

# BYLAWS OF THE CALIFORNIA-NEVADA-HAWAII DISTRICT OF KIWANIS INTERNATIONAL

## ARTICLE I. NAME AND TERRITORIAL LIMITS

**Section 1.** The name of this organization shall be the California-Nevada-Hawaii District of Kiwanis International.

**Section 2.** The territorial limits of this District shall be confined to the States of California, Nevada and Hawaii. 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 1.** 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 Kiwanis International Bylaws.
- b. To increase the fellowship and cooperative effort of 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.

## ARTICLE III. DIVISIONS AND REGIONS

**Section 1.** The territory of this District shall be divided into as many divisions and regions as the District Board of Trustees deems necessary from time to time.

**Section 2.** The territorial limits of these divisions and regions shall be such as delineated from time to time by the District Board of Trustees.

## ARTICLE IV. MEMBERSHIP AND DEFINITIONS

**Section 1.** Every chartered Kiwanis club in this District shall be a member of this District.

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

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

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

## **Section 5.**

- a. Any Kiwanian in good standing, holding active or senior membership in a Kiwanis club of the California-Nevada-Hawaii District, may be granted District Life Member status by being sponsored by their club's board of directors, or by a current District officer, and by payment of a one time fee of fifteen (15) times the annual District dues, less the subscription fee for the District bulletin.
- b. Upon a Kiwanian attaining the status of District Life Member of our District, the member's club is relieved of any further District dues obligation for that member. The member's financial obligations to the local club and to Kiwanis International remain unchanged.
- c. The quota of District Life Members available in any administrative year shall be under the control of the Board of Trustees of the California-Nevada-Hawaii District.
- d. Life member revenue shall be considered deferred revenue and amortized at the rate of one-fifteenth per year.

**Section 6.** Unless otherwise expressly provided, a written notice that is required to be delivered, sent or given pursuant to any provision of these Bylaws, shall include a facsimile or any other electronic mail message transmission. A written notice becomes effective when delivered in one of the following methods:

- (1) By personal delivery and receipt by the recipient;
- (2) By deposit in the United States mail, first class, postage prepaid; or
- (3) When sent by electronic mail and is transmitted to the recipient by the District Office or by the actual person giving such notice; a legible copy of the transmission must be retained or be retrievable by the sender.

If any other type or method of transmission is used, the time of notice is when the recipient actually receives the notice; a legible copy of the transmission and receipt by the recipient must be retained or be retrievable.

**Section 7.** The Board of Trustees and all District Committees may meet and conduct business by any method that allows all participants to simultaneously communicate with one another. Participation by such methods constitutes attendance at such meeting. Normal Board meeting rules and processes apply. Any voice votes not clearly reflecting the necessary number for a motion to pass must be taken individually; however, only adoption or failure must be included in the minutes. If written votes are desired, they may be made by electronic mail, fax, or postal mail within a designated period of time following the meeting, as determined by the Board.

## **ARTICLE V. OFFICERS**

### **Section 1.**

- a. The officers of this District shall be the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, a Trustee for each region and a Lieutenant Governor for each division. \*

**\*Note** – After their election and before their assumption of office, all officers shall be known and designated by the titles of the offices to which they have respectively been elected followed by the term "designate."

- b. No offices may be combined in one (1) person.

**Section 2.** The terms of all District officers other than Trustees and the Secretary shall begin on the first (1<sup>st</sup>) day of October of each year and continue for one (1) year, or until their successors shall be duly elected and qualified. The terms of all Trustees shall begin on the first (1<sup>st</sup>) day of October and shall continue for three (3) years, or until their successors shall be duly elected and qualified. No Trustee shall be elected to serve more than one (1) three

(3) year term; provided however, if a Trustee shall have served as a Trustee for two (2) years or less either (a) as a replacement for a Trustee who resigned or was replaced, or (b) as a Trustee during the initial transition period to regions, then in that case, such Trustee shall be eligible to stand for election to a full three (3) year term. In no case shall a Trustee serve more than five (5) years on the District Board of Trustees.

**Section 3.** Each District officer shall be an active or senior member in good standing of a club in this District which is the primary club of such officer; each Trustee shall be an active or senior member in good standing of a club in the region from which such Trustee is elected and which is the primary club of such Trustee; and each Lieutenant Governor shall be an active or senior member in good standing in a club in the division from which elected and which is the primary club of such Lieutenant Governor. Additionally, the Governor and Governor-elect shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International.

**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.*

**Section 5.** The Governor has the further duties and responsibilities to:

- a. Be the chief executive officer of the District;
- 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;
- c. Preside at all conventions and meetings of the District Board of Trustees;
- d. Attend all Conventions, Conferences, and Council Meetings of Kiwanis International;
- e. Be an ex-officio member of all standing and special committees;
- f. Make an official visit to each Region each year.

