

**The Carolinas District
of
Kiwanis International**

**District
BYLAWS**

**As Amended on August 24, 2013 and including Kiwanis
International House of Delegates Changes made on June 29, 2012**

The Carolinas District of Kiwanis International

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Article I. Definitions

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

~~ARTICLE I. II NAME AND TERRITORIAL LIMITS~~ Purpose and Structure

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

Section 2: The territorial limits of this district shall be confined to the states of North Carolina and South Carolina as agreed to with Kiwanis International. 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. OBJECTS~~ Section 3.

The objects of this district shall be:

- ~~a. To seek within the district and through the clubs of the district the attainment of the objects of Kiwanis International as set forth in the Constitution.~~
- ~~b. To increase the fellowship and cooperative effort of the clubs within the district.~~
- ~~c. To cooperate with Kiwanis International in building new clubs and membership in existing clubs, educating club members, and strengthening club services within the district.~~
- ~~d. To promote participation of clubs in the general objectives, programs, and policies of the district and Kiwanis International.~~

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

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

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

~~ARTICLE III. DIVISIONS AND REGIONS~~ Section 4

Section 1: The Carolinas District shall be apportioned group clubs into divisions and divisions into regions (8/23/08), ~~the number of which, their~~ The territorial limits (if any), ~~assignments of clubs, and the nomenclature of each~~ of the divisions and each regions (8/23/08) shall be ~~determined~~ defined by the District Board of Trustees in district policies.

~~ARTICLE IV. MEMBERSHIP~~

Section 1: Section 5. Every chartered Kiwanis Each club in this within the district boundaries and in good standing as defined by Kiwanis International shall be is 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~~

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~~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: Article X Sec. 2 District Life Member Status (8/28/10)~~

- a. Any Kiwanian holding active membership* with a club within the district may be granted district life member status by the district on a one-time payment of a fee of fifteen (15) times the annual District dues as prescribed herein and with approval of the district board of trustees.
- b. Upon a Kiwanians attaining the status of district life member, the member's club is thereby relieved of any further dues obligation to the district for that member. The financial obligations to said member's local club shall remain payable.
- c. District life member status shall be in force only during the time the member also is a member of an affiliated club within the district.
- ~~d. The quota of district life membership available in any administrative year shall be determined by the Board of Trustees of the district.~~

ARTICLE ~~V~~ III. OFFICERS

Section 1:

- a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, Secretary, and Treasurer (which may be held by one person), a Trustee for each Region (8/23/08), 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 officers to which they have respectively been elected followed by the term "designate."~~

- ~~b. The Executive Committee shall be the Governor, Governor Elect, Immediate Past Governor, Secretary, and Treasurer, and Administrative Secretary, who shall be a non-voting member. (8/23/08)~~
- c. No offices other than those of Secretary and Treasurer may be combined in one (1) person.
- d. After their election and before their assumption of office, all officers shall be known and designated by the titles of the officers to which they have respectively been elected followed by the term "designate."
- ~~e. If in any year the Immediate Past Governor ceases to be an active member* in a club of the district, the active member* who served as Governor most recently prior to the Immediate Past Governor shall automatically become the Immediate Past Governor.~~

~~Section 3. Section 2. Each district officer shall be an active member* in good standing in a club of the district. Each Lieutenant Governor shall be an active a member* in good standing in of a club in the division from which elected, and each Trustee shall be an active a member* in good standing in of a club in the region from which elected. (8/23/08) The Governor and Governor-elect shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International. (8/27/11)~~

~~Section 2: Section 3. 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. Initially, Trustees will be elected by region to serve staggered one, two, and three year terms as determined by the candidates in consultation with the Board of Trustees. Thereafter, Trustees will be elected for a term of three years.~~

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

- a. Each Lieutenant Governor shall serve for a term of one (1) year;
- b. Each Trustee shall serve for a term of three (3) years].
- c. All other officers shall serve a term of one (1) year, unless otherwise specified.

No person shall serve more than 5 consecutive years as a trustee or more than 4 consecutive years as a Lt.

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Governor. The time served by any person appointed by the district board to fill a vacancy shall not count for the purpose of this provision.

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

- a. Promote the Objects and objectives of Kiwanis International; 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 plans.**
- e. **Actively promote and support programs of emphasis by Kiwanis International, such as the service leadership programs (where applicable) and the global campaign for children.**
- f. **Attend all meetings required by the district.**
- g. **Whenever possible, all district officers are encouraged to attend the Kiwanis International convention.**

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

- a. ~~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 board.**
- c. Preside at all **district** 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 plans.**
- f. ~~Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the International Bylaws, the Kiwanis International Board Policies and Procedures, or the district bylaws.~~ (8/28/10) **Actively promote the Service Leadership Programs of Kiwanis International and assure proper supervision of those programs on a local, divisional, and district level.**

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

- a. Attend **all meetings required by Kiwanis International** ~~the training conferences for governors-elect~~ **including the Governors-Elect Education Conference and the International Convention.**
- b. Be responsible for the training of ~~district officers designate~~ **incoming lieutenant governors, district trustees, 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. ~~Carry out such other duties and responsibilities as are from time to time assigned by the District Board of Trustees.~~ **Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the International Bylaws, the Kiwanis International Board Policies and**

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~~Procedures, or the district bylaws. (8/28/10)~~

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

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

- a. **b.** Keep all records of the district.
- b. **a.** Assist the Governor and the District Board of Trustees in conducting the business 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 employees~~ **(if any)**.
- d. Submit to the proper officers, committees, or persons, all communications received from Kiwanis International, and cooperate with the Governor in forwarding all reports required by Kiwanis International.
- e. Attend and keep the minutes of the meetings of the District Board of Trustees and district conventions.
- f. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board of Trustees.
- ~~f. Attend all conventions of Kiwanis International, and if invited, attend meetings of the International Council.~~
- ~~g. Shall collect all funds due the district and shall promptly turn them over to the Treasurer, taking the Treasurer's receipt therefore and shall otherwise~~ 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 **parties**, the financial accounts, records, and books of the district and its sponsored organizations **service leadership programs (if any)**.
- ~~i. 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.~~
- ~~j. 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 **service leadership programs (if any)**.
- c. Make a report at the annual convention ~~and at other times as the Governor or the Board of Trustees may require.~~
- ~~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.~~
- ~~e. 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.~~

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- f. ~~Shall receive from the Secretary all funds paid to the district and shall deposit them in the official depository. G. Shall disburse said funds in the manner authorized by the Board of Trustees. H. The Treasurer's accounts and books shall at all times be open to the inspection of the Governor, the Board of Trustees, and any authorized auditor.~~

Section 10: The District Trustees have the further duties and responsibilities: (8/23/08)

- a. Perform the duties as a member of the District Board.
- b. (formerly letter c) Plan and preside at regional meetings and conferences under directions of the District Board.
- c. (formerly letter b) Assist the Governor and the Board of Trustees in the governance of the District.
- d. ~~Oversee~~ Provide support, direction, and training to the regional divisions in reaching the goals of the District, including evaluating and reporting regional progress to the Governor.
- e. Represent the Governor, and under the supervision of the Governor, supervise the executive work in their respective regions.
- f. ~~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.~~
- g. Support and serve as a strong mentor to the sitting Lieutenant Governors in their regions and assist them in their leadership positions.

