

**BASED ON STANDARD FORM FOR DISTRICT BYLAWS**  
As revised by the Kiwanis International Board of Trustees  
April 26, 2014



**BYLAWS**  
**ILLINOIS-EASTERN IOWA DISTRICT**  
**OF KIWANIS INTERNATIONAL**

**ARTICLE I. DEFINITIONS**

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

**ARTICLE II. PURPOSE AND STRUCTURE**

**Section 1.** The name of this organization shall be the Illinois-Eastern Iowa District of Kiwanis International.

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**Section 2.** The territorial limits of this district shall be confined to Illinois and the following counties of Iowa: Allamakee, Clayton, Delaware, Dubuque, Jones, Jackson, Cedar, Clinton, Muscatine, Scott, Louisa, Henry, Des Moines, and Lee. Neither the district name nor territorial limits shall be changed unless permission shall first have been obtained from the Kiwanis International Board of Trustees.

**Section 3.** The purpose of this district shall be primarily to help Kiwanis clubs and Kiwanis International advance the Objects, objectives, policies and strategic goals of Kiwanis, and specifically to cooperate with Kiwanis International in:

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

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

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To promote participation of clubs in the general objectives, programs, and policies of the district and Kiwanis International.

**Section 4.** The district shall group clubs into divisions. The territorial limits of the divisions shall be defined by the District Board in district policies.

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**Section 5.** Each club within the district boundaries is a member of the district and is entitled to all the

rights, privileges, and responsibilities thereof.

### ARTICLE III. OFFICERS

#### Section 1.

a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, District Secretary, Treasurer, and a Lieutenant Governor for each division. The Secretary has the title of Executive Director.

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b. No offices other than those of the Secretary and Treasurer may be combined in one person.

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

**Section 2.** Each district officer shall be an active member in a club of the district. Each Lieutenant Governor shall be a member of a club in the division from which elected. The Governor, Governor-elect, Treasurer, and District Executive Director shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International.

**Section 3.** All officers shall serve for a term of one year, beginning on October 1.

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

- a. Promote the Objects and objectives of Kiwanis International.
- b. Promote the interests of the clubs within the district.
- c. Perform such duties and responsibilities as are currently prescribed or as may be amended in the bylaws, policies, or procedures of Kiwanis International or of the district or as may be assigned by the District Board.
- d. Actively promote implementation of growth efforts of the district in conjunction with Kiwanis International's strategic growth plan.
- e. Actively promote and support programs of emphasis by Kiwanis International, such as the service leadership programs (where applicable) and the global campaign for children.
- f. Attend all meetings required by the district.
- g. Whenever possible, all district officers are encouraged to attend the Kiwanis International Convention.
- h. Actively promote and support the Spastic Paralysis Research Foundation.

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

- a. Serve as the chief executive officer of the district, under the direction and supervision of the Kiwanis International Board of Trustees.
- b. Be responsible for planning and developing the general program for the district convention and conferences with the advice and consent of the District Board.
- c. Preside at all district conventions and meetings of the District Board.
- d. Attend all conventions and other meetings required by Kiwanis International.
- e. Be responsible for implementing growth efforts of the district in conjunction with Kiwanis International's strategic growth plan.
- f. Actively promote the Service Leadership Programs of Kiwanis International and assure proper supervision of those programs on a local, divisional, and district level.

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

- a. Attend all meetings required by Kiwanis International for Governors-elect, including the Governors-elect Education Conference and the International Convention.
- b. Be responsible for the training of incoming Lieutenant Governors, Trustees, and district committee chairs; for implementing club education programs; and for education programs at the district convention.
- c. Support the Governor in his/her role as an officer of Kiwanis International.

**Deleted:** The Governor-Elect shall represent the district only when the Governor specifically requests, and shall in no way act in a manner that may interfere with the Governor or the leadership of the district during the administrative year

**Section 7.** (Reserved)

**Section 8.** The Immediate Past Governor shall be a resource to the District Governor and District Board.

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**Section 9.** The District Executive Director has the further duties and responsibilities:

- a. Assist the Governor and District Board in conducting the business of the district
- b. Keep all records of the district.
- c. Be the executive in charge of the District Office and, subject to the approval of the District Board, select the employees (if any).
- d. Submit to the proper officers, committees, or persons all communications received from Kiwanis International and cooperate with the Governor in forwarding all reports required by Kiwanis International.
- e. Attend and keep the minutes of the meetings of the District Board and the district conventions.
- f. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board.

**Deleted:** The Immediate Past Governor shall assist the Governor in developing a continuity of aggressive administrative procedure by willingly providing useful information when requested and in all ways demonstrate a cooperative attitude toward the successor administration

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g. Attend all meetings of the Executive Committee, the Personnel Committee and the Finance Committee, and shall act as secretary thereof, but without the right to vote.

h. Assist the Spastics Paralysis Research Foundation of the I-I District with maintaining its books and records and such other responsibilities as may be assigned by the Foundation.

i. Assist the Board, as assigned, in planning future District Conventions and managing the overall financial and budget activities of each annual District Convention.

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**Section 10.** The District Treasurer has the further duties and responsibilities:

a. Be the Chair of the Finance Committee.

b. Regularly review and advise the District Board on the financial condition of the district and its service leadership programs.

c. Make a report at the annual convention.

d. 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.

e. Make available for inspection by the Governor, the District Board, or any authorized parties, the financial accounts, records, and books of the district and its service leadership programs.