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

- a. Attend the training conferences for governors-elect;
- b. Be responsible for the training of District officers-designate;
- c. Be responsible for the training of club officers and members at the District Convention;
- d. Carry out such other duties and responsibilities as are from time to time assigned by the District Board of Trustees.

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

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

- a. Be the Executive Director of the District;
- b. Execute all contracts on behalf of the District and keep all records of the District;

- c. Assist the Governor and the District Board of Trustees in conducting the business of the District;
- d. Be the executive in charge of the District office and its departments, and, subject to the direction and control of the District Board of Trustees, select and supervise the staff and employees;
- e. 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;
- f. Attend and keep the minutes of the meetings of the District Board of Trustees and the District Convention;
- g. Attend all conventions of Kiwanis International, and if invited, attend meetings of the International Council;
- h. 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;
- i. At all times, make available for inspection by the Governor, the District Board of Trustees, or any authorized auditors, the financial accounts, records, and books of the District and its sponsored organizations;
- j. 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;
- k. 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;
- l. 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 to:

- 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; and shall be the Expert Financial Advisor as defined in District Policies.
- c. Make a report at the annual convention;
- d. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees;
- 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.

**Section 10.** The Trustees have the further duties and responsibilities to:

- a. Attend all meetings of the District Board of Trustees;

- b. Subject to the provisions and limitations of the California Non Profit Public Benefit Corporation Law and the Kiwanis International Bylaws or Policies, and subject to any limitations of the Articles of Incorporation and Bylaws of the District regarding actions that require approval of the members, the activities and affairs of the District shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Trustees;
- c. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the District Board of Trustees.

**Section 11.** The Lieutenant Governors have the further duties and responsibilities to:

- a. Assist the Governor in the work of the District;
- b. Represent the Governor and, under the direction of the Governor, supervise the District's executive work in their respective divisions;
- c. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

## **ARTICLE VI. BOARD OF TRUSTEES**

**Section 1.** The District Board of Trustees shall consist of the Governor, Governor-elect, Immediate Past Governor, Treasurer and the Trustees, who shall all be voting members of the Board, and the Secretary, who shall be a non-voting member of the Board.

**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 Kiwanis International Board of Trustees.

**Section 3.** The District Board of Trustees shall hold at least two (2) meetings during each year, one prior to October 31st at such time and place as 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 is held prior to October 1st, any action taken shall become effective on October 1st.

**Section 4.** A special meeting of the District Board of Trustees may be called by the Governor or one-third (1/3) of the members of the entire Board.

**Section 5.** The District Secretary shall notify each member of the District Board of Trustees and the International Secretary in writing of the time, place, and date of any meeting at least two (2) weeks in advance of the date of such meeting. For the purpose of these Bylaws, the time a notice is given or sent means (1) the time a written notice by mail is deposited in the United States mail, first class postage prepaid; or (2) the time any other written notice, including facsimile or any other electronic mail message, is (a) personally delivered to the recipient (b) delivered to a common carrier for transmission, or (c) actually transmitted by the person giving the notice by electronic means, to the recipient.

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

**Section 7.** One-half (1/2) of the total members of the District Board of Trustees shall constitute a quorum, and a majority vote of those present shall decide any question, with the exception of those questions for which a greater proportion is specifically required in these Bylaws.

**Section 8.** Within thirty (30) days after any special or regular meeting of the District Board of Trustees, the District Secretary shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and transmit the report to the International Secretary. The secretary of each chartered club within the District shall be sent a copy of the report or shall be notified electronically that it is available on the District's website.

## **ARTICLE VII. COMMITTEES**

**Section 1.** The title, structure and duties of District standing committees shall be those defined by the International Board of Trustees and set forth in the appropriate documents of Kiwanis International and this District.

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

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

**Section 4.** All committee members, except committee members designated in these Bylaws, shall be subject to removal by the Governor.

**Section 5.** The Committee of Past District Governors shall be composed of all past District Governors from this District who are active or senior members of a club within this District which is the primary club of such Past Governor. A quorum of the Committee shall be eight (8) or more members. The Committee shall consider and report to the District Board of Trustees its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board. A summary of the Committee's proceedings shall be provided to each member of the Committee, the District Governor and the District Secretary.

