted to the Committee on Community Services and the recommendation of that Committee have been received and considered by the Board of Trustees of the District.~~

ARTICLE XIV. VIII REVENUE

Section 1. Each member club shall pay as dues to the district for each of its active club members the sum of \$26.00 per annum as dues. ~~The total amount shall be due annually on October 1, payable not later than sixty (60) days thereafter, and is to be based upon the annual membership report of the respective clubs to Kiwanis International as of September 30. The total amount shall include all district charges other than the new members add fee and registration fees for district conventions or conferences. Dues shall be based on each club's annual membership report to Kiwanis International as of September of 30 of each year and shall be due annually on October 1 and payable by November 30.~~

Section 2. A Kiwanis club shall be relieved of any obligation to pay District dues for any club member for a period of two (2) years from the date of joining that club, provided such a member was a former member of a Kiwanis International

sponsored program.

Section 3. A Graduated New Member Enrollment Fee shall be paid to the District equal to the amount of prorated District dues based on when the member joins the club. The prorated fee schedule shall be determined by the District Board of Trustees in the Policy Manual.

Section 4. Registration fees for district conventions and conferences, as established by the District Board of Trustees, shall also be paid to the district.

Section 5. No financial obligation other than the revenues provided in this Article shall be placed upon the clubs by the district, except:

- a. By a two-thirds (2/3) vote of the delegates at a convention; or
- b. By a two-thirds (2/3) vote upon a referendum submitted to all clubs of the district; and with the approval of the International Board of Trustees.

Section 6. Each Kiwanis Club in the Ohio District which sponsors a Key Club shall pay annually to the District a sponsorship fee of \$100.00 for each sponsored Key Club.

ARTICLE XV. IX FINANCE

Section 1. ~~The fiscal year of the district shall begin on October 1 and terminate on the following September 30.~~

Section 2. Not later than October 15 30, the District Board of Trustees shall approve a budget of estimated revenues and expenses, including capital expenditures, for the year.

Section 3. ~~Total disbursements in any year shall not exceed the gross amount of the budget adopted by the Board of Trustees in each year.~~

Section 4. 2. ~~The books of account financial records of the district shall be subject to review at least once each administrative examined at the end of each fiscal year by an independent auditing firm qualified individual(s) or company selected by the District Board of Trustees. The review shall be a financial review except that every fourth year shall be an audit. The individual(s) should be qualified to perform such work in their respective jurisdiction. A copy of the financial review or audit report annual financial examination shall be sent to the Executive Director of Kiwanis International by March 31st and to members of the current the District Board of Trustees and shall be made available, upon request clubs and members in the district.~~

~~In the official publication of the Ohio District, annually, no later than the April issue, the Board of Trustees will~~

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publish the balance sheet and statement of receipts and expenditures of the Ohio District for previous fiscal year, including financial statements for the Ohio District Key Club and Ohio District Circle K, along with an auditor's statement attesting to the work performed for the Ohio District.

Section 5. ~~The audit need not be certified.~~

Section 6.3. The District Board of Trustees shall determine the official depository or depositories and shall designate those persons ~~who shall sign checks~~ authorized to disburse funds. ~~The Board of Trustees shall annually approve and shall provide bonding, in an amount determined by the Board of Trustees, of all officials approved to sign checks and of all employees who handle funds.~~

Section 7. ~~The necessary traveling expenses of all district officers when engaged in the business of the district may be paid by the district in accordance with the provisions of the budget.~~

Section 8. ~~The necessary expenses of the Governor incurred in attending the Convention, Council, and any conference of Kiwanis International may be paid by the district.~~

Section 9. ~~The Board of Trustees shall annually approve and shall provide Directors and Officers Liability insurance for all Officers and Directors of the District.~~

Section 10.4. The district will comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.

Section 11. The district shall report ~~regularly on~~ 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 XVI (Reserved)

ARTICLE XVII. X 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 specifically covered by these bylaws, the following documents, ~~current or as amended in the future, shall be consulted in order of priority to determine such matters:~~ will apply, in this order of priority:

First--Kiwanis International ~~Constitution and~~ Bylaws

Second--Kiwanis International Policies and Procedures
Third -- District Policies or Procedures
Fourth - Roberts Rules of Order Newly Revised (latest edition)

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

Section 1. ~~"Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these bylaws.~~

ARTICLE XIX. XI AMENDMENTS

Section 1.

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

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

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

Section 2. ~~Amendments to these bylaws, These bylaws and any amendments to them shall be if in conformity with the Constitution and Bylaws of Kiwanis International~~ Bylaws, Amendments previously verified by Kiwanis International to be in conformity may be come 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 question regarding conformity shall be determined by the Kiwanis Board. may be adopted by a two thirds (2/3) vote of the delegates and delegates at large voting at any convention. Proposed amendments, which shall be submitted only by a club in good standing or by the District Board of Trustees, shall be received by the District Secretary at least sixty (60) days prior to the date of the convention. The Secretary shall send a copy of all proposed amendments to the secretary of each chartered club not less than thirty (30) days prior to the date of the convention.

Section 2.3. ~~If these bylaws are in conflict with the Kiwanis International Constitution and Bylaws, current or as amended in the future, this district shall amend these bylaws to bring them into conformity with the Kiwanis International Constitution and Bylaws. If the Kiwanis International Bylaws are amended in such a way that~~

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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 XX.XII APPROVAL OF KIWANIS INTERNATIONAL SEVERABILITY

Section 1. These bylaws and all amendments or additions, including any districting, redistricting, or grouping of clubs, shall not be effective unless approved by the International Board of Trustees. In the event that any provision of these bylaws is held invalid, all other provisions shall remain in effect.

ARTICLE XIII. 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 XIV. GENERAL PROVISIONS

Section 1. The district shall not be used for political purposes, including propaganda, trying to influence legislation, or participation 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 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 Ohio on _____.

Certified by: _____

Ohio District Secretary

August 10, 2013

(Date)

(District Governor)

(District Secretary)

APPROVED BY KIWANIS INTERNATIONAL

(Date)

BY