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

a. Perform the duties as a member of the District Board.

b. Provide support and assistance to the clubs in their division.

c. Plan and preside at divisional meetings, under the direction of the District Board.

d. Assist the Governor and the District Board in communicating and implementing the plans and goals of the district in their divisions.

e. Report to the Governor about the condition and activities of clubs within their divisions.

f. Visit each club in the division as many times as required by the district.

g. While serving as Lieutenant Governor-elect shall assure training of the incoming club officers.

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**Section 12.** (Reserved)

**ARTICLE IV. DISTRICT BOARD**

**Section 1.** The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, District Executive Director, Treasurer, and ~~the~~ Lieutenant Governors. The District Executive Director shall be without vote.

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**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, subject to the supervision and control of the Kiwanis International Board of Trustees. The District Board may adopt policies and/or procedures, provided they are not in violation of any applicable laws or any higher governing documents.

**Section 3.** The District Board shall hold at least two (2) regular meetings during each administrative year, one of which shall be held prior to October 31, at such times and places as designated by the Governor. If the first meeting is held prior to October 1, any action taken shall become effective on October 1 unless a later date is specified.

**Section 4.** A special meeting of the District Board may be called by the Governor or two-thirds (2/3) of the entire Board.

**Section 5.** Subject to the laws of local jurisdiction, the District Board may meet and conduct business by any method that allows all participants to simultaneously communicate with one another or as otherwise allowed by law. Participation by such methods constitutes attendance. Normal board meeting rules and processes apply unless otherwise determined by the Board.

**Section 6.** The District Executive Director shall notify each member of the District Board and the Executive Director of Kiwanis International of the time, place, and date of any regular meeting at least three (3) weeks in advance of the date of such meeting.

**Section 7.** In the absence of the Governor from a meeting, the District Board shall elect one of its members to act as presiding officer.

**Section 8.** A majority of the total members of the District Board constitutes a quorum, and a majority vote of those present and voting is required for all business unless otherwise provided in these bylaws.

**Section 9.** Within thirty (30) days after any District Board meeting, the District Executive Director shall provide a draft of the meeting minutes or a summary of the actions taken to Kiwanis International, and a copy shall be made available to clubs in the district. The district shall provide a copy of the official minutes of each board meeting to Kiwanis International within thirty (30) days after approval by the District Board.

**Section 10.** The District Board, in cooperation with the Governor and District Executive Director, shall be responsible for issuing a bulletin which shall be sent to at least all club presidents and club secretaries.

**Section 11.** The District Executive Director shall maintain a Policy Manual which shall contain the policies and guidelines as adopted by the District Board from time to time, necessary for the administration and conduct of the District, its officers and member clubs. The Policy Manual shall remain effective and may be amended at any time by a majority vote of the District Board after consultation with appropriate standing or advisory committees, if any.

ARTICLE V. COMMITTEES

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

Section 2. To ensure continuity, the district shall have four (4) standing committees and two (2) advisory committees as defined below:

a. Executive Committee: The Governor, by and with the consent of the District Board, shall appoint an Executive Committee consisting of six (6) members from the Board of Trustees, including the Governor, District Executive Director, Treasurer, Governor-elect, and Immediate Past Governor, and one (1) Lieutenant Governor. The District Executive Director shall be without vote. The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as determined by the District Board. The Governor shall preside at all meetings of the Executive Committee; in the Governor's absence, the committee shall elect a member to preside. Executive Committee action must be approved by the District Board. Notification of the calling of an Executive Committee meeting must be provided to all members of the District Board, no later than three (3) days after any meeting of the Executive Committee.

b. Personnel Committee: The Personnel Committee shall be composed of the District Executive Director, who shall be without vote, and three (3) past District Officers, each serving a three (3) year term and appointed by succeeding Governors. The member with the one remaining term shall be the Chairperson. The District Executive Director shall carry out all Personnel actions as directed by the Personnel Committee and the District Board of Trustees. The Personnel Committee shall be responsible for providing job descriptions for Assistant Secretary (if any), providing a list of duties and responsibilities of the District Executive Director in regard to the supervision of the District Office; establishing semi-annual written Performance Appraisals for full-time staff; reviewing salaries, benefits (to include life and health insurance, vacations, holidays, sick/maternity leave, and retirement benefits) and establishing and maintaining a formal written schedule for same; and may have other duties as defined by the District Board.

c. Finance Committee: The Finance Committee shall be composed of (3) members, each serving a three (3) year term with only one term commencing each year. Each three (3) year appointment shall be made by the Governor-Elect-Designate prior to October 1st. The member with the one remaining term shall be the Chairperson and shall also be the District Treasurer. In the event of a vacancy in any one of the three Finance Committee members, the Governor-Elect-Designate that appointed that Finance Committee member shall nominate a replacement to fill the term of the vacant position, subject to approval by the District Board. Each member shall be an I-I District Kiwanian. The Governor-Elect, Governor, and Immediate Past Governor, shall also serve as ex-officio members with the right to vote. The District Executive Director shall serve as an ex-officio member without the right to vote. The Committee on Finance shall have the following duties and responsibilities:

- 1) To develop and recommend to the District Board goals and plans for the operation, administration and service activities of the District.
2) To develop and recommend to the District Board financial policies and procedures consistent with the goals of the District.

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3) To prepare a budget of estimated income and expenditures, including capital expenditures, and to present the budget to the District Board for approval.

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4) To regularly monitor and examine the operations of the District, particularly the financial effect of such operations, and to advise the District Officers and the District Board on all financial matters affecting operations, long term planning, policies, procedures, investments and finance.

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d. Liaison Committee: The Liaison Committee shall be composed of three (