



Kiwanis®

Proposed Standard Form for Club Bylaws

More flexible, adaptable bylaws for Kiwanis' next 100 years

Even though Kiwanis will soon turn 100, we're looking to the future, not the past. With that in mind, a special multinational task force has proposed a new Standard Form for Club Bylaws with Kiwanis' *next* 100 years in mind.

The Standard Form for Club Bylaws states each club's agreement with Kiwanis International on basic standards to belong to the organization and to use the Kiwanis names and marks.

The current Standard Form often includes a high level of detail that, for the most part, probably is no longer helpful or necessary in modern society. The new proposal reduces the rules prescribed by Kiwanis International and provides greater flexibility and autonomy to clubs. It also simplifies the language, increases global applicability and applies to traditional and nontraditional clubs.

The Kiwanis International Board is sharing the new proposal for discussion purposes to learn what questions or concerns members may have before the board ultimately adopts the final wording later this year. We urge members to review the proposal on the following pages, which includes a summary of changes and frequently asked questions. Constructive comments may be sent to the Kiwanis International Office at bylawsspecialist@kiwanis.org.

There will also be two forums on this topic at the 2012 Kiwanis International convention.

Before the proposed new Standard Form can be adopted, some provisions of the Kiwanis International Bylaws first will have to be amended. The Kiwanis International council adopted some of these revisions in January 2012; other amendments will be considered at the 2012 Kiwanis International convention. You can view these at www.KiwanisOne.org/proposedclubbylaws.

We hope your club will take this opportunity to review the proposed club bylaws and give us your comments, *and* send two delegates to the 2012 Kiwanis International convention to vote on corresponding changes to the Kiwanis International bylaws. See you in New Orleans!

Contents:

- Summary of changes from the current club bylaws
- Standard Form for Club Bylaws (proposed text)
- Club policies to accompany the Standard Form (proposed text)
- Frequently asked questions about the new proposal



Kiwanis®

Proposed Standard Form for Club Bylaws

Summary of changes from the current club bylaws

Those notated with an asterisk () require a change to the Kiwanis International bylaws*

Name and Objects

- Adds a statement of the club's primary purpose.

Members

- Expands the classes of membership clubs may use. Clubs may now set their own membership classes.*
Note: Clubs may retain the traditional membership classes of senior and honorary, if desired, and/or may establish and use other types of club membership, if desired.
- Club membership rights will be based on good standing status, which is determined by each club in policy.*
- Eliminates the requirement for members to be at least age 18. Instead, the wording would now read "adult," being the age of legal majority, which may vary among nations.*
- Eliminates automatic suspension of members in arrears or not attending club functions. Clubs may set their own parameters instead for members in good standing.
- Eliminates explicit reference to holding membership in more than one club. Without specific prohibition, it is already permitted.
- Eliminates requirement for members to represent a cross section of occupations.
- Eliminates specific, required process for admitting new members. Clubs may adopt a policy stating their own process, if desired.*
- Provides a requirement that, when suspending or removing a member, two weeks advance notice of pending vote must be given to the member, who has the right to appear and present his/her case at the meeting.

Operations

- Broadens options for cancellation of a regular club meeting.*
- Provides that club members may meet and conduct business electronically, as needed.
- Reduces club meeting requirement to only once per month.
- Eliminates special provision for adoption of long-term service projects.
- Eliminates limit on time frame for club meetings.
- Eliminates which officers should attend the Kiwanis International and district (and federation) conventions and how delegates and alternates should be elected.
- Provides how special club meetings may be called (formerly undefined).

Officers

- Moves the option for clubs to designate additional positions not required by local law from bylaws to policy.
- Reduces required minimum number of club directors from five to three.
- Eliminates the statement that club secretary and/or treasurer *may* give bond. Clubs may still do this without an optional bylaw provision.
- Eliminates special provision to fill a vacancy in an *incoming* officer; instead, the regular election process applies.
- Makes the office(s) of vice-president(s) optional, since many clubs have none anyway. Correspondingly, president-elect and vice-president no longer may be combined, since there should not be need to do so.*
- Allows the immediate past president to fill a vacancy in the presidency.
- Reduces primary duties of each officer; additional duties may be defined in club policy.
- Moves officers terms (option to state one-year or two-year terms) into club policy.
- Extends timeframe for the annual club elections: now January 1 to May 15.
- Simplifies process for officer elections and moves most steps to policy, at the club's discretion.
- Revises selection of secretary so that, if not elected by club, he/she is appointed by President with approval of club board.
- Allows 60 days (rather than 30) to fill an officer or director vacancy.

Board of Directors

- Gives club boards the option to meet as frequently or infrequently as desired.
- Provides that the club board may meet and conduct business electronically, as needed.
- Provides that the club board may take no action in conflict with an action of the membership.
- Rephrases general duties of the club board.
- Allows club members to "rescind or amend" a board action directly, rather than asking the board to "reconsider."
- Provides 48 hours advance notice to call any special board meetings.