**Section 6.** The Executive Committee of the Board shall consist of the Governor, Governor-Elect, Immediate Past Governor, Treasurer, Secretary and two (2) Trustees elected by the District Board of Trustees. The Executive Committee shall have the power to act for the District in the absence of the Board. The Executive Committee shall have the power to take such action as is delegated to it by the Board, and shall have the power to make such other decisions that may in the due consideration of the Committee require immediate action before a regular or special Board meeting can be held. Actions taken by the Executive Committee shall be submitted for approval to the Board at the next meeting thereof and if said action is approved by a majority of the Directors present at that meeting, the action in question shall be deemed the action of the Board. The Executive Committee cannot modify any action previously taken by the Board. The Executive Committee shall not take any final action on any matter that, under the California Non Profit Public Benefit Corporation Law, also requires the approval of the members, nor shall it take any action to amend or repeal these bylaws or adopt new bylaws, or that is in conflict with the Kiwanis International Bylaws or Policies.

**Section 7.** The Committee of Lieutenant Governors shall be composed of all current District Lieutenant Governors. A quorum of the Committee shall be a majority or more members. The Committee shall consider and report to the District Board of Trustees its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board. A summary of the Committee's proceedings shall be provided to each member of the Committee, the District Governor and the District Secretary.

## **ARTICLE VIII. MID-YEAR CONFERENCE AND REGIONAL TRAINING CONFERENCES**

**Section 1.** A mid-year conference or conferences of the chartered clubs of this District shall be held at such times and places during the months of January, February or March, as shall be selected by the District Board of Trustees.

**Section 2.** A regional training conference or conferences of the chartered clubs of each region shall be held each year at such times and places as the Trustee of such region shall choose after consultation with the Governor. The regional training conference(s) may be the location of the Governor's official visit to such region during each year. Such regional training conferences shall be one (1) day in length and shall be designed to be educational and topical to each region. All officers of the divisions and clubs within such region will be expected to attend and participate in the conference and all members of chartered clubs and Service Leadership Programs within such region shall be invited to attend.

## **ARTICLE IX. CONVENTIONS**

**Section 1.** The annual convention of the District shall be held at such place and date, between August 1 and September 15, as shall be mutually agreed upon by the District Board of Trustees and the International Board of Trustees, except that no District Convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International. 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 4.** The District Secretary shall mail to each chartered club and to the International Secretary an official call to the annual convention at least sixty (60) days prior to the date of the convention, and an official call for any special convention at least thirty (30) days prior to the date of such convention. 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 five (5) members, and a Sergeant-At-Arms and such Assistant Sergeants-At-Arms as are necessary or advisable. All members of the Committee on Elections, and the Sergeant-At-Arms and Assistant Sergeants-At-Arms shall be delegates or delegates-at-large.

**Section 6.** At any convention, each chartered club in good standing in the District shall be entitled to seat up to three (3) delegates. Two (2) of the delegates should be the club president and president-designate. To assure proper representation, each chartered club may choose up to three (3) alternate delegates.

**Section 7.** Official delegates of a newly organized Kiwanis club shall be granted full privileges at District Conventions if the charter has been issued by Kiwanis International, whether or not it has been formally presented to such club.

**Section 8.** The delegates and their alternates shall be active or senior members in good standing of the chartered

clubs they represent, and shall be elected by such clubs not less than thirty (30) days prior to the date of the annual convention or less than fifteen (15) days prior to the date of any special convention. Their election shall be evidenced by a certificate to the District Secretary duly authenticated by the president and secretary of the club. Should any chartered club fail to so certify the election of its delegates and alternates, then the Committee on Credentials shall have the right to determine the seating of the delegates or alternates for such chartered club. A Lieutenant Governor and/or a Past Lieutenant Governor may represent any one club in their division not otherwise represented by three (3) delegates. The status of the Past Lieutenant Governor as a Past Lieutenant Governor shall be certified by the District Governor or the District Secretary.

**Section 9.** All officers, Past Governors, Secretaries Emeriti and Lt. Governors-designate of this District who are active or senior members of a Kiwanis club in this District which is the primary club of such delegates shall be delegates-at-large to all District Conventions.

**Section 10.** Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted to any convention. There shall be no voting by proxy or absentee ballot. To be accredited, a delegate or delegate-at-large must be certified according to the provisions of these Bylaws and must have paid a convention registration fee, if such is required.

**Section 11.** The District Board of Trustees may establish uniform convention registration fees to be paid by all persons attending any 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 recommend matters or concerns to Kiwanis International. The convention shall also consider and act upon matters submitted to it by Kiwanis International.

**Section 13.** In the absence of the Governor (or acting Governor) from any convention of the District, the District Board of Trustees shall designate the Governor-elect, Immediate Past Governor, or a Trustee to act as chairman.

**Section 14.** 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.

**Section 15.** Within thirty (30) days after any convention, the District Secretary shall make a written report, as approved by the Governor, providing a synopsis of the actions taken, and shall transmit the report to the International Secretary. The secretary of each chartered club within the District shall be sent a copy of the report or shall be notified electronically that such report is available on the District's web-site.

