



# Kiwanis®

## **New Standard Form for Club Bylaws**

### **Frequently Asked Questions (FAQ)**

Note: This document may be updated from time to time, so check back occasionally for new information.

*Updated March 12, 2013*

- Question** Why is Kiwanis changing the club bylaws? What are the advantages?
- Answer** The new club bylaws provide fewer restrictions and greater flexibility to clubs than the previous version, along with simplified language and greater global applicability, making them more relevant to both traditional and nontraditional clubs.
- Question** Do we have to adopt these new bylaws?
- Answer** Yes. The Kiwanis International Bylaws (Art. VII, Sec. 2a) state that all clubs must continue to conform to the accepted standards for clubs. Those standards are captured in the Standard Form for Club Bylaws, as revised from time to time by the Kiwanis International Board. All clubs are expected to comply with the provisions of the *current* Standard Form at any given time.
- Question** How long do we have to adopt the new bylaws?
- Answer** All clubs are asked to adopt the new bylaws by the end of the 2013-14 administrative year (by September 30, 2014).
- Question** How should my club go about adopting the new club bylaws? What is the correct process?
- Answer** The process will operate much as it does now—except that clubs will be able to submit the new bylaws directly online by using a “Submit” button.
1. The club president or secretary accesses the new bylaws online at [www.KiwanisOne.org/newclubbylaws](http://www.KiwanisOne.org/newclubbylaws) or by logging-in to the Kiwanis Club Management System and using the club bylaws tool.

2. The club board initially determines the policy information to recommend to the club membership, and the club secretary or president adds that information to the online form. All editing is done online.
3. The board provides at least 14 days advance notice to club members that the new bylaws will be considered for adoption at a particular club meeting. At least a quorum (one-third) of the club members must be present at that meeting.
4. The board presents its recommended bylaws and policies package to the members. A two-thirds (2/3) vote is required for adoption.
5. The club president or secretary returns to the pending online version, makes adjustments if necessary, and submits it online to Kiwanis International.
6. Your club will be notified within six weeks whether its new bylaws have been approved or if Kiwanis has any questions.
7. Afterward, the club's bylaws and policies can be accessed online anytime and may be amended later, as needed, via the same process.

**Question** We want to continue to operate as we do now. Can we do that?

**Answer** Yes. Ninety-nine percent of the changes simply broaden a club's options.

**Question** What club operations are different under the new bylaws?

**Answer** The only differences are these:

- Members may be admitted, suspended, and removed by a majority vote of the board members present and voting. (This is a reduced, not increased, requirement.)
- Clubs may use the former admission process for new members or establish their own.
- Positions like administrative secretary or assistant treasurer will no longer be club officers because the secretary or treasurer represents those functions on the club board.
- If the club secretary is appointed, the club president recommends the appointment. Board approval is still required.
- Annual examination of the club's financial records will be conducted by either (a) a qualified accounting firm not affiliated with any club member; or b) a standing financial review committee, as provided in club policy.
- Only board members may charge an officer or director with nonperformance of duties.
- The process related to "conduct unbecoming a member of the Kiwanis family" has changed.

**Question** We used to be allowed to choose certain options in the club bylaws. I don't see those anymore. Why is that?

**Answer** The selection of certain options and alternates, as well as all fill-in-the-blank information, has been moved from the bylaws proper to new club policies. Read on for more information about club policies.

**Question** What are club policies? How are they different from the club bylaws?

**Answer** *Bylaws* are each club's agreement with Kiwanis International on basic standards to belong to the organization. By adhering to these standards, clubs are allowed to use the Kiwanis names and marks. *Policies* are aspects of club operations that may be personalized by each club. Bylaws and policies complement each other, working together as a whole.

**Question** Why do we have club policies now? We've never had them before.

**Answer** Actually, Kiwanis International has been advising individual clubs for years to put policies in place that would address their particular needs, such as the desire to require certain standing committees, to require specific duties for some officers, to state the amount of club dues in writing. These new bylaws and policies help clubs clearly capture their individual operations.