Section 11: Lieutenant Governors have the further duties and responsibilities:

- a. ~~Assist the Governor in the work of the district.~~ Provide support and assistance to the clubs in their division.
- b. ~~Represent the Governor and, under the direction of the Governor, supervise the district executive work in their respective divisions.~~ Plan and preside at divisional meetings, under the discretion of the District Board.
- c. ~~Work with clubs in their division and assisting with local issues and promotion of district initiatives in the areas of membership growth, retention, and new club building.~~ (8/23/08) Assist the Governor and the district board in communicating and implementing the plans and goals of the district in their divisions.
- d. ~~Assist the Trustee in the work of the division and the region.~~ (8/23/08) Report to the Governor about the condition and activities of clubs within their divisions.
- e. ~~Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor, their Trustee (8/23/08), or District Board of Trustees.~~ Visit each club in the division as many times as required by the district.
- f. While serving as Lieutenant Governor-elect shall assure training of the incoming club officers.

Section 12. The Lieutenant Governors-elect, though lacking status as not District Officers, shall have the further duties and responsibilities:

- a. Understudy and assist Lieutenant Governors.
- b. Prepare themselves for assumption of the office of Lieutenant Governor.
- c. Perform other duties as may be assigned to them by the Governor, their Lieutenant Governor, their Trustee (8/23/08), or the District Board of Trustees.

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, ~~the most previous Governor preceding the immediate Past Governor (8/23/08)~~, Secretary, Treasurer, and ~~the~~ a Trustees for each region.(8/23/08).

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 supervision and control of the

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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 two (2) regular meetings during each administrative year, one of which shall be held prior to October 31 at such times and places designated by the Governor, and another in connection with the district convention at such time and place as shall be determined by the Board. If the first meeting shall be is held prior to October 1, any action taken shall become effective on October 1, unless specified otherwise.

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: Section 6. The District Secretary shall notify each member of the District Board of Trustees and the International (8/27/11) Executive Director of Kiwanis International in writing of the time, place, and date of any regular meeting at least three (3) weeks 10 days in advance and of any special meeting of the date of such meeting at least three (3) days in advance.

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

Section 7: Section 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 shall decide any question is required for all business, with the exception of those questions for which a greater proportion is specifically required unless otherwise provided in these Bylaws.

Section 8: Section 9. Within thirty (30) days after any special or regular District Board meeting of the District Board of Trustees, the District Secretary shall make a written report, as approved by the Governor, provide a draft of the meeting minutes or providing a synopsis of the actions taken or a summary of the actions taken and transmit the report to the International Executive Director (8/27/11) to Kiwanis International, and 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 publication the *Carolina Kiwanian* (8/18/07). be made available to the 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 STANDING and SPECIAL COMMITTEES

~~STANDING COMMITTEES: MEMBERSHIP, DUTIES AND RESPONSIBILITIES (8/26/06)~~

Section 1. The titles, structure, and duties of district standing committees shall be those defined by the Kiwanis International Board of Trustees in policies. The district may establish additional standing committees upon approval of the district house of delegates.

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

- a. **The Boys and Girls Homes of North Carolina at Lake Waccamaw, which shall study, devise, and suggest methods and means to assist the Home generally and for the Kiwanis Cottage specifically, in its mission to provide out-of-home child care for at-risk children in residential care, family foster care and emergency care placement, including educational, social, and spiritual development. It shall endeavor to inspire the clubs to an increasing participation in these activities, and shall make proposals to the club of**

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means whereby the purposes may be accomplished. (8/18/07)

- b. **Carolinas District Development:** The Carolinas District Development Committee shall direct the District's efforts in supporting candidates and in selecting the most appropriate time to nominate a candidate for the Kiwanis International Board of Trustees. The committee is composed of the current and past Kiwanis International board members from the Carolinas District, the six most recent past district governors, the Governor, the Governor-Elect, the Immediate Past Governor, the District Secretary, and the chairman.
- c. **Past Lieutenant Governors.** The Committee of Past Lieutenant Governors shall be composed of Past Lieutenant Governors who are active members of clubs within the district who have paid dues to the group. The Committee shall elect a President [*not a Chair?*], Secretary, and Treasurer from among its members. The committee shall provide guidance to the District Board on how to better communicate with, organize, inspire and lead new Lieutenant Governors. The Committee also may initiate subjects for consideration which further the aims of the District and of Kiwanis International. A summary of all committee meetings or topics considered shall be provided to each member of the committee and the District Board.

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

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

Section 5. The Governor shall appoint all committee chairs and members, subject to the approval of the District Board.

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

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

Previous Language on Committees in our bylaws:

Section 1: Generally, the Governor shall appoint standing and special committees and their chairs prior to October 1. All committee members serve at the pleasure of the Governor with the approval and consent of the Board of Trustees. A committee member shall be subject to removal by the Governor upon written notice to the member. Each standing committee shall at all times cooperate with the appropriate committee of Kiwanis International in promoting in the clubs of the district programs suggested by an international committee.

Section 2: Each standing and special committee, except the Committee of Past District Governors and the Committee of Past Lieutenant Governors, shall be composed of at least five (5) members and shall serve for a term of one (1) year. All Committees unless otherwise stated, shall begin their terms of office on October 1. A majority shall constitute a quorum of each committee.

Section 3: Special Committees may be appointed by the Governor and shall perform the duties assigned. Special committees serve at the pleasure of the Governor. Each committee shall be responsible to the Governor and shall make reports as he may direct.

Section 4: Service Leadership Programs Committee Information. The Governor-elect appoints the Committees on Aktion Club, Builders Club, Circle K, K-Kids, and Key Club. The Aktion Club, Builders Club, and K-Kids Committee shall be appointed by February 1, and the Key Club and Circle K Chairs shall be appointed by December 1, prior to their conventions. The terms of office of the Committee on Key Clubs and the Committee on Circle K Clubs shall begin at the conclusion of the respective district conventions and continue to the conclusion of the succeeding conventions or until their successors shall be duly selected and qualified. Any action taken by these committees between the date of appointment and October 1 shall

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be subject to the approval of the Governor and the Board of Trustees. Should there be a vacancy in these committees between the date of appointment and October 1, the Governor-elect will fill the vacancy. Between the period of October 1 and September 30 of the succeeding year for the Committee on Builders Club and between the period of October 1 and their district conventions, for the Committees on Key Club and Circle K, these committees shall serve at the pleasure of the Governor. The chairs of the Committees on Aktion Club, Builders Club, Circle K, K-Kids, and Key Club will be known as the District Administrator for Aktion Club, Builders Club, Circle K, K-Kids, and Key Club.