**Section 16.** In the event that in any year the District Board of Trustees shall determine by resolution that there exists a condition of emergency in the District that compels cancellation of the annual District Convention, the Board shall then establish procedures to transact any and all business that would normally be transacted by and at such convention. 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.

## **ARTICLE X. CONVENTION PROCEDURE**

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

**Section 2.**

- a. Proposed resolutions may be submitted by majority vote of a club's board of directors to the District Secretary not less than sixty (60) days prior to the date of the District Convention. Proposed resolutions may also be submitted by the District Board of Trustees or originated by the Committee on Resolutions.
- b. All proposed resolutions shall be referred to the Committee on Resolutions for its consideration and recommendation to the Convention. No resolutions other than those submitted to or originated by the Committee on Resolutions shall be considered, unless consideration thereof shall be recommended by two-thirds (2/3) vote of the District Board of Trustees. Debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions or the Board.

**Section 3.** Reports of committees, resolutions, and all motions, except those that are "not debatable," may be debated upon the floor of the convention unless, by a two-thirds (2/3) vote, the house of delegates decides to dispose of them without debate.

## **ARTICLE XI. NOMINATION AND ELECTION OF OFFICERS**

**Section 1.** Officers Other than Treasurer, Trustees and Lieutenant Governors.

- a. No person shall be eligible to serve as a District officer (with the exception of the offices of Treasurer and Lieutenant Governor) who has not served a term as Lieutenant Governor of some district of Kiwanis International.
- b. The election of officers except the District Secretary, Treasurer, the Trustees and the Lieutenant Governors shall be held at the annual convention.
- c. The District Secretary who is to assume office on October 1 shall be appointed by the Governor-designate, with the approval of the District Board of Trustees-designate, unless the District Secretary has an employment agreement with the District extending through the term of office of the Governor, which shall be subject to the following:
  - (1) The District may enter into or renew an employment agreement for employment of a District Secretary for a term not to exceed five (5) years provided that at least four (4) members of the "Special Committee on Employment of the District Secretary" consent in writing to said employment agreement and provided further that the employment agreement is approved by a majority vote of the current Board of Trustees.
  - (2) "The Special Committee on Employment of the District Secretary" shall consist of the current Governor, the Immediate Past Governor, the Governor-elect, the current chairman of the Past Governors Committee, the District Treasurer and two (2) Trustees elected by the Board of Trustees.
  - (3) An employment agreement with the District Secretary entered into by the District pursuant to this section may not be terminated by the District except for good cause by a majority vote of the Board of Trustees or without cause by an affirmative vote of at least two-thirds of the entire Board of Trustees entitled to vote.
- d. The official program of the annual convention shall indicate the time and place of the election of officers.

- e. The nominating and election procedure for officers to be elected at the annual convention shall be as follows:
  - (1) The Governor-elect shall be the sole candidate for the office of Governor.
  - (2) All candidates for the offices of Governor and Governor-elect must submit written notice of candidacy to the District Secretary no later than the beginning of the first business session of the annual convention. At that session the Secretary shall 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. Each candidate for the office of Governor and Governor-elect also shall have a clear criminal history background check conducted and verified by Kiwanis International.
  - (3) A majority of all valid votes cast for each position shall be necessary for the election of the Governor and Governor-elect. In the event that any ballot cast for Governor or Governor-elect does not show a majority for any nominee for the foregoing offices, the Governor shall designate a time and a place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until a nominee shall have received a majority of all votes cast.
- f. The voting shall be by ballot only where there are two (2) or more candidates for the same office. Only accredited delegates or delegates-at-large shall be allowed to vote. There shall be no voting by proxy or absentee ballot.
- g. Nothing in this Article shall be construed as limiting the right to make further nominations from the floor of the convention.
- h. Cumulative voting shall not be permitted.
- i. Each candidate for Governor and Governor-elect shall make their own nominating speech, not to exceed five (5) minutes in length. There shall be only one seconding speech from the platform for each candidate, not to exceed two (2) minutes in length, and no seconding speeches from the floor. All seconding speeches shall be made by qualified delegates or delegates-at-large.
- j. In case only one name is placed in nomination for any given office, the election of such officer may be by acclamation, or the Secretary may be instructed, by viva voce vote of the delegates and delegates-at-large, to cast a unanimous ballot in favor of such single nominee.

**Section 2.** The Committee on Elections.

- 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.
- b. The Committee on Elections shall have general charge of the election and of distributing and counting the ballots.
- c. The Committee on Elections shall report promptly to the convention the results of the balloting and the report shall be signed by a majority of the committee.