Discipline

- Streamlines text on 'conduct unbecoming a Kiwanian', yet retains current basic concepts.
- The special committee investigating 'conduct unbecoming' may not include club board members.
- Only fellow board members, not club members, may charge an officer with nonperformance of duties.
- Streamlines text on removal of an officer for nonperformance of duties.

Funds and Accounting

- Changes annual 'audit' to annual 'examination,' either by a club committee or an outside person or firm.
- Adds a Financial Review Committee in charge of the annual examination, which may not include any club officer or board member to avoid any conflict of interest.
- Any club charges to members (dues, fees, or other assessments) must be approved by the members.

- Club dues and fees (what clubs charge members) will be stated in club policy.
- Eliminates most provisions about obligations to K.I. and the district (reports, etc.), except prompt payment of financial obligations.
- Eliminates statement about subscription for the official publication, since: 1) it does not apply globally; 2) clubs usually don't separate the funds; and 3) subscription fees are collected by clubs as part of club dues.
- Eliminates specific provision that other revenue may be raised. Since this is not prohibited, it is allowed.
- Upon club dissolution, funds not otherwise designated by local laws will go to the Kiwanis International Foundation or the district foundation.

Bylaws and Policies

- Provides how clubs may add or revise club policies (by 2/3 vote of the club members).
- Removes some provisions from bylaws and put them in policies instead, for clubs to adopt only those relevant to their own operations and preferences. Topics include:
 - Club dues and fees (statement of them)
 - Members in good standing (statement of additional qualifications, if any)
 - Officers terms (statement of whether they shall be one or two years for each)
 - Additional officers duties (if any)
 - Officer election process (whatever that club wishes to follow)
 - Standing committees (if any)
 - Permanent club positions (if any)
 - Special items of business (if any)—those not covered in the bylaws (i.e., a long-term service project, etc.)
 - Financial review committee
 - Membership types

Other

- Adds a statement that clubs must, of course, comply with applicable laws in their areas.*
- Simplifies provisions on club committees. Standing committees will be defined in club policy; but the President may appoint additional committees, subject to board approval.
- Simplifies provisions about a club's involvement in legislation and political candidates.
- Eliminates Article XX about exceptions required by national laws, which was deemed ineffective.



Kiwanis®

Proposed Standard Form for Club Bylaws

Proposed text

ARTICLE 1. NAME and OBJECTS

- 1.1. This organization is "The Kiwanis Club of _____," which is a member of Kiwanis International and exists only by charter granted by Kiwanis International.
- 1.2. The primary purpose of this club is to improve the quality of life for children and families worldwide by adhering to the Objects of Kiwanis International, which are:
 - To give primacy to the human and spiritual, rather than to the material values of life.
 - To encourage the daily living of the Golden Rule in all human relationships.
 - To promote the adoption and application of higher social, business, and professional standards.
 - To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
 - To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build a better community.
 - To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

ARTICLE 2. MEMBERS

- 2.1. Adults of good character and good community standing may be admitted to membership in this club by invitation or by transfer from another Kiwanis club upon no less than a majority vote of the entire board.
- 2.2. Members in good standing are entitled to all rights and privileges of the club. To be in good standing, members are obligated to pay the dues and fees defined in club policy and comply with any other criteria stated in club policy.
- 2.3. Members not in good standing may be suspended or removed by no less than a majority vote of the entire board. At least fourteen (14) days previous notice of such pending action must be provided to the member. The member will have the right to appear to present his/her case to the board on or before the meeting at which action will be determined.
- 2.4. A member may resign by submitting written notice to the club. Any member who resigns or has been removed from club membership forfeits all interest in any club funds or property and all rights to use any Kiwanis marks.

ARTICLE 3. OPERATIONS

- 3.1 The administrative and fiscal year of this club is the same as Kiwanis International, which is October 1-September 30.
- 3.2 The board will determine the place, time, and frequency of regular club meetings, no less than once each month. Special club meetings may be called, and scheduled meetings may be cancelled or rescheduled, by a majority of the board or club members, provided at least 48 hours previous notice is given. Club members may meet and conduct business by any method that allows all participants to simultaneously communicate with each other. Participation constitutes attendance. Normal club meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.

- 3.3 One meeting each year between January 1 and May 15 will be designated as the annual meeting for club elections. At least 30 days previous notice of the annual meeting must be given to members.
- 3.4 This club will have a standing financial review committee as provided in Article 8 and club policy, and may have other standing committees as determined by a majority vote of the board and defined in club policy. The president may create and appoint additional committees as desired to carry-out club goals and activities, subject to approval by the board, with their purpose, term, and duties defined upon creation.
- 3.5 At least one-third (1/3) of the club members in good standing constitutes a quorum, and no less than a majority vote is required to approve all business unless otherwise stated in these bylaws or club policy. At least fourteen (14) days previous notice of any pending vote must be given to the members.
- 3.6 This club may host activities to inform club and community members about matters of public interest. However, this club will not express any opinion or take any action regarding any candidate, legislation, or other matters of a political nature.