Section 5: *The basic committee structure shall include the following standing committees:*

- a. **Achievement:** *The Committee on Achievement shall encourage all Kiwanis clubs in the district to prepare and submit achievement reports in accordance with the rules formulated by Kiwanis International and shall select outstanding reports for appropriate recognition.*
- b. **Administration:** *The Committee on Administration shall recommend programs and procedures providing for the effective administrative functioning of clubs. Areas of concern include club meeting programs, music, interclub relations, fellowship, house and reception, as well as other areas, which the committee may deem pertinent. The Committee shall make suggestions to the club of means whereby more effective administration proposals may be implemented.*
- c. **Aktion Clubs:** *The Committee on Aktion Clubs shall assist Kiwanis clubs and divisions in establishing Aktion Clubs in conjunction with community agencies or organizations that serve the needs of people with disabilities and shall promote the concept of continuing and effective sponsorship by the sponsoring Kiwanis clubs.*
- d. **Boys and Girls Home of North Carolina at Lake Waccamaw:** *The Committee on The Boys and Girls Homes of North Carolina at Lake Waccamaw shall study, devise, and suggest methods and means to assist the Boys and Girls Home at Lake Waccamaw, for the Home generally and for the Kiwanis Cottage specifically, in its mission to provide out-of-home child care for at-risk children in residential care, family foster care and emergency care placement, including educational, social, and spiritual development. It shall endeavor to inspire the clubs to an increasing participation in these activities, and shall make proposals to the club of means whereby the purposes may be accomplished. (8/18/07)*
- e. **Builders Clubs:** *The Committee on Builders Clubs shall assist Kiwanis clubs in establishing Builders Clubs in middle/junior high schools and promote the concept of continuing and effective sponsorship by the sponsoring Kiwanis clubs.*
- f. **Carolinas District Development:** *The Carolinas District Development Committee shall direct the District's efforts in supporting candidates and in selecting the most appropriate time to nominate a candidate for the Kiwanis International Board of Trustees. The committee is composed of the current and past Kiwanis International board members from the Carolinas District, the six most recent past district governors, the Governor, the Governor-Elect, the Immediate Past Governor, the District Secretary, and the chairman.*
- g. **Circle K Clubs:** *The Committee on Circle K Clubs shall be responsible for the Circle K District organization's administrative functions in accordance with the Kiwanis District Board of Trustees and shall assist Kiwanis clubs in establishing Circle K Clubs in colleges and universities and promote the concept of continuing and effective sponsorship by the sponsoring Kiwanis clubs.*
- h. **Community Services:** *The Committee on Community Services shall study, devise and suggest methods and means whereby the clubs of the district can render effective community services. It shall inspire the clubs to an increasing participation in these activities, and shall make proposals to clubs of means whereby its purposes may be accomplished.*
- i. **Conventions and Conferences:** *The Committee on Conventions and Conferences shall assist the Board of Trustees in formulating the official program and order of business for the annual meetings, including midyear conference and district convention.*
- j. **Education and Club Development:** *The Committee on Education and Club Development shall assist the district leadership in developing meaningful educational and training experiences for all Kiwanians at district conventions and conferences, organize and/or promote operations and*

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leadership programs for incoming district and club officers, and promote continuing Kiwanis education within each club.

- k. Finance and Fund Raising:** *The Committee on Finance and Fund Raising shall prepare a budget of estimated income and expenditures for submission to the Board of Trustees, and shall submit recommendations on other subjects as requested by the Board of Trustees. The committee shall also recommend to clubs ideas for local fund raising activities.*
- l. Human and Spiritual Values:** *The Committee on Human and Spiritual Values shall encourage the clubs to cooperate on broad nondenominational lines with local religious leaders and groups in creating a greater public consciousness of the importance of religious and spiritual values, and shall urge each of the members of clubs in the district to support by precept and example the work of each member's own religion in each member's own community.*
- m. International Relations:** *The Committee on International Relations shall recommend methods of implementing objectives relating to the development of friendship between nations, and the increase in understanding by residents of one country of the way of life, problems, and aspirations of the people of other nations. It shall make proposals to the clubs of approved means by which its purposes may be accomplished.*
- n. Investments:** *The Investments Committee shall advise the District Board of Trustees on the management of the District's investments, including the Reserve Fund. The members of the committee shall represent the three Carolinas District Regions (Western NC, Eastern NC, and South Carolina).*
- o. Key Clubs:** *The Committee on Key Clubs shall be responsible for the proper carrying out of the Key Club District organization's administrative functions in accordance with the approval of the Kiwanis District Board of Trustees and shall assist Kiwanis clubs in establishing Key Clubs in high schools and promote the concept of continuing and effective sponsorship by the sponsoring Kiwanis clubs.*
- p. Kiwanis International Foundation:** *The Kiwanis International Foundation Committee shall promote the Foundation in raising money to support activities and programs to meet the principal needs of young children.*
- q. K-Kids:** *The Committee on K-Kids shall assist Kiwanis clubs in establishing K-Kids clubs in elementary schools and shall promote the concepts of continuing and effective sponsorship by the sponsoring Kiwanis clubs.*
- r. Major Emphasis Programs:** *The Committee on Major Emphasis Programs shall study, devise and suggest methods and means to the clubs to assist them in implementing the current Major Emphasis Program(s) of Kiwanis International. The Governor shall be given the option of naming the committee or committees on the Major Emphasis Programs in terms of the programs themselves.*
- s. Membership Growth and Orientation:** *The Committee on Membership Growth and Orientation shall cooperate with the clubs of this district in order to assist them: in maintaining an adequate membership of proper standards, in properly orienting and inducting new members, in utilizing all members, and in promoting the concept of regular attendance at club meetings.*
- t. New Club Building:** *The Committee on New Club Building shall study the opportunities for introducing Kiwanis into new communities located within the district, and shall stimulate and cooperate with chartered clubs of the district in their efforts to enlarge the field of Kiwanis service by the building of new clubs.*
- u. On To International Convention:** *The On To International Committee shall promote the Kiwanis International convention and encourage all clubs to register at least two delegates. The committee shall work with the district leadership to develop relevant promotional programs and materials that will lead to the successful achievement of the district's international convention attendance goals.*
- v. Past District Governors:** *The Committee of Past District Governors shall be composed of past district governors who are active members* of clubs within the district. The Immediate Past Governor will serve as the chair of the committee. The committee shall meet at the time of the*

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district convention and may hold other meetings at the call of the chair. The committee shall consider and report to the District Board of Trustees its conclusion on all matters referred to it. It shall initiate subjects for consideration and report to the Board its conclusions. A summary of its proceedings shall be provided to each member of the committee, and to the District Governor and District Secretary. The conference shall meet at the time of the district convention and may hold other meetings at the call of the chairperson.