**Section 3.** The nomination and election procedures for Lieutenant Governors shall be as follows:

- a. The Lieutenant Governor of each division shall hold, not later than the second week in April, a conference for the purpose of electing a Lieutenant Governor and a Lieutenant Governor-elect. The time and place of this conference shall be designated by the Lieutenant Governor. Written notice shall be sent, not later than ten (10) days prior to the conference, to the president of each club in the division, as well as to all Past Governors, all Past Trustees and to all Past Lieutenant Governors of the division who are active or senior members of a club in the division which is the primary club for such past District officers.
- b. The personnel of the conference shall be the president and immediate past president of each club in the division, or their duly elected alternates, the Lieutenant Governor of the division, and all Past Governors, all Past Trustees and all Past Lieutenant Governors of the division, who are active or senior members of a club in the division which is the primary club for such past District officers.
- c. The representatives present, representing not less than two-thirds (2/3) 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 the Past Governors and Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote, except in the event of a tie vote, in which case the Lieutenant Governor shall be entitled to vote.
- d. The Immediate Past Lieutenant Governor shall be chairman of the conference or, if absent, the immediate predecessor, and so on. In the absence of a Past Lieutenant Governor, the conference shall elect one of its members as chairman. The conference shall also elect one of its members as secretary, and such tellers as may be necessary.
- e. Upon completion of organization as above outlined, the conference shall proceed to elect a Lieutenant Governor and a Lieutenant Governor-elect. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations from the floor.

A majority of all valid votes cast for each office shall be necessary for elections. In the event that no candidate receives a majority of valid votes cast, a new election shall take place immediately, and the person receiving the fewest number of votes shall be eliminated. This procedure shall be followed until one (1) person receives a majority vote. No person shall be submitted to the conference as a candidate for Lieutenant Governor or Lieutenant Governor-elect without the consent of said person first being obtained. Each candidate for Lieutenant Governor shall give assurances of a willingness and ability to carry out the duties and responsibilities of the office of Lieutenant Governor, to attend the leadership education conferences, and to officially visit the clubs of the division.

No person shall serve as Lieutenant Governor who has not served as President of a chartered Kiwanis club.

- f. A Lieutenant Governor-elect is not a District officer.
- g. The division conference shall be guided by the principles, traditions, and precedents of Kiwanis International in its election of officers, and particularly consider the ability, service, and experience in Kiwanis of a proposed candidate.
- h. The Lieutenant Governor shall certify the results of the election to the District Secretary and Kiwanis International immediately following the conference.

**Section 4.** The nomination and selection procedures for Treasurer shall be as follows:

- a. The Treasurer shall be selected at each annual District convention for a period of one year consisting of the next administrative year, beginning on October 1.
- b. All candidates for the office of Treasurer shall submit notice of candidacy to the District Secretary on forms required by District not later than sixty (60) days prior to the opening day of the annual District convention. The District Secretary also shall distribute notice of the candidacy, copies of the candidate's qualifications and information, and notice of the election as required by District Policies.
- c. A candidate for the office of Treasurer must have financial or management qualifications as defined by District Policies.
- d. The Treasurer shall be a member of the Board Finance Committee. The Treasurer shall not be assigned as the chair of any committee.
- e. The selection of the candidate for Treasurer shall be made by the Treasurer Selection Committee no earlier than thirty (30) days prior to the opening day of the annual District Convention. The Governor shall set the days, times and places for the selection and election.
- f. The Treasurer Selection Committee shall consist of the Governor, Governor-elect, Immediate Past Governor, District Treasurer two (2) members of the Board of Trustees elected by such Board, a Past District Treasurer or Certified Public Accountant also elected by said Board, and the chairman of the Past Governors Committee who shall chair the Selection Committee. No candidate for the office of Treasurer may serve on the Selection Committee. The Committee shall receive copies of all applications and attachments received by the District Secretary. The following persons shall not serve on the Selection Committee: (1) the District Secretary, and (2) any candidate for the office of District Treasurer.
- g. The selection of the Treasurer by the Treasurer Selection Committee shall be by written ballot. A two-thirds (2/3) vote of all valid votes cast shall be necessary for the selection of the Treasurer. In the event that the ballots cast do not show a two-thirds (2/3) vote of all valid votes cast for any candidate, further balloting for such office shall continue. Prior to the second ballot, if there are more than two candidates, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until only two (2) candidates remain, or a candidate shall have received a two-thirds (2/3) vote of all valid votes cast. Five (5) members of the committee shall constitute a quorum for the selection of a candidate. Notwithstanding the foregoing, in the event there is only one (1) candidate for the office of Treasurer, the Treasurer Selection Committee may meet by teleconference no earlier than thirty (30) days prior to the opening day of the annual District Convention and vote by electronic mail for the selection of the Treasurer.
- h. The candidate selected by the Treasurer Selection Committee shall be approved by a majority vote of the Board of Trustees-designate. If such candidate does not receive a majority vote, the Treasurer Selection Committee shall reconvene, select and submit a new candidate. The candidate approved by the Board of Trustees-designate shall be announced by the Governor-designate as Treasurer-designate at the District Convention.
- i. Except for a Treasurer appointed to fill a vacancy for a period of less than one year, no person shall serve as Treasurer for more than four (4) years.