ARTICLE 4. OFFICERS AND DIRECTORS

- 4.1. The officers will be a president, immediate past president, president-elect, treasurer, and secretary, and may also include one or more vice-presidents. *[Check if desired: ___ This club also has one (1) or more vice presidents, with duties defined in club policy.]* No offices may be combined except secretary and treasurer. This club will also have at least three (3) directors. This club may also have such other offices as may be required by the laws of local jurisdiction. The names, terms, and duties of such offices, as well as the processes for elections and filling of vacancies, will be included in relevant provisions of the club's bylaws and/or policies.
- 4.2. Officers' duties are as defined below and as may be additionally defined in club policy:
 - The president acts as the club's executive officer, presides at all meetings of the members and the board; and regularly reports to both groups.
 - The secretary keeps the club's records; promptly reports membership changes to Kiwanis International; keeps minutes of club and board meetings; files required reports (if any) with local, national, and other government authorities; and regularly reports to the members and board.
 - The treasurer handles and accounts for all club funds on authority of the board; maintains club financial records; and regularly reports to the members and board.
 - The president-elect, immediate past president, and vice president (if any), have duties as usually pertain to the office or as may be assigned by the president or board.
- 4.3. Directors have such duties as usually pertain to the office or as may be assigned by the president or board.

ARTICLE 5. ELECTIONS AND VACANCIES

- 5.1 Each officer and director (and nominees for same) must be a member in good standing with this club. Any qualified, consenting member may be nominated either in advance or from the floor, according to club policy.
- 5.2 The immediate past president is the most recent president willing and able to serve. The secretary will be *[check one: ___ appointed by the president and approved by the board -or- ___ elected by the membership]*. All other officers and directors, including the secretary unless he/she is appointed, will be elected at the club's annual meeting by a majority vote of the members, following a process defined in club policy.
- 5.3 The president, immediate past president, president-elect, treasurer, secretary, and vice president(s), (if any) will serve one-year or two-year terms as defined in club policy, beginning October 1 of each year. Directors may serve up to three-year terms, as defined in club policy, with each term beginning October 1 after election.
- 5.4 Vacancies will be filled as follows:
 - President: by *[check one: ___ the President-elect -or- ___ immediate past president -or- ___ the vice president (if any)]*.
 - Immediate past president: by the most recent president willing and able to serve.

- For all other officers and directors, new elections will be held within 60 days, provided at least fourteen (14) days previous notice of the meeting and nomination(s) is given to the members. However, if the secretary is appointed, the president will appoint someone to fill the vacancy, subject to approval by the board.

ARTICLE 6. BOARD OF DIRECTORS

- 6.1 The club board of directors (referred to in these bylaws as "board") consists of the president, immediate past president, president-elect, treasurer, secretary, vice president(s), (if any), and all directors, and such other positions as may be required by the laws of local jurisdiction.
- 6.2 The board has the following responsibilities:
- Provide general management of the club not otherwise delegated to the membership in these bylaws or club policy.
 - Assure the club complies with applicable governmental rules and regulations.
 - Determine the good-standing status of members in accordance with club policy.
 - Perform other duties as provided in these bylaws and club policy.
- 6.3 A majority of the members of the entire board constitutes a quorum, and a majority vote is required for all business unless otherwise stated in these bylaws or club policy.
- 6.4 The board will meet regularly at a designated place and time that it determines. The board may hold special meetings at the call of the president or a majority of the board, provided at least forty-eight (48) hours previous notice is given to board members of the date, time, place, and topic(s). The board may meet and conduct business by any method that allows all participants to simultaneously communicate with each other. Participation constitutes attendance. Normal board meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.
- 6.5 The board may take no action in conflict with an action of the membership. Other than disciplinary measures, an action of the board may be rescinded or amended by two-thirds (2/3) vote of the club members, provided at least fourteen (14) days previous notice is given to the members.

ARTICLE 7. DISCIPLINE

Note: A special Task Force on Conduct Unbecoming is reviewing the topic of conduct unbecoming. If additional revisions are recommended, they will be revised in this document and publicized to clubs and members.