**Question** Why are some club policies mandatory while others are optional?

**Answer** *Mandatory* policies carry out basic provisions of the club bylaws:

- Club dues and fees amounts
- Criteria for members to be in good standing
- How often the club meets, and when
- Certain information related to officers and directors
- Details of the club election process
- Annual financial review

*Optional* policies cover things clubs should consider but are not required to adopt:

- Standing committees (*if any*)
- Non-officer club positions (*if any*)
- Higher votes for certain items of business (*if any*)
- Special membership types (*if any*)
- Additional duties for officers and directors (*if any*)
- Other matters (*if any*)

**Question** Does my club have to adopt all the policies in the new document?

**Answer** A club *must adopt* the *mandatory* policies and submit them along with their bylaws. Clubs should also *consider* the topics covered by the *optional* policies, but those are truly optional.

**Question** Can my club adopt other policies?

**Answer** A club may adopt policies on various matters, *provided they do not conflict with applicable local laws, the Standard Form for Club Bylaws, the Kiwanis International bylaws, and district and federation bylaws (if any)*. Policies are meant to provide clear rules or guidelines on how the club handles certain matters; they should not be adopted as reactionary measures to deal with exceptional matters or one-time concerns. Any other club policies not included in the Standard Form must have the approval of a majority of the club board. If a club has questions about the appropriateness or validity of a proposed policy, contact Kiwanis International for assistance.

**Question** How many directors is a club now required to have?

**Answer** The required number of club directors has been reduced from five to three. (However, remember that each club must still have all the required officers as well.)

**Question** Is there a change in the minimum age for members?

**Answer** Members must be the legal age of majority (that is: considered to be an adult, in legal terms) in the country, state, or province where the club is located.

**Question** I've heard there's a new definition of 'member in good standing.' What is it?

**Answer** The term 'member in good standing' has never been formally defined in Kiwanis. It has been informally interpreted that a member is in good standing if he/she pays his/her club dues within two months. However, clubs have varying payment deadlines. Also, some clubs have strict attendance requirements, while others have virtually no attendance rules. Under the new bylaws, each club will be allowed to set its own standards for member in good standing. (Note: Kiwanis International has no attendance rules for club members. It is up to each club whether or not it wishes to set attendance rules.)

- Question** Why is Kiwanis International only recognizing active members now, not senior or honorary?
- Answer** It is a long-standing misconception that Kiwanis International recognizes anything other than active members. Kiwanis International historically has counted only dues-paying members as club members, without dividing the count between active vs. senior. Honorary members, because they do not pay dues, have not been counted as members by Kiwanis International; they are essentially just magazine subscriptions. Only the club itself recognizes or bestows benefits for any type of membership other than active. Clubs may still have those classes or may establish others. But Kiwanis International still will count only dues-paying members, and they will be counted as active members.
- Question** We have several senior or honorary members. Do they now have to become active members?
- Answer** Individual clubs may retain the senior and honorary membership designations, if they wish, but clubs will no longer be limited to just those two types. Clubs may define and use other membership types as well, as best suits their individual needs.
- Question** Do senior and honorary members now have to pay dues?
- Answer** Clubs have always been required to pay dues to Kiwanis International and the district (and federation, if any) for *senior* members. It has been up to the club whether or not they charge senior members for club dues or meals charges, etc. For *honorary* members, clubs have never had to pay regular dues, but only the cost of a magazine subscription. All of these points are still valid under the new bylaws, so nothing has changed in this regard.
- Question** Can my club establish a membership type that does not pay dues to Kiwanis International or the district?
- Answer** Yes and no. Remember: Clubs must pay dues to Kiwanis International and its district for each active member, and all members are considered by Kiwanis International to be active members. Your club may choose to not charge a member for International or district dues; however, your club still will be responsible to pay those costs. So, technically: yes, you can. But realistically: no, it's not practicable.