- w. Past Lieutenant Governors.** *The Committee of Past Lieutenant Governors shall be composed of Past Lieutenant Governors who are active members* of clubs within the district. The Committee of Past Lieutenant Governors shall initiate subjects for consideration in order to further the aims of the District and of Kiwanis International. A summary of its proceedings shall be provided to each member of the committee, the Secretary, the District Governor and to the Governor-elect. A function of the committee is to evaluate each member's experience as Lieutenant Governor in order to offer suggestions and advice to the Governor-elect on how to better communicate with, organize, inspire and lead the Lieutenant Governors-elect when they assume their terms of office as Lieutenant Governors.*
- x. Public Relations and Marketing.** *The Committee on Public Relations and Marketing shall concern itself with the material and the media by which the public shall receive a true knowledge of the ideas, Objects, programs, and achievements of Kiwanis International and of the District and its clubs.*
- y. Resolutions and Bylaws.** *The Committee on Resolutions and Bylaws shall consider resolutions and bylaws submitted by Kiwanis International, the Board of Trustees of the district, or by a chartered club, when submitted to the chairman in writing, prior to the date of the annual district convention as prescribed in these bylaws (at least 60 days for amendments and at least 30 days for resolutions). The committee shall also have the authority to originate resolutions and to modify, combine, and edit all resolutions submitted to it. The committee shall examine the district bylaws and shall submit any recommendations concerning revisions thereof to the Board of Trustees, and shall cooperate with the Board in drafting proposed amendments authorized by the Board, and shall make a report on all properly proposed amendments to the bylaws to be acted upon by delegates at any district convention. The committee shall also cooperate with the Board in interpreting the spirit of the district bylaws and in securing the proper observance of obligations, standards, and practices there under, including the adjustment of any grievances. The membership of this committee shall consist of at least two past district officers, one of whom shall be a Past District Governor. The District Parliamentarian is a member of the committee.*
- z. Risk Management.** *The Committee on Risk Management shall learn and understand the contents of the Liability Risk Management Packet and serve as a resource for the clubs. It shall provide answers to basic questions and instruct the clubs on how to utilize the risk management materials provided; conduct workshops and training for the district (developed by Kiwanis International); and regularly communicate with the Kiwanis International Risk Manager regarding club activities and issues that arise; The chairman would attend the District Risk Manager Training provided by Kiwanis International. The chairperson should serve for three years and should have a background in property or casualty insurance, or experience as an insurance agent, insurance company employee, or attorney familiar with negligence and liability law, or be a person with a good business background (possibly a business owner or manager). Note: Chairperson is responsible to Kiwanis International in the committee's duties.*
- aa. Strategic Planning.** *The Strategic Planning Committee shall be responsible for the long range planning for the District. Members of the Strategic Planning Committee are made up of members of the Executive Committee.*
- bb. TAG (Together Achieving Growth) Team.** *The TAG Team, while not a committee, is a team of people in the district dedicated to membership growth. The Team will accomplish its goal through planning for district growth, training others to be on the team, expanding Kiwanis' reach by opening new clubs, rebuilding small clubs, encouraging clubs to invite new members, providing clubs with*

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tools for member retention and serving as marketing and public relations ambassadors to the district.

cc. Young Children: Priority One. *The Committee on Young Children: Priority One shall help clubs and divisions create service projects helping children prenatal through age five. The committee will educate club members on specific needs and projects develop and maintain relationships with other organizations that serve young children and their families, link clubs to these organizations so they can collaborate, and award or recognize effective projects.*

dd. Youth Services. *The Committee on Youth Services shall study, devise, and suggest methods and means to assist boys and girls to adjust themselves to their environment and become adapted to the social, economic, and moral demands which they may encounter and shall develop ways and means of assisting in the guidance of youth in the selection of proper and suitable vocations, as well as other areas which the committee may deem pertinent. It shall endeavor to inspire the clubs to an increasing participation in these activities, and shall make proposals to the club of means whereby the purposes may be accomplished.*

Section 6: Additional Committees. *Nothing shall preclude the right of the Governor to name any additional committees, under the provisions of Section 3 herein above, which would make it possible for the governor to give direct and effective leadership, through the committee structure, to the goals and objectives which he has determined for his year with the approval of the Board of Trustees.*

Section 7: *All other committees shall be appointed by the Governor-elect prior to October 1 and shall serve at the pleasure of the District Governor.*

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 Kiwanis International Board of Trustees, except that no district convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International unless approved by the Kiwanis International Board. In the event the annual convention of Kiwanis International is held within the geographic boundaries of a district, the district may hold its convention in conjunction with the Kiwanis International Convention; in such cases, district functions may not be held during general sessions of the International Convention. ~~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: 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 send (8/28/10) to notify each chartered club and to the International Executive Director (8/27/11) 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 any such 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 of Trustees 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 (8/28/10). All members of the Committee on Elections shall be delegates ~~or delegates-at-large~~.

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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 whom should be the club president and president-designate. To assure the proper representation, each chartered club may choose up to as well as nominate three (3) alternates delegates who may serve if any delegate is absent.

Section 8: The Club delegates and their alternates shall be active 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 and certified to the District Secretary duly authenticated by the club 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. However, the lieutenant governor or a past lieutenant governor from a club in good standing may each represent any club in good standing in their division not otherwise represented by three (3) delegates.

Section 7: Official delegates of a newly organized Kiwanis club shall be granted full privileges at district conventions after the charter has been approved by the Board of Trustees of Kiwanis International Board of Trustees, even if it has not been formally presented to such club. (8/28/10)

Section 98: The elected All officers of the Carolinas District, the District Secretary, the District Treasurer, all and Past District Governors of the district, and all Past Lieutenant Governors, and all Lt. Governors-Designate (8/18/07), who are active members* of a Kiwanis Club in the Carolinas District, shall be Delegates-at-Large to all district conventions. A delegate-at-large may elect to represent a club from the division of which he is a member, provided that three delegates do not otherwise represent the club, and provided that the club has duly elected the delegate at large to represent them.

Section 10: 9Each 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 any convention registration fee, if such is required.

Section 110: The shall be no voting by proxy or absentee ballot.

Section 11. The District Board of Trustees may establish a 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 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, or in his absence, the Immediate Past Governor, or in his absence, or a Trustee or a Lieutenant Governor, to act as chairperson the presiding officer.

Section 14: Delegates from at least one-third (1/3) of the district clubs shall constitute a quorum at any convention of the district shall comprise the official delegates present, and must represent not less than one-third (1/3) of the total number of clubs within the district. 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 of actions taken, as approved by the Governor, providing a synopsis of the actions taken and shall transmit the report to the International Executive Director (8/27/11) 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

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~~the next district publication, the *Carolina Kiwanian*. (8/18/07)~~ be made available to the clubs in the district.