- 7.1 If a member is accused of conduct unbecoming a member of the Kiwanis family, the allegation will be referred to a special committee appointed by the board which will not include board members. The committee will investigate and make a recommendation at a hearing before the board to be held within forty-five (45) days or as soon as reasonably possible. Written notice of the allegation(s) and pending investigation and hearing must be given to the accused member at least thirty (30) days prior to the hearing; the accused member will be permitted to attend the hearing and present a defense. Each allegation will be sustained by two-thirds (2/3) vote of the entire board. Disciplinary action, if warranted by separate two-thirds (2/3) vote of the board, may include a private warning, a public reprimand shared with club members and the district board, removal from office (if any), and/or suspension or removal from club membership. board action on the matter will be final.
- Conduct unbecoming a member of the Kiwanis family" is defined as any conduct that:
- a. is incompatible with the best interests of the public or of members of the Kiwanis family; -or-
 - b. tends or threatens to harm the standing or reputation of the Kiwanis family in the local or global community.
- 7.2 If an officer or director is alleged by the president or a majority of the board to be failing to perform his/her duties, the board will investigate the allegation and determine the matter at a hearing held within forty-five (45) days or as soon as reasonably possible. Written notice of the allegation, investigation, and hearing must be given to the accused member at least thirty (30) days prior to the hearing; the accused member will be permitted to attend the hearing and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire board, the position will be declared vacant.

ARTICLE 8. FUNDS and ACCOUNTING

- 8.1 Monies received for club service activities, regardless of source, may be used only for service activities. Separate accounting records must be maintained for service funds and administrative funds.
- 8.2 By October 15, the board will adopt separate budgets of estimated income and expenses for the administrative and service funds of the club.
- 8.3 The club's financial records will be examined annually by a financial review committee which will be composed of two (2) or more qualified members and which will not include any board members. The financial review committee will be determined as defined in club policy. The club's accounting records will be available for inspection by the committee and, upon request, by the president or board. The financial review committee will submit a written report to the board.
- 8.4 The board determines the official depository/ies of club funds and designates the person(s) authorized to pay club charges.
- 8.5 Club membership dues, fees, and other assessments must be approved by two-thirds (2/3) vote of the members, provided at least fourteen (14) days previous notice of the vote and proposed amount is given to the members.
- 8.6 The club board will provide for the prompt payment of all dues, fees, and other obligations to Kiwanis International and to its district and federation (if any).
- 8.7 If this club ceases operations for any reason, the club board will provide for proper distribution of club funds or other assets, in accordance with applicable law. Funds or assets not otherwise designated will be transmitted to the Kiwanis International Foundation or the district foundation.

ARTICLE 9. AUTHORITIES

- 9.1 This club's bylaws and policies will comply with all applicable laws in its local jurisdiction.
- 9.2 For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:
 - First—Kiwanis International bylaws;
 - Second—Kiwanis International policies and procedures;
 - Third—Federation bylaws (if any)
 - Fourth—District bylaws (if any)
 - Fifth—*Robert's Rules of Order Newly Revised* (latest edition)

ARTICLE 10. BYLAWS and POLICIES

- 10.1 This club will incorporate or register as required by law with the proper government authority(ies) within one (1) year from its charter date and maintain such incorporation or registration.
- 10.2 These bylaws will only be amended to comply with the Standard Form for Club Bylaws, as approved now or in the future by Kiwanis International. Amendments may be adopted by two-thirds (2/3) vote of the club members, provided at least fourteen (14) days previous notice is given to the members. These club bylaws and any amendments thereto are not effective unless approved by Kiwanis International.
- 10.3 If any provision of these bylaws is determined to be invalid, all other provisions still remain in effect.
- 10.4 This club shall consider and adopt the club policies required by Kiwanis International and may adopt other club policies that are not in contravention of the applicable laws, club bylaws, Kiwanis International bylaws, and district and federation bylaws (if any). Adoption of all club policies shall be by two-thirds (2/3) vote of the club members present and voting, provided at least fourteen (14) days previous notice is given to the members.

APPROVED BY CLUB:

Date Adopted: _____

President (name): _____

Signed: _____

Secretary (name): _____

Signed: _____

APPROVED BY KIWANIS INTERNATIONAL:

Date: _____

By (name): _____

Signed: _____

Proposed Standard Form for Club Bylaws

Club policies to accompany the Standard Form (proposed text)

CLUB POLICIES

KIWANIS CLUB OF _____

NOTE TO CLUB: The club bylaws provide that club policies may be adopted and amended by two-thirds (2/3) vote of the club members, provided at least fourteen (14) days previous notice is given to the members. Policies are meant to help the club define and locate matters of operation specific to itself only (that is, they apply to no other Kiwanis club).

Mandatory Policies: Policies A, B, C, and D must be considered and adopted by the club and submitted to Kiwanis International for approval with the club's bylaws.

Optional Policies: Other policies are listed for consideration only, but are not mandatory and may or may not be adopted, at the club's discretion. The club also may add policies on other matters, provided they are not in contravention of applicable laws, club bylaws, Kiwanis International bylaws, and district and federation bylaws (if any). For instance, your club may set a vote higher than the stated minimum on a certain topic, but not lower. Optional policies do not require approval by Kiwanis International.