- Question** Is Kiwanis International also eliminating life members?
- Answer** No. The life member designation remains the same. Technically, life member is a *dues status designation*, not a membership class. Club members still may become a life member of Kiwanis International by paying 15 times the amount of International dues in effect at any given time. (Some districts also have life members programs.)
- Question** Does Kiwanis now have to approve our club dues and fees or our club meeting information?
- Answer** No, Kiwanis does not care what amount your club determines for its dues or other fees. And, as long as your club is meeting at least once per month, Kiwanis does not care how often or when your club is meeting. The new bylaws package simply provides a place to capture that information for easy reference by the club. (See Policies A and G.)
- Question** I'm still not sure I understand how the various types of club members now works. What do I do?
- Answer** Please contact Kiwanis International for more clarification. See contact info at the end of this document.
- Question** Can members still belong to more than one Kiwanis club?
- Answer** Yes. (And, as in the past, Kiwanians also may be a member of both Kiwanis and other service organizations like Lions, Civitan, etc.)
- Question** We feel our club needs a vice president. Can we still have one?
- Answer** Yes, clubs may still have one or more vice presidents. It is no longer a requirement, but still an option.
- Question** Is it true we can no longer combine the offices of president-elect and vice president? Why not?
- Answer** Since a vice president is no longer required, a club would only have a vice president if it has a specific role for that officer, separate from the role of president-elect. If the two officers do have distinct roles, the two offices should not be combined. If they do not have distinct roles, there is no need to have both. So the option to combine them is no longer relevant.

- Question** Do the club secretary and treasurer still have to give bond? If we want our secretary or treasurer to give bond, how do we do that?
- Answer** A bond is a way to provide assurance that a person responsible for club funds, property, or records will take proper care of them. It has never been a requirement for the club secretary or treasurer to give bond; it has always been an option—and it still is. If a club would like the secretary or treasurer (or any other officers) to give bond, it should be stated in the policy about additional duties of officers.
- Question** Why don't the bylaws still provide for the term of each officer? How do we know what their terms are now?
- Answer** Clubs may set officers terms at either one year or two years. Because this is something each club determines for itself – individualized to its own operations – it is now stated under club polices.
- Question** Where is the process for club elections? I don't see that article anymore.
- Answer** Each club must adopt a written process for nomination and election of club officers and directors. The basic requirements, simplified from the former text, are stated in the policy about club elections. The club may add requirements at its discretion (deadlines, special forms, nominating committee, etc) or as may be required by local law.
- Question** Do clubs still have to have an annual audit?
- Answer** Unless otherwise required by local law, clubs will be permitted to have an annual *examination* rather than *audit*. An audit must be conducted by a certified public accountant (CPA), while an examination may be conducted either by a qualified firm or by a qualified committee of the club.
- Question** Does the club membership have to approve everything the club charges members? I thought the club board did that?
- Answer** Both in the previous and new club bylaws, the club board only *recommends* the amounts for annual club dues, membership induction fee, and other charges; it is the club membership that *approves* these amounts. This is not changing.
- Question** Do club members still have to subscribe to the official publication? Why was that article eliminated?

**Answer** Members of Kiwanis clubs in the United States and Canada (other than those in French-speaking clubs) are required to subscribe to the official publication, as stated in the Kiwanis International Bylaws. However, because the provision does not apply to all clubs worldwide, it is not repeated in the club bylaws, which are the standards for all clubs. The former provision also required that clubs account for publication funds separately; that requirement has been eliminated.

**Question** I see that clubs only have to meet once each month now. But my club still wants to meet weekly or every other week. Can we still do that?

**Answer** Yes. Clubs may have regular membership meetings as often as desired and may still hold projects, fundraisers, committee meetings, planning meetings, etc, as often as desired or needed.

**Question** How often do club boards have to meet now?

**Answer** The new bylaws indicate that club boards should still meet “regularly,” but how often they meet (monthly, quarterly, or otherwise) is up to each club board.

*(Added March 12)*

**Question** I don't see the provision we used to have about long-term service projects. Is that no longer valid?

**Answer** As part of the new club bylaws, the previous clause regarding long-term service projects was eliminated. It is up to the club board to determine service projects. If a club board so wishes, it may either: (1) take a ‘straw vote’ (an informal poll) of the club membership before deciding on a long-term project; or (2) turn over the decision to the club membership via a formal vote. If a club wishes to continue to follow the former provision on long-term service projects, it can adopt the former provision under new Policy K – Special Vote Requirements.