**Section 5.** The nomination and election procedures for Trustees shall be as follows:

- a. On or after the 1<sup>st</sup> day of November, and before the 1<sup>st</sup> day of May next preceding the expiration of

the term of each Trustee, such Trustee shall schedule a regional conference for the purpose of electing a new Trustee from such region. The time and place of this regional conference shall be designated by the Trustee from such region. Written notice shall be sent, not later than thirty (30) days prior to the regional conference, to the president of each club in such region, and to (1) all Past Governors of this District, (2) past Trustees, and (3) the current and all past Lieutenant Governors from said region who are active or senior members of a club in such region which is the primary club of such Past Governors, Past Trustees and Past Lieutenant Governors.

- b. The personnel of the regional conference shall be the president and immediate past president of each club in the region, or their duly elected alternates, the Lieutenant Governor of each division in the region, and all Past Governors, Past Trustees and Past Lieutenant Governors of the divisions in the region who are active or senior members of a club in the region which is the primary club of such Past Governors, Past Trustees and Past Lieutenant Governors.
- c. The representatives present, representing not less than two-thirds (2/3) of the clubs of such region, shall constitute a quorum at the regional conference, and each club shall have one (1) vote for each representative present not to exceed two (2) votes per club. The current Lieutenant Governors and the Past Governors, Past Trustees and Past Lieutenant Governors in attendance at the regional conference shall each have the privilege of the floor without the right to vote.
- d. The current Trustee of such region shall be the chairman of the regional conference unless such Trustee is a candidate for election as Trustee. In the absence of the Trustee, the conference shall elect one of its members as chairman. The conference shall elect one of its members as secretary, and such tellers as may be necessary.
- e. Upon completion of organization as above outlined, the conference shall proceed to elect a Trustee from such region. A majority of all valid votes cast shall be necessary for election. In the event that no candidate receives a majority of valid votes cast, a new election shall take place immediately, and the person receiving the fewest number of votes shall be eliminated. This procedure shall be followed until one (1) person receives a majority of all valid votes. No person shall be submitted to the conference as a candidate for Trustee without the consent of said person first being obtained. Each candidate for Trustee shall give assurances of a willingness and ability to carry out the duties and responsibilities of the office of Trustee.
- f. No person shall be eligible to run for election as Trustee unless such candidate has served, or is currently serving, as a Lieutenant Governor of a division in the District; been a member of a club within the District for at least five (5) years; currently be an active or senior member in good standing of a club within the region from which such candidate is to be elected, which club is the primary club of such candidate; has been endorsed as a candidate for Trustee by the candidate's primary club; and such candidate has given assurances of his/her willingness and ability to carry out the duties and responsibilities of the office of Trustee.
- g. 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.
- h. The Lieutenant Governors or the Trustee, as the case may be, from the region shall certify the results of the election to the District Secretary and Kiwanis International immediately following the regional conference.
- i. Notwithstanding the foregoing, the Trustee and/or the Lieutenant Governors, as the case may be, may hold one or more regional conferences during the administrative year which do not include the election of a Trustee.

## ARTICLE XII. 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) vote of the entire District Board of Trustees entitled to vote from among the Past Governors, Lieutenant Governors, or Past Lieutenant Governors who are active or senior members of Kiwanis clubs in the District.

**Section 2.** In the event of a vacancy in the office of Governor-designate prior to the first (1<sup>st</sup>) day of October of the administrative year during which such Governor-designate would serve as Governor, the District Board of Trustees-designate shall fill the vacancy for such administrative year by a two-thirds (2/3) vote of the entire District Board of Trustees-designate entitled to vote from among the Past Governors, Past Lieutenant Governors, or Lieutenant Governors who are active or senior members of Kiwanis clubs in the District.

**Section 3.** If, during any administrative year, the Governor ceases to be an active or senior member of a club in this District which is the primary club of such Governor, or the Governor resigns or is removed from the office of Governor by the District or International Board of Trustees, such former Governor shall not serve as the Immediate Past Governor of the District during the remainder of such administrative year, nor during any administrative year thereafter.