Mandatory Club Policies

A. CLUBS DUES AND FEES: Members will pay the following financial obligations to the club:

Note: Use this policy to state the current amount of dues and other fees (if any) for your club.

1. Dues amount: _____
2. New member add fee amount: _____
3. Other amounts, if any _____: _____

Note: These amounts will include the current Kiwanis International dues and fees and district/federation dues and fees.

Note: If new members are alumni of service leadership programs, clubs should not charge them for K.I. dues for two years after joining the club.

B. MEMBERS IN GOOD STANDING: A member is not considered in good standing with the club if he/she:

Note: This policy provides uniform definition of 'member in good standing' for all members of the same club.

1. Is more than [check one: ___ months -or- _____ amount in arrears on dues or fees owed by that member.

2. *Optional:* Other requirement(s): _____.
Note: This is where your club may list requirements, if any, which are not related to dues or fees. However, be cautious about listing other requirements, which must be enforced uniformly among all members.

C. OFFICERS AND DIRECTORS TERMS: Officers and directors terms are as follows:

Note: Choose the appropriate number of years as the term for each officer or set of officers.

1. President, president-elect, immediate past president, and secretary (since appointed by the president):
[check one] __1 year -or- __2 years.
2. Secretary: *[check one]* __1 year -or- __2 years. *Note: If appointed by the president, the secretary should have the same length of term.*
3. Treasurer: *[check one]* __1 year -or- __2 years
4. Vice-president (if any): *[check one]* __1 year -or- __2 years
5. All directors: *[check one]* __1 year -or- __2 years -or- __3 years. *Note: If either 2- or 3-year terms are chosen, the directors will be elected so that only one-half or one-third of the terms are elected each year.*

D. OFFICERS AND DIRECTORS ELECTION PROCESS: The election process for this club is as follows:

Note: Each club must adopt a written process for nomination and election of club officers and directors.

The following process is recommended, but may be adjusted at the club's discretion.

1. Volunteers will be appointed to prepare the ballot, count the votes, and certify the results.
2. Nominations may be made in advance or from the floor during the annual meeting, with the consent of those nominated.
3. Cumulative voting is not allowed. Absentee ballots *[check one: __are -or- __are not]* allowed. Proxy ballots *[check one: __are -or- __are not]* allowed.
4. Ballots are only necessary when there are more nominees for an office than offices to be filled. If any ballot does not reflect a majority for one nominee, the nominee receiving the fewest votes will be dropped and a new vote taken for the remaining nominees; the same process will be followed until one nominee receives a majority of the votes. If there are more nominees for directors than offices to be filled, those receiving the highest number of votes will be declared elected without additional voting.
5. The club secretary will certify the election results to Kiwanis International (and to the district and federation, if any).
6. If the club secretary is not elected, he/she will be appointed within one (1) week after elections are held.
7. Incoming officers and directors are referred to as "-designate" (examples: president-elect-designate, secretary-designate, etc).
8. Electronic balloting is permitted for club elections. Secure website balloting is recommended to ensure privacy and accuracy. Consult Kiwanis International for guidelines.

E. FINANCIAL REVIEW COMMITTEE: This club will have a standing financial review committee with members determined by vote of the *[check one]* ____ club board or ____ club membership.

Committee members' terms shall be for one year each, October 1 – September 30. It is recommended that committee members have staggered terms and that no person serve more than three (3) consecutive terms. Your club may engage a private individual or firm to conduct its annual financial review, in which case, the role of the financial review committee is to assist this person or company.

Note: An annual review of financial records should include, but not be limited to, bank reconciliations, income, disbursements, budgets, balance sheets and income and expense statements for both the administrative and service accounts, budgets, and any other financial records or reports of the club.

APPROVED BY CLUB:

Date adopted: _____

President (name): _____

Signed: _____

Secretary (name): _____

Signed: _____

APPROVED BY KIWANIS INTERNATIONAL:

Date: _____

By (name): _____

Signed: _____

Optional Club Policies

F. MEMBERSHIP TYPES: *In addition to active (regular) members, this club shall have the following types of memberships available with the stated criteria, benefits, and/or restrictions for each.*

***Note to club: Use this policy to state any types of membership the club may establish other than active. Adoption of new types of membership requires a 3/4 vote of the club membership. Be aware that the only membership type recognized by Kiwanis International for dues, voting, or any other purposes is active (regular) membership and that full dues and fees must be paid by the club to Kiwanis International and the district (and federation, if any) for all members, regardless of any discounts the club may grant for some membership types. Clubs are urged to use caution and thorough advance consideration before adopting any special types of membership.*

1. Membership type (name): _____

Special criteria: _____

Special benefits: _____

Restriction of club privileges: _____

(Repeat the lines above for any additional types of membership.)