**Question** Why did the rules about special club meetings change?

**Answer** The former provision about special club meetings did not state how much advance notice is required, which is important. Because special meetings are often called due to some urgent business or other time-sensitive issue, the new provision allows for short notice. If urgency is not needed, a longer period of notice can be provided. This allows a club to be responsive, should the need arise.



**Question** I see club boards can now meet and vote electronically. How does that work? Can we meet by email?

**Answer** Electronic meetings can be very helpful when urgent matters develop or if a quorum cannot be obtained at a regular face-to-face meeting. **Club boards may conduct business by any method allowed by law, where they are located.** In the U.S., check with your secretary of state's office. Outside the U.S., check with the proper governmental authority. Your district office also may be able to guide you regarding proper electronic meeting methods permissible in your area.

In the U.S., state law *usually* allows non-profit corporations to meet "by any method that allows all participants to simultaneously communicate with each other." The law *usually* recognizes audio- and video-conference calls and instant messaging as simultaneous, but email often does not qualify because there is some lag time in transmission that can cause confusion in the conversation. Email is a good tool for informal advance discussion of issues or it may be used if votes are needed in writing after an audio- or video-conference meeting, but email is not recommended as a means of conducting the actual meeting (and, indeed, may not be a legal means where the club is located). Instead, Kiwanis International suggests using an audio- or video-conference call for meetings that cannot be held face-to-face. (Internet clubs use some version of instant messaging).

**Question** What about the club membership? Can they meet and vote electronically too?

**Answer** Yes, Kiwanis International allows this **as long as the electronic method used for the club membership meeting is allowed by law, where the club is located.** The same factors noted above for club board meetings apply to electronic meetings of the club membership. Note that email meetings often are not permitted by state law in the U.S.

**Question** My club already has some policies we want to retain. Can we do that?

**Answer** Yes. Simply incorporate your club's existing policies into the policy section of the new Standard Form. For instance, if your club had a policy stating the amount of club dues, that would be captured in Policy A – Club Dues and Fees. An existing policy stating your club's standing committees would be captured in Policy I – Standing Committees. An existing club policy on a subject not covered in the new document could be added under Policy M – Additional Topics.

Note that Policy M – Additional Topics may be duplicated as many times as necessary to accommodate all club policies, making the club bylaws and policies the club's "one-stop shopping" place for nearly all club rules, with no need to consult other documents that may get lost or separated over time.

(Alternately, if your club has *numerous* additional policies, the club could place a note in Policy M saying something like “Other policies are kept on-file by the club.”)

**Question** What is the option for “special vote requirements” about? How does it work? Why would my club want to use it?

**Answer** This is meant to cover two types of situations:

1. If the club wishes to require a vote on something not specified in the bylaws or mandatory policies – for example, a vote of the membership before the club takes on a multi-year commitment – it should list it in the special vote requirements policy.
2. If the club wishes to require a greater or stronger vote on something than what is stated in the bylaws or mandatory policies, it should list that in the special vote requirements policy. Here are two examples:
  - Bylaws 3.4 requires a majority vote of the board to establish a standing committee. But maybe your club feels a *two-third vote* should be required. Since that is greater than a majority vote, it is permitted.
  - Bylaws 2.1 requires no less than a majority of the club board to admit new members. But maybe your club believes that should be a decision of the club *membership*. Because the club members have greater power than the club board, that is permitted.

Clubs cannot adopt a lesser vote than normally required, only a greater vote. The greater-vote requirement must first be adopted by each body it pertains to (the club board and/or the club membership), then stated in the policy on special vote requirements.

## OTHER QUESTIONS?

If you have any questions not addressed in this document, email them to Kiwanis International at [clubbylaws@kiwanis.org](mailto:clubbylaws@kiwanis.org) or [governance@kiwanis.org](mailto:governance@kiwanis.org), and we’ll send you a response.