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 notify Kiwanis International and the district clubs immediately and shall determine one of the following methods then establish procedures to transact any and all business that would normally was to be transacted by and at such 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. Such council shall be comprised of the Board and other persons having the status of delegates-at-large to all district conventions. reschedule the convention, if possible or, alternatively to call a meeting of all persons having the status of delegates-at-large at district conventions, a quorum of which shall be a majority.

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~~ARTICLE IX. CONVENTION PROCEDURE~~

~~Section 1:~~ Section 17. 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 agenda of the House of Delegates may be made from time to time by a majority vote of the delegates and delegates at large present and voting house.

~~Section 2:~~ Section 18 Resolutions

- ~~a.~~ All resolutions submitted **A club by majority vote of its active members or board, may propose resolutions to be considered at any convention of the district, provided they are submitted to the District Secretary not less than** thirty (30) **sixty (60)** days prior to the date of the district convention shall be referred to the Committee on Resolutions for its consideration and recommendation to the convention. No resolutions other than those so submitted or originated by the Committee on Resolutions shall be considered unless consideration is recommended by two-third (2/3) vote of the Board of Trustees. **Resolutions may also be proposed by the District Board.** Debate on resolutions shall not be in order until the Committee has reported them out 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. 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 other than those so submitted or originated by the Committee on Resolutions shall be considered unless **approved for** consideration is recommended by two-third (2/3) vote of the District Board of Trustees **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 convention, resolutions presented by the Committee on Resolutions, and all motions, except those which are "un-debatable" under the Rules of Convention and *Robert's Rules of Order Newly Revised*, may be debated on the floor of the convention, unless by a two thirds (2/3) vote the convention decides to dispose of them without 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. (8/28/10)

~~ARTICLE X. VII~~ NOMINATION AND ELECTION OF OFFICERS

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

Section 2. The District Secretary and the District Treasurer, who are to will assume office on October 1, shall be appointed by the Governor-designate subject to with the approval of the District Board of Trustees-designate.

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

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be as follows:

- a. The Governor-elect shall be the sole candidate for the office of Governor.
- b. All qualified candidates for the offices of Governor, Governor-elect, Trustee, and Lieutenant Governor (8/23/08) to be elected at the annual convention must submit written notice of candidacy to the District Secretary no later than the beginning of the first business convention session of the annual convention. At that session, the Secretary will make a report of the candidates giving such notice. All candidates for the office of Governor-Elect shall submit a signed agreement to Kiwanis International to fulfill their duties. (8/28/10)
- c. Each Qualified candidates for the office of governor and governor-elect also shall:
 - Submit a signed agreement to Kiwanis International to fulfill their duties of office.
 - Have a clear criminal history background check conducted and verified by Kiwanis International. (8/27/11)
- d. Prior to elections, the Secretary shall make a report of the qualified candidates to the House of Delegates.
- e. Nothing in this Article shall be construed as limiting the right to make further nominations of qualified candidates from the floor of the convention during the house of delegates session.
- f. A majority of all valid votes cast for each position shall be necessary for the election of the Governor, Governor-elect, Trustee, and Lieutenant Governor (8/23/08) each office elected at the convention. In the event that any ballot cast for Governor, Governor-elect, Trustee or Lieutenant Governor (8/23/08) does not show no nominee receives a majority of valid votes cast for any nominee for foregoing offices, the Governor shall designate a time and a place for further balloting for such office a new election shall take place immediately. Prior to the second ballot, with the nominee having receiving the lowest fewest number of votes on the first eliminated from the ballot. shall be dropped; and on each succeeding ballot, the same This procedure shall be followed until a one nominee shall have received a majority of all valid votes cast. The candidate for Governor and each candidate for Governor-elect may be nominated by any registered delegate, delegate at large or alternate in a single nominating speech of not longer than three (3) minutes duration. Immediately following the nominating speech there may be no more than two (2) seconding speeches of no longer than one (1) minute each.
- 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.
- h. There shall be no voting by proxy or absentee ballot. Cumulative voting shall not be permitted.

Section 4: Duties of Credentials Committee ~~on~~ and Elections Committee of the Governor and Governor-Elect (8/23/08)

- 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 club delegates and shall determine the seating of any delegates not previously certified by their club. Prior to 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 delegates.
- b. The Elections Committee ~~on Elections~~ shall have general charge of the election and of distributing and counting the all ballots. The Elections Committee ~~on Elections~~ shall report promptly to the convention the results of the all balloting. ~~and~~ The report shall be signed by a majority of the committee.

Section 4: Section 5. Election of Lieutenant Governor and Lieutenant Governor-elect

- a. The Lieutenant Governor of each division shall hold, not earlier than the first week of the administrative year and not later than the a conference at the annual district convention preceding the expiration of the Lieutenant Governor's term (8/23/08) 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 shall be designated by the Governor (8/23/08) Lieutenant Governor.

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Written notice shall be sent, not later than The president of each club in the division shall be notified at least ten (10) days prior to the conference meeting, to the president of each club in the division, and to all Past Governors and Past Lieutenant Governors of that division who are active members* of a club in the division. The personnel of the conference shall be the president, president designate (8/27/11) 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 current and Past Trustees, and Past Lieutenant Governors who are active members of a club of that 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, who are active members* of a club in the division and registered for the district convention. (8/27/11)

- b. Each club in good standing in the division is entitled to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members.
- c. The representatives present, Delegates representing not less than from at least a majority (8/28/10) of the clubs of 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 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 chairperson of the conference conduct the elections, unless he/she is a candidate for election. If the presiding officer or, if is absent or ineligible to serve, the immediate predecessor, and so on most recent past Lieutenant Governor present and willing shall serve, or, in the absence of a Past Lieutenant Governor, the conference meeting shall elect one of its members as chairperson a delegate to conduct the elections. The conference shall elect one of its numbers as secretary and such tellers as may be necessary.
- e. No person shall be submitted to the conference as considered a candidate for Lieutenant Governor or Lieutenant Governor-elect without the first providing consent of said person first being obtained. Each candidate for Lieutenant Governor shall give assurances of a willingness and ability and an agreement to carry out the duties and responsibilities of the office. of Lieutenant Governor, to attend the leadership education conferences held for his district, division and clubs as outlined by Kiwanis International, the Carolinas District and his or her divisions and to officially visit the clubs of the division.
- f. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations from the floor.
- g. Upon completion of organization as above outlined, the conference shall proceed to elect a Lieutenant Governor and a Lieutenant Governor elect. Nominations shall be closed by vote of the conference. Election shall be by secret ballot 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 with the nominee receiving the fewest number of votes shall be eliminated from the ballot. This procedure shall be followed until one (1) person receives a majority vote. In the event of a tie vote, the Lieutenant Governor shall be entitled to vote.
- h. 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, service, and experience in Kiwanis of a proposed candidate.
- i. The Lieutenant Governor presiding officer shall certify report the election results of the election immediately to the District Secretary and who shall report the results to Kiwanis International immediately following the conference.
- j. i. A Lieutenant Governor-elect is not a district officer.