G. ADDITIONAL OFFICERS DUTIES: Officers' duties, other than those defined in the club bylaws, are as follows:

Note: Additional duties are not required, but may be added at the club's discretion.

1. President: _____

2. President-elect: _____

3. Immediate past president: _____

4. Secretary: _____

5. Treasurer: _____

6. Vice president (if any): _____

7. Directors: _____

H. STANDING COMMITTEES: Other than the mandatory financial review committee stated in Policy D, this club also has the following standing committees:

Note: List all relevant committees. Kiwanis International recommends each club have standing committees on Membership (covers growth, retention, education, and public relations); Programs (covers club meetings and special events); and Service and Fundraising (also covers community services, service leadership program, and the Kiwanis International global campaign for children). These topics may be divided into separate committees.

1. Committee name: _____ Term: ___ year(s)

Purpose: _____

Duties: _____

and such other duties as may be assigned by the board.

2. Committee name: _____ Term: ___ year(s)
Purpose: _____
Duties: _____

and such other duties as may be assigned by the board.

I. **OTHER CLUB POSITIONS:** In addition to officers and directors specified in the bylaws and standing committees stated above, this club has the following other positions (such as administrative secretary, assistant treasurer, etc):
Note: If the club does not want any additional positions, omit this policy.

1. Position: _____ Term: ___ year(s)
Duties: _____
Who appoints or elect the position: _____

J. **SPECIAL VOTE REQUIREMENTS:** The vote required for particular types of business not covered in the club bylaws is as follows:

Note: Whenever a vote is stated in the bylaws as 'no less than' a certain vote of the club board, such vote may be taken from among the club members instead, which have greater power than the club board. However, those should be included in this policy.

Note: If the club does not have items that require greater vote or any special business items of business not covered in the club bylaws, omit this policy.

1. Type of business: _____]
requires [check one: ___majority -or- ___two-thirds -or- _____] vote of the club [check one ___board -or- ___members] upon [add number] _____ days previous notice

2. Type of business: _____]
requires [check one: ___majority -or- ___two-thirds -or- _____] vote of the club [check one ___board -or- ___members] upon [add number] _____ days previous notice

APPROVED BY CLUB:

Date adopted: _____

President (name): _____

Signed: _____

Secretary (name): _____

Signed: _____

NOTE: Because clubs are not required to adopt any optional club policies, approval by Kiwanis International is not required.



Kiwanis®

Proposed new Standard Form for Club Bylaws

Frequently Asked Questions (FAQ)

- Question** Why is Kiwanis changing the club bylaws? What are the advantages?
- Answer** The current Standard Form for Club Bylaws often includes a high level of detail that, for the most part, probably is no longer helpful or necessary in modern society. The club bylaws were reviewed and revised with the following goals: simplification, fewer restrictions, greater flexibility, and global applicability. They also had to remain relevant to both traditional and nontraditional clubs. We recommend every club review the new proposal and consider how you might make the best use of these more flexible rules to extend Kiwanis service and fellowship opportunities in your communities.
- Question** Does the House of Delegates have to approve the Standard Form for Club Bylaws?
- Answer** No. The Kiwanis International Bylaws give the Kiwanis International Board authority over the club bylaws. The club bylaws reflect any provisions from the International Bylaws related to clubs, as well as additional sound practices for Kiwanis club operations.
- Question** Have these new bylaws been adopted yet? Are they effective now?
- Answer** The answer to both is no. Right now, the Kiwanis International Board is asking for response and input to the proposed text. Depending on the response, adjustments may be made.
- Question** When will these proposed bylaws be final? What is the process?
- Answer** It's anticipated that a final version will be adopted by the Kiwanis International Board by October 2012, perhaps sooner, depending on responses. The final version will then be shared with clubs and members in several ways. A downloadable version will be available on the Kiwanis website for clubs to complete, adopt, and submit. All clubs will be urged to adopt the new bylaws sometime during the 2012-13 administrative year.

- Question** Should my club adopt the new proposed bylaws now?
- Answer** Clubs should not adopt these bylaws yet since they are only a proposal at this point and could be revised further before final approval by the Kiwanis International Board.
- Question** Do we have to adopt these new bylaws?
- Answer** Yes. The Kiwanis International Bylaws state that all clubs must continue to conform to the accepted standards for clubs (Art. VII, Sec. 2a). Those standards are captured in the Standard Form for Club Bylaws, as revised from time to time by the Kiwanis International Board. All clubs are expected to comply with the provisions of the *current* Standard Form at any given time.
- Question** We want to continue to operate as we do now. Can we do that?
- Answer** Yes. Ninety-nine percent of the proposed changes simply broaden a club's options.
- Question** What club operations are different under the new proposal?
- Answer** The only differences are these:
- Suspension of a member will require the same vote needed to admit or remove a member (2/3 vote).
 - Other positions like administrative secretary or assistant treasurer will no longer be club officers, because the [main] secretary or treasurer represents those functions on the club board.
 - If the club secretary is appointed, the club president recommends the appointment. Board approval is still required.
 - A standing financial review committee will conduct or oversee the club's annual examination of financial records. This committee may not include any club officer or board member, minimizing possible conflicts of interest.
 - Only board members may charge an officer or director with nonperformance of duties.
- Question** What are club policies?
- Answer** *Bylaws* are each club's agreement with Kiwanis International on basic standards to belong to the organization. By adhering to these standards, clubs are allowed to use the Kiwanis names and marks. *Policies* are aspects that may be personalized by each club. Bylaws and policies complement each other, working together as a whole.