**Section 4.** If, during any administrative year, the Immediate Past Governor ceases to be an active or senior member of a club in this District which is the primary club of such Past Governor, or the Immediate Past Governor resigns or is removed from office by the Board of Trustees, the active or senior member who served as Governor most recently prior to the Immediate Past Governor who is eligible to serve as Immediate Past Governor, shall automatically become the Immediate Past Governor.

**Section 5.** In the event of a vacancy in the office of Secretary or Treasurer during an administrative year, the Governor shall appoint a qualified member of a chartered club of the District to fill that office for the unexpired term. This appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

**Section 6.** In the event of a vacancy in the office of Trustee during an administrative year, the Governor shall notify the Lieutenant Governors of the affected region that a replacement Trustee may be elected by a conference of the region within sixty (60) days from the date of such vacancy. In the absence of a replacement being elected by a regional conference, the Governor shall appoint a qualified member of a chartered club in the same region to fill the office for the unexpired term, which appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

**Section 7.** In the event of a vacancy in the office of Lieutenant Governor during an administrative year, the Governor shall notify the presidents of the affected division that a replacement Lieutenant Governor may be elected by a conference of the division within thirty (30) days from the date of such vacancy. In the absence of a replacement being elected by a division conference, the Governor shall appoint a qualified member of a chartered club in the same division to fill the office for the unexpired term, which appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

**Section 8.** In the event, after election and before October 1, of disability or inability of the District officer to serve for the year for which elected, the District Board of Trustees-designate for said year shall proceed forthwith to appoint or elect the successor in the manner provided for filling vacancies in office during the administrative year. The Governor-designate shall give reasonable notice of the time and place of such election and, if absent or disabled, the Governor of the District shall act.

**Section 9.** In the event that the Governor is temporarily unable to discharge the duties of the office, the District Board of Trustees shall elect, by a two-thirds (2/3) vote of the entire District Board entitled to vote, a Past

Governor, Past Trustee, Lt. Governor, or Past Lieutenant Governor who is eligible to serve as Governor, to become Acting Governor until the Governor is able to resume the duties of the office. While serving in such capacity, 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 appears to the Board that the Governor is not able to resume the duties and responsibilities of such office, the Board may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provision for filling vacancies in such office as contained in these Bylaws.

**Section 10.** In the event that a District Trustee is temporarily unable to discharge the duties of the office of Trustee, the Governor may appoint a Past Governor, Past Trustee, Past Lieutenant Governor, or Lieutenant Governor who is eligible to serve as Trustee, to become Acting Trustee until such Trustee is able to resume the duties of the office. While serving in such capacity, the Acting Trustee shall have all the duties, responsibilities, and authority given to the Trustee by these Bylaws and the Bylaws of Kiwanis International. If, after a period of ninety (90) days, it appears to the Governor that the Trustee is not able to resume the duties and responsibilities of the office, the Governor may declare the office of Trustee vacant and the vacancy shall be filled in accordance with the provision for filling vacancies in such office as contained in these Bylaws.

**Section 11.** In the event that the District Treasurer or District Secretary is temporarily unable to discharge the duties of their office, the Governor shall appoint a qualified member of a Kiwanis club in this District, which is the primary club of such member, to become Acting Treasurer or Acting Secretary, as the case may be, until such Treasurer or Secretary is able to resume the duties of their office. While serving in such capacity, the Acting Treasurer or Acting Secretary shall have all the duties, responsibilities, and authority given to such officer by these Bylaws and the Bylaws of Kiwanis International. If, after a period of ninety (90) days, it appears to the Governor that the Treasurer or Secretary is not able to resume the duties and responsibilities of their office, the Governor may declare the office of Treasurer or Secretary, as the case may be, vacant and the vacancy shall be filled in accordance with the provision for filling vacancies in such office as contained in these Bylaws.

## **ARTICLE XIII. REMOVAL OF OFFICERS**

**Section 1.** Whenever it shall appear to the Governor or a majority of the District Board of Trustees that a District 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 after such conduct is reported to the Governor or the Board of Trustees, as the case may be. The Governor shall appoint an Ad Hoc Committee of the District Board consisting of not less than three (3) Trustees which will have thirty (30) days within which to investigate the charges and make a recommendation to the Board of Trustees.

A special meeting of the Board to consider the alleged facts shall be held within forty-five (45) days after such notice is given to the officer in question, with at least ten (10) days written notice of such meeting being given to all members of the Board and the officer in question. The accused officer shall be given the opportunity to be heard and present evidence in his/her defense at such special meeting. Service of such notice shall be deemed effective on the day such notice is mailed or transmitted electronically, as the case may be. In the event the Board, by two-thirds (2/3) vote of the entire District Board of Trustees entitled to vote, finds the officer has engaged in conduct unbecoming a Kiwanian or is not performing the duties of such office, the Board shall declare such office vacant and a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these Bylaws.