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Section 3: Section 6 Election of Trustees (8/23/08)

- a. The Trustee for of each region will be elected at a regional conference of clubs at the district convention shall hold, not earlier than the first week of the administrative year and not later than the annual district convention preceding the expiration of the Trustee's term, a meeting to elect a new Trustee for the next term. The time and place of this conference meeting shall be designated by the Governor Trustee and will follow the division council meetings. Initially, the Governor will appoint a past district officer to preside at the conference. Thereafter, The president of each club in the region shall be notified at least thirty (30) days prior to the meeting. The personnel of the conference shall be the president, president designate (8/27/11), and immediate past president of each club in the division, or their duly elected alternates, the Lieutenant Governors of the divisions, and all Past Governors, current and Past Trustees, and Past Lieutenant Governors of the divisions who are active members* of a club in the division region and registered for the district convention as well as non-delegate club members. The Lieutenant Governors and Past Governors and Past Lieutenant Governors in attendance at the conference shall also be invited to the meeting and shall have the privilege of the floor without the right to vote except in the event of a tie vote, in which case the presiding Trustee as shown in Section 3a above (8/27/11) shall be entitled to vote but shall be without vote.
- b. Each club in good standing in the region is entitled 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 Delegates from at least 1/3 (one-third) of the clubs in the region (8/27/11) shall constitute a quorum at the conference, and each club shall have one (1) vote for each representative present and registered.
- d. The current Trustee will preside at the conference shall conduct the elections, unless he/she is a candidate for election, or If the current Trustee is absent or ineligible to serve, the Governor will designate the presider for the conference the most recent Past Trustee present and willing shall serve, or in the absence of a Past Trustee, the meeting shall elect a delegate to conduct the elections.
- e. No person shall be submitted to the conference as considered a candidate for Trustee without first providing the written consent of said person first being obtained. Each candidate shall give assurances of willingness and ability and an agreement to carry out the duties and responsibilities of the office of Trustee, as outlined in these Bylaws and Policies and Procedures manual as outlined by Kiwanis International and the Carolinas District. Nothing shall preclude additional nomination of qualified candidates from the floor.
- f. Upon completion of organization as above outlined, the conference shall proceed to elect a Trustee. Nominations of candidates who have submitted written notice to the District Secretary shall be made by any qualified personnel of the conference, followed by comments by the candidate. Nominations shall be closed by vote of the conference. Election shall be by secret ballot. 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 with the nominee receiving the fewest number of votes shall be eliminated from the ballot. This procedure shall be followed until one (1) person nominee receives a majority vote. In the event of a tie vote, the Lt. Governor presiding officer shall be entitled to vote.
- g. The conference shall elect one of its number as secretary and such tellers as may be necessary. The secretary for the conference will report the results of elections and other matters to the District Secretary. before the installation ceremony shall certify the results of the election to the Committee on Elections immediately following the conference. The presiding officer shall report the election results immediately to the District Secretary who shall report the results to Kiwanis

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

ARTICLE XI. VIII VACANCIES IN OFFICE

Section 1: In the event of a vacancy in the office of Governor, or Governor-Elect during an administrative year, the vacancy for the unexpired term shall be filled by a ~~two-thirds (2/3)~~ majority vote of the District Board of Trustees ~~(8/28/10)~~, the Board of Trustees shall elect the Governor-elect, from among the a Past Governors, a Trustee current or Past Trustees ~~(8/23/08)~~, or ~~one of the Lieutenant Governors~~ current or Past Lieutenant Governors who is an are active members* of a Kiwanis clubs 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 Trustees, Past Trustees, from the Lieutenant Governors or Past Lieutenant Governors who are active members* of Kiwanis clubs in the district. ~~(8/28/10)~~ 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 the office for the unexpired term. This appointment shall be subject to the approval of the District Board of Trustees at its next meeting. (8/28/10)

Section 4: In the event of a vacancy in the office of Lieutenant Governor or Trustee during an administrative year, 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, Governor the district shall notify the presidents clubs of in the affected division or region that a replacement Lieutenant Governor or Trustee may be elected by a conference of the division at a division or regional meeting to be held within ~~thirty (30)~~ sixty (60) days from the date of such vacancy. In the absence of a replacement being elected by a the division conference or region, the Governor shall appoint a qualified member of a chartered club in the same division or region to fill the office for the unexpired term, which appointment shall be subjected to the approval of elected by a majority vote of the District Board of Trustees at its next meeting.

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

Section 6: In the event that after a district officer's election and before October 1, any district officer-designate of disability or inability of a district officer is unable to serve for the year for which a district officer was elected, the District Board of Trustees designate for that said year shall proceed forthwith to elect the district officer's successor fill the position as a vacancy in the manner now provided for filling vacancies in as provided in these bylaws for such office during the administrative year. The Governor-designate shall give reasonable notice of the time and place of the election. In his absence or disability 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.

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Section 7: In the event that the Governor shall be is temporarily so incapacitated as to be 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 (8/28/10), the Governor elect, a qualified Past Governor, a Trustee current or Past Trustee (8/23/08) or one of the current or Past Lieutenant Governors or Past Lieutenant Governors, who is an active member* of a Kiwanis club in this 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 bylaws of Kiwanis International. If, after a period of sixty (60) days, it shall appear to the Board of Trustees that the Governor continues to be incapacitated and that the Governor is not able to resume the duties and responsibilities of his office, the Board of Trustees may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in such office as provided in these bylaws.

Section 8: In the event of a vacancy in the office of Trustee, the Governor will appoint a new trustee from the region or primary area of the vacancy until the next convention, where a new trustee will be elected to serve out the remaining term.

ARTICLE XII. IV REMOVAL DISCIPLINE OF OFFICERS

Section 1: Whenever the Governor concludes that any Lieutenant Governor, Trustee (8/23/08) District Secretary or District Treasurer is If a district officer is alleged by the Governor or two-thirds (2/3) of the District Board to be failing to perform the his/her duties of his office, 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. the Governor Written notice of the allegation, investigation and meeting shall be given that district to the accused officer immediate notice of his conclusion and shall call a meeting of the Board of Trustees to be held not less than three weeks thereafter to consider the facts and any reasons why the office shall not be declared vacant at least thirty (30) days prior to the meeting. The accused officer shall be permitted to attend the meeting and present a defense. In the event that the Board of Trustees shall find the alleged facts to be true If the allegations(s) is/are sustained, the Governor by no less than a 2/3 vote of the entire board, the office shall have the power to be declared the office vacant. If the Governor does so, the Board of Trustees shall proceed to elect a new officer to fill the vacancy provided that in the instance of the office of Lieutenant Governor the Lieutenant Governor elect shall be considered for appointment but in any event the new Lieutenant Governor shall be elected from the division in which the vacancy occurred and the new Trustee shall be elected from the region in which the vacancy occurred (8/23/08).