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

Answer Actually, Kiwanis International has been advising individual clubs for years to put policies in place that would address their particular needs, such as the desire to require certain standing committees, to require specific duties for some officers, to state the amount of club dues. However, most clubs have not had policies in the past and some don't understand how to adopt them or how to use them. These new bylaws and policies provide clearer guidance for clubs, while adding a greater level of flexibility.

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

Answer Some provisions in the new bylaws are not complete without additional definition, defined by the club, that must be stated in club policy; those are the mandatory policies. The optional policies cover aspects that clubs may want to consider, but are not required to adopt.

Mandatory policies carry out basic provisions of the club bylaws:

- Club dues and fees amounts
- Criteria for members to be in good standing
- Terms of officers and directors
- Composition of financial review committee
- Details of the club election process

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

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

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

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

Question Can my club adopt anything they want in policies?

Answer A club may adopt policies on various matters, *provided they do not conflict with applicable local laws, club bylaws, Kiwanis International bylaws, and district and federation bylaws (if any)*. Policies are meant to provide clear rules or guidelines on how the club handles certain matters; they should not be adopted as reactionary measures to deal with exceptional matters or one-time concerns. Club policies

must have the approval of two-thirds of the club members, showing a high level of consensus. If a club has questions about the appropriateness or validity of a proposed policy, contact Kiwanis International for assistance.

Question Since Kiwanis is reducing the required number of club directors from five to three, does that mean clubs can now have just three people on their boards?

Answer No. This change only reduces the number on the club board by two people. Each club must still have all the required officers and at least three directors, so the minimum size of a club board is seven members (if the secretary and treasurer are combined), whereas it was nine.

Question Our club likes the application and admission process Kiwanis has been using for new members. Can we still use it?

Answer Yes. The basic concepts for application and admission of new members remain the same. They are still admitted by transfer or invitation only and must be approved by at least the club board (or may be approved by the club membership, if preferred). The only thing changing is that each club may now determine and use whatever particular *process* works best for its members, whether that is the formerly-stated process or something else.

Question Can my club now admit members who are younger than age 18?

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

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

Answer The term 'member in good standing' has never been formally defined in Kiwanis. It has been informally interpreted that a member is in good standing if he/she pays his/her club dues within two months. However, clubs have varying payment deadlines. Also, some clubs have strict attendance requirements, while others have virtually no attendance rules. Under the new proposal, each club will be allowed to set its own standards for member in good standing.

Question Why is Kiwanis International only recognizing active members now, not senior or honorary?

Answer It is a long-standing misconception that Kiwanis International recognizes anything other than active members. Kiwanis International historically has counted only dues-paying members as club members, without dividing the count between active vs. senior. Honorary members, because they do not pay dues, have not been counted as members; they are essentially just magazine

subscriptions. Only the club itself recognizes or bestows benefits for any type of membership other than active. Clubs may still have those classes or may establish others. But Kiwanis International still will count only dues-paying members, and they will be counted as active members.

Question We have several senior or honorary members. Do they now have to become active members?

Answer Individual clubs may retain the senior and honorary membership designations, if they wish, but clubs will no longer be limited to just those two types. Clubs may define and use other membership types as well, as best suits their individual needs. (Also, see answer above.)

Question Do senior and honorary members now have to pay dues?

Answer Clubs have always been required to pay dues to Kiwanis International and the district (and federation, if any) for senior members. It has been up to the club whether or not they charge senior members for club dues or meals charges, etc. Clubs have never had to pay regular dues for honorary members; only the cost of a magazine subscriptions. All of these points still apply under the proposed new bylaws, so nothing has changed in this regard.

Question Can my club establish a membership type that does not pay dues to Kiwanis International or the district?

Answer Yes and no. Remember: Clubs must pay dues to Kiwanis International and its district for each active member, and all members are considered by Kiwanis International to be active members. Your club may choose to not charge a member for International or district dues; however, your club still will be responsible to pay those costs. So, technically, yes, you can – but realistically, no, it's not practicable.

Question Is Kiwanis International also eliminating life members?