**Section 2.** Whenever a District officer is removed from office for reasons involving conduct unbecoming a Kiwanian or failure to perform the duties of that office or resigns from office, that person may be declared by the District Board of Trustees to be ineligible to hold any future District office or appointment.

## ARTICLE XIV. PUBLIC ACTIVITIES

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

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

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

## ARTICLE XV. REVENUE

**Section 1.** Subject to Section 2 of this Article, each member club shall pay to the District for each of its members, with the exception of its honorary members, and with the further exception of those of its members holding District Life Member status, a sum set by the Finance Committee and District Board of Trustees, which shall be not more than the amount authorized by Kiwanis International to be charged for District dues. The total amount shall be due annually on October 1 and is to be based upon the membership report of the respective clubs submitted to Kiwanis International as of September 30. The total amount shall include all District charges other than the new member add fee and registration fees for District Conventions or conferences.

**Section 2.** Annual dues payments, as required by the Kiwanis International Bylaws, shall be based on the club's annual membership report as of September 30 of each year and shall be due and payable as provided in such International Bylaws.

**Section 3.** Each member club shall be relieved of any obligation to pay District dues for any club member under age twenty-five (25) for a period of two (2) years from the date of joining that club. The financial obligations to said member's local club other than for District dues shall remain payable unless specifically exempt by said local club.

**Section 4.** New member add fees shall be paid to the District in an amount set by the District Board of Trustees.

**Section 5.** Registration fees for District Conventions and conferences, as established by the District Board of Trustees, shall also be paid to the District.

**Section 6.** No financial obligation other than the revenues provided in this Article shall be placed upon the clubs by the District, except:

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

## ARTICLE XVI. 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 15th, the District Board of Trustees shall approve a budget of estimated revenues and expenses for the year, including a reserve for capital expenditures.

**Section 3.** The books of account of the District shall be audited at least once each administrative year by an independent auditing firm selected by the District Board of Trustees. A copy of the audit report shall be sent to the International Secretary by March 31 and to members of the current District Board of Trustees.

**Section 4.** The audit must be certified.

**Section 5.** The District Board of Trustees shall determine the official depositories and shall designate those persons who shall sign checks.

**Section 6.** The necessary traveling expenses of all District officers when engaged in the business of the District may be paid by the District in accordance with the provisions of the budget.

**Section 7.** The necessary expenses of the Governor incurred in attending the Convention, Council, and any conference of Kiwanis International may be paid by the District.

## **ARTICLE XVII. BULLETIN**

**Section 1.** The Board of Trustees in connection with the Governor and District Secretary shall issue or cause to be issued a bulletin which shall be sent at least to all present Presidents and Secretaries of the member clubs at stated intervals of not more than sixty (60) days.

## **ARTICLE XVIII. OTHER AUTHORITIES**

**Section 1.** For authority on all matters not specifically covered by these Bylaws, the following documents, current or as amended in the future, shall be consulted in order of priority to determine such matters.

First---Kiwanis International Bylaws

Second--Kiwanis International Policies and Procedures

## **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. AMENDMENTS**

**Section 1.** Amendments to these Bylaws, if in conformity with the Bylaws of Kiwanis International, may be adopted by a two-thirds (2/3) vote of the delegates and delegates-at-large voting at any convention. Proposed amendments, which shall be submitted only by a club in good standing or by the District Board of Trustees, shall be received by the District Secretary at least sixty (60) days prior to the date of the convention. The Secretary shall send a copy of all proposed amendments to the secretary of each chartered club not less than thirty (30) days prior to the date of the convention.

**Section 2.** If these Bylaws are in conflict with the Kiwanis International Bylaws, as currently in effect or amended in the future, this District shall amend these Bylaws to bring them into conformity with the Kiwanis International Bylaws.

**ARTICLE XXI. SEVERABILITY**

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

**ARTICLE XXII. APPROVAL OF KIWANIS INTERNATIONAL**

**Section 1.** These Bylaws and all amendments or additions hereto, including any districting, redistricting, or grouping of clubs, shall not be effective unless approved by the Kiwanis International Board of Trustees.

As adopted and amended by the delegates of the  
California-Nevada-Hawaii District  
of Kiwanis International on August 20, 2011

Approved by Kiwanis International

\_\_\_\_\_

(District Governor)

\_\_\_\_\_

(date)

\_\_\_\_\_

(date)

\_\_\_\_\_

\_\_\_\_\_

(District Secretary)

By \_\_\_\_\_

\_\_\_\_\_

(date)