Section 2:

- a. Conduct unbecoming a member of the Kiwanis family” is defined in Kiwanis international Policy as any conduct that:
- is incompatible with the best interests of the public or of members of the Kiwanis family; or
 - tends to harm the standing of Kiwanis in the local or global community.

b. 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

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~~in these bylaws.~~ If an allegation of ‘conduct unbecoming a member of the Kiwanis family’ is made against a district officer, allegedly committed while he/she was engaged in his/her duties as a district officer, the governor shall immediately request from Kiwanis International a copy of the detailed procedures to be followed by the district and shall appoint a special investigator to investigate the matter. If an allegation is made against the governor, they shall be referred to the Kiwanis International President and Executive Director to be handled under the process for Kiwanis International Officers. If the investigation report concludes there is a reasonable basis for the allegation, the Governor shall notify the accused officer and refer the matter to the District Board to conduct a hearing to decide the matter. The Board shall then meet and report its decision whether the accused officer did or did not engage in ‘conduct unbecoming,’ and, based on that decision, the appropriate disciplinary action, as follows: counseling, a verbal or written reprimand, or suspension or removal from office.

- c. If either the accused officer or the Investigator believes some part of the investigation was faulty or the determination was incorrect, either party has the right to request in writing reconsideration by the Board. The Board’s decision on the matter shall be final.
- d. If, at any point during the ‘conduct unbecoming’ process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities.
- e. All materials, facts, and information related to the investigation, determination, and reconsideration (if any) shall be kept confidential at all times by any parties or persons involved in any part of the process.
- f. The district shall retain all official records on the matter (Allegation Report, Investigation Report, Hearing Record, Board Report, and Reconsideration Record if any) in a confidential file as long as required by applicable law, and shall send a copy to Kiwanis International, to be retained in a confidential file.

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

Section 4. Whenever a district officer is removed from office for reasons involving conduct unbecoming a ~~Kiwanian~~ 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. (8/27/11)

ARTICLE ~~XIV.~~ X REVENUE

Section 1: Each member club shall pay dues to the district for each ~~of its~~ active members, with the exception of district life members (8/28/10), the sum of \$30.00 per annum (8/27/11), which shall include the subscription price of the district publication, the *Carolina Kiwanian*, (8/18/07) and all district charges other than the registration fees paid by those in attendance as district conventions or conferences, payable annually as set forth in section 2. Fees are based upon the membership of the respective clubs as shown by the reports to Kiwanis International as of September 30 and shall be due annually on October 1 and payable by November 30.

Sec. 2 District Life Member Status (8/28/10)

- a. Any Kiwanian holding active membership* with a club within the district may be granted district life member status by the district on a one-time payment of a fee of fifteen (15) times the annual District dues as prescribed herein and with approval of the district board of trustees.
- b. Upon a Kiwanians attaining the status of district life member, the member’s club is thereby relieved of any further dues obligation to the district for that member. The financial obligations to said member’s local club shall remain payable.

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c. District life member status shall be in force only during the time the member also is a member of an affiliated club within the district.

~~d. The quota of district life membership available in any administrative year shall be determined by the Board of Trustees of the district.~~

~~Section 2 3: Annual dues payments, as required by Article VI, Section 10, of the International Bylaws, shall be due and payable as stated on their invoice from Kiwanis International.~~

District Dues Relief -- At the end of a given Kiwanis Year, if a club achieves a net growth greater than or equal to 25 percent of its official beginning membership figure, the club shall be relieved of any obligation to pay District dues for any club member over and above the club membership of the previous Kiwanis year. The financial obligations to said member's local club, the subscription to KIWANIS magazine, and the premium payable to defray the cost of insurance prescribed in the Kiwanis International bylaws shall remain payable. (8/18/07)

New clubs formed during the administrative year shall not pay district dues until the billing cycle for the next administrative year. (08/20/05)

Section 5 4: A 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 member was a former member of a Kiwanis International sponsored program. The financial obligations to said member's local club shall remain payable. (8/28/10)

Section 3 5: A fee for each new member 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. (8/28/10)

A club shall be relieved of any obligation to pay the new member add fee for any club member who was a former member of a Kiwanis International sponsored program. (8/28/10)

Section 4 6: The District may establish Registration fees for district ~~conventions and conferences~~ or other meetings, as established by the District Board of Trustees, shall also be paid to the district.

Section 6: No financial obligation shall be placed upon the clubs of the district other than those the revenues provided in this Article these bylaws shall be placed upon the clubs by the district except: or adopted

~~a. By a two-thirds (2/3) vote of the House of delegates at a convention; or~~

~~b. By 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.~~

ARTICLE XV. XI. 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 31, the District Board of Trustees shall approve a budget of estimated revenues and expenses for the year, including capital expenditures. Except as otherwise provided for in these bylaws, the budget shall be based upon membership fees identified in Article XIV, IX Section 1, and the most recent official district membership count provided by Kiwanis International. (08/24/02)

Section 3 2: Total disbursements in any year shall not exceed the gross amount of the budget adopted by the Board of Trustees in each year.

Section 3. The District shall have, under the management of the District Board, a Reserve Fund, which shall maintain a balance of not less than 80% of one year's operating budget. Annually, the District Board may allocate up to six percent (6%) of the Reserve Fund for district operations. Additional fund principal may be allocated by a two-thirds vote of the District Board if necessary to meet a financial shortfall due to a natural or man-made disaster beyond the district's control. Use of Reserve funds for other purposes requires prior

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approval by a majority vote of the delegate body at the annual district convention.

~~Section 4:~~ The ~~books of account~~ financial records of the district shall be ~~reviewed (8/28/10)~~ examined at least once each administrative at the end of each fiscal year by an independent auditing firm a qualified individual or company selected by the District Board of Trustees. The individual(s) should be qualified to perform such work in their respective jurisdiction. A copy of the ~~review (8/28/10) report~~ annual financial examination shall be sent to the ~~International Executive Director~~ of Kiwanis International by March 31 and to members of the ~~current District Board of Trustees~~ and shall be made available, upon request, to clubs and members in the district.

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

~~Section 6:~~ Section 5. 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.

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

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

~~Section 9:~~

Moving all in red to policy manual and adding section 3 above:

The assets of the District Reserve Fund are the result of surplus funds accumulated over the years from district operations. (8/24/13) It is a fund to provide self-insurance against a regional catastrophe either natural or man-made, which would undermine the financial integrity of the District.

The following provisions set forth the manner in which these assets will be protected, managed, and utilized.