Answer No. The life member designation remains the same. Technically, life member is a dues status designation, not a membership class. Club members still may become a life member of Kiwanis International by paying 15 times the amount of International dues in effect at any given time.

Question Can members still belong to more than one Kiwanis club?

Answer Yes. (And, as in the past, Kiwanians also may be a member of both Kiwanis and other service organizations.)

- Question** We feel our club needs a vice president. Can we still have one?
- Answer** Yes, clubs may still have one or more vice presidents. It is no longer a requirement, but still an option.
- Question** Is it true we can no longer combine the offices of president-elect and vice president? Why not?
- Answer** Since a vice president is no longer required, a club would only need to have a vice president if it has a specific role for that officer, separate from the role of president-elect. If the two officers do have distinct roles, the two offices should not be combined. If they do not have distinct roles, there is no need to have both. So the option to combine them is no longer relevant.
- Question** Do the club secretary and treasurer still have to give bond? If we want our secretary or treasurer to give bond, how do we do that?
- Answer** A bond is a way to provide assurance that a person responsible for club funds, property, or records will take proper care of them. It has never been a requirement for those officers to give bond; it has always been an option—and it still is. If a club would like the secretary or treasurer (or any other officers) to give bond, it should be stated in policies under additional duties of officers.
- Question** Why don't the bylaws still provide for the term of each officer? How do we know what their terms are now?
- Answer** Kiwanis International recently gave clubs the option to set officers terms at either one year or two years. Because this is something each club determines for itself – individualized to its own operations – it is now stated under the mandatory club policies.
- Question** Where is the process for club elections? I don't see that article anymore.
- Answer** Each club must adopt a written process for nomination and election of club officers and directors. A recommended process, simplified from the former text, is stated in the mandatory club policies section. The policy may be adjusted as required by local law or at the club's discretion.
- Question** Do clubs still have to have an annual audit?
- Answer** Unless otherwise required by local law, clubs will be permitted to have an annual *examination* rather than *audit*. An audit must be conducted by a certified public accountant (CPA), while an examination may be conducted by a committee of the club.

- Question** Does the club membership have to approve everything charged to members by the club? I thought the club board did that?
- Answer** Both in the past and as proposed, the club board only *recommends* the amounts for annual club dues, membership induction fee, and any other charges; it is the club membership that approves these amounts. This is not changing.
- Question** Do club members still have to subscribe to the official publication? Why was that article eliminated?
- Answer** Members of Kiwanis clubs in the United States and Canada (other than those in French-speaking clubs) are required to subscribe to the official publication, as stated in the Kiwanis International Bylaws. However, because the provision does not apply to all clubs worldwide, it is not repeated in the club bylaws, which are the standards for all clubs. The former provision required that clubs account for publication funds separately; that requirement has been eliminated.
- Question** I see that clubs only have to meet once each month now. But my club still wants to meet weekly/every other week. Can we still do that?
- Answer** Yes. Clubs may have regular membership meetings as often as weekly or as little as once-per-month. Clubs may still hold projects, fundraisers, committee meetings, planning meetings, etc, as often as desired or needed.
- Question** How often do club boards have to meet now?
- Answer** Under the new proposal, club boards must meet quarterly, but they may meet more frequently, if desired.
- Question** Why is there a new provision about special club meetings?
- Answer** Whenever special meetings are allowed, the provision also should include how much minimum advance notice is required. This was missing in the past, but has been corrected now. Because special meetings are often called due to some urgent business or other time-sensitive issue, the new provision allows for short notice. If urgency is not needed, a longer period of notice can be provided. This allows a club to be responsive, should the need arise.
- Question** I see club boards can now meet and vote electronically. How does that work? Can we meet by email?
- Answer** Electronic meetings can be very helpful when urgent matters develop or if a quorum cannot be obtained at a regular face-to-face meeting. Club boards may

conduct business by any method allowed by law, where they are located. In the U.S., state law usually says “by any method that allows all participants to simultaneously communicate with each other.” The law usually recognizes audio- and video-conference calls as simultaneous, and sometimes instant messaging, but email often does not qualify because there is some lag time in transmission. Email is a good tool for advance discussion of issues, or it may be used if votes are needed in writing after the meeting, but email is not recommended as a means of conducting the actual meeting. Instead, use an audio- or video-conference call. (Internet clubs use some version of instant messaging). In the U.S., check with your secretary of state’s office. Outside the U.S., check with the proper governmental authority. Your district office also may be able to guide you regarding proper electronic meeting methods in your area.

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

Answer Yes, they may. The same factors noted above for club board meetings apply to electronic meetings of the club membership. Not that email meetings are not permitted.

Other questions?

If you have any questions not addressed above, email them to Kiwanis International at bylawsspecialist@kiwanis.org, and we’ll send you a response. This document will be updated occasionally based on questions we receive, so check back for new information.