- a. The assets should be prudently managed to provide for growth of capital utilizing a strategy employing high quality securities, which provide reasonable income. The investment management duties for the fund are delegated to professional investment management firms; provided, however, all investment decisions are to be made in conformance with prudent diversification standards and applicable prudent investor requirements of state law.
- b. Recognizing the impact of inflation, portfolio managers should make every effort to protect the purchasing power of these assets. It is important that the portfolio experience a measure of real asset growth over time. Total return is defined as the combination of price change and income received, and measurement of performance will emphasize total return. Specifically, it is an objective of the portfolio that the total return of the assets over time exceeds the rate of inflation in the same period by no less than 3%. There may be single years in which this return cannot be achieved because of market conditions. However, over a five-year period this should be a realistic expectation.
- c. Prior to the beginning of each fiscal year, the Investment Committee will inform the asset custodians of the budget requirements and the payment schedule required for that year. Each year transfers are to be made from the investment to operating funds in an aggregate amount equal to but not greater than 6% of the value of the total portfolio.
- d. The principal of the portfolio may be allocated by a two-thirds vote of the Board of Trustees for unusual operating expenditures only or to meet the financial shortfall as the result of a natural or man-made disaster, which necessitates cancellation of a District Convention. Unusual operating expenditures in this case refers to operating the Carolinas District office.
- e. The total District Reserve portfolio value should not fall below 80% of one year's operating budget. Use of these funds for purposes other than stated above must have the approval of the delegate body at the annual district convention. (8/24/13)

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- f. At the end of each administrative year the remaining district funds budgeted, but not obligated, will be communicated to the members of the Board of Trustees.(8/24/13)
- g. The Board of Trustees will approve the amount of funds transferred to the reserve fund from the previous administrative year no later than the midyear Board of Trustees meeting. The Investment Committee will review these objectives at least annually. In addition, the Investment Committee will receive a performance measurement report from the investment managers. This report will include, at a minimum, a time weighted rate of return, cash flow analysis and asset allocation percentages. (8/24/13)
- h. When the District Reserve balance falls below the 80% (Reserve Floor) for more than 60 days, then the Investment Committee Chair must provide such notice to the District Secretary. The District Secretary will then schedule an Executive Committee meeting to discuss and establish a solution to resolve this funding problem. (8/24/13)
- i. The Investment Committee will review the investment strategies of the District Reserve Portfolio at least annually. In addition, the Investment Committee will receive a performance measurement report from the investment managers. This report will include, at a minimum, a time weighted rate of return, cash flow analysis and asset allocation percentages.
- j. This amendment is effective upon adoption.

Section 10: Section 6. The district will comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.*

Section 11: Section 7: 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 PUBLICATION OF NON-GENDER MOVE TO POLICY MANUAL

Section 1: All publications from the Carolinas District shall be gender free and all officers serving the District shall be referred to by office held and not as he or she.

Section 2: The spouse of the officer, delegate, etc. shall always be referred to on forms and in literature as the "SPOUSE" of the officer or delegate.

Section 3: Article XVI shall be in effect as of August 15, 1993. All existing Kiwanis literature will not be subject to this amendment. All official publications produced after August 15, 1993 shall be gender neutral.

Section 4: When writing an article in the district publication (8/18/07), the Carolina Kiwanian, letters to officers, minutes of Board Meetings, etc., it shall be considered a sign of disrespect to not precede the officer's name without the prefix of the person.

ARTICLE XVII. CLUB CONTACT (8/26/06) MOVE TO POLICY MANUAL

Section 1: Before October 1, each club shall provide the District Office with the name, phone number, and email address of one of its members to serve as a club contact for the online directory and the club locator when other club contact information is not available.

ARTICLE XVIII. XIII OTHER AUTHORITIES

Section 1. The 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 will apply in this order of priority to determine such matters:

First Kiwanis International Bylaws (8/18/07)

Second Kiwanis International Policies and Procedures

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

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Fourth District Policies or Procedures

Fifth Roberts Rules of Order Newly Revised (latest edition)

~~ARTICLE XIX. 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 XX. XIV~~ AMENDMENTS

Section 1:

- a. ~~Amendments to these Bylaws, if in conformity with the Bylaws(8/18/07) of Kiwanis International (8/18/07), may be adopted by a two-thirds (2/3) vote of the delegates and delegates-at-large voting at any convention. The District Secretary shall receive proposed amendments, which shall be submitted only by A club in good standing~~ by a 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 or by the District Board of Trustees, at least 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 District Secretary shall send a copy of make available all proposed amendments to the secretary of each chartered club in the district not less than thirty (30) days prior to the date of the convention a copy of all proposed bylaw amendments
- c. Amendments to these bylaws may be adopted by two-thirds (2/3) of the valid votes cast by the delegates present and voting.

~~Section 2: These bylaws and any amendments to them shall be in conformity with the Kiwanis International Bylaws and the Standard Form for District Bylaws. Amendments previously verified by Kiwanis International to be in conformity may become effective immediately, unless a later effective date is specified upon adoption. If these Bylaws are in conflict Any amendments not in conformity with the Kiwanis International Bylaws(8/18/07), current or as amended in the future shall not become effective immediately until or unless approved by the Kiwanis International Board, the district shall amend these Bylaws to bring them into conformity with the Kiwanis International Bylaws. (8/18/07) Any questions regarding conformity shall be determined by the Kiwanis International Board.~~

Section 3. If the Kiwanis International Bylaws are amended in such a way that necessitates revisions to the Standard Form for District Bylaws the district board shall amend the district bylaws at the next regularly scheduled board meeting to reflect such revisions and shall inform clubs and members.

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

~~ARTICLE XXI. XV~~ SEVERABILITY

~~Section 1: In the event that any provisions of these Bylaws is held invalid, all other provisions shall remain in effect.~~

Article XVI INCORPORATION AND DISSOLUTION

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

Section 2. If the district ceases operations for any reason, the last district board will provide for

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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 XIII. PUBLIC ACTIVITIES~~ Article XVII General Provisions

~~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 the same affects no Kiwanis clubs outside the district.

~~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:~~ No action on any public question or proposed legislation shall be taken by the district until the question shall first have been submitted to the Committee on Citizenship Services and the recommendations of that committee have been received and considered by the District Board of Trustees.

~~Section 4:~~ Section 1. The district shall not be used in any way for political purposes, including propaganda, trying to influence legislation, or nor shall it as a district actively participating in a campaign for or against the political candidacy of any person any candidate for public office.

~~Section 5:~~ Notwithstanding Sections 1, 2, 3, and 4 above, no substantial part of the activities of the district shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the district shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. (08/20/05)

Section 2. The administrative and fiscal year of the district shall begin on be October 1 and terminate on the following - September 30.

~~ARTICLE XXII. APPROVAL OF KIWANIS INTERNATIONAL~~

~~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.

*The following were changed in the Carolinas District Bylaws due to the amendments passed by the International House of Delegates at the 2012 Convention in New Orleans:

- 1) All reference to senior membership was deleted.
- 2) Articles 10 and 11 of the Finance Section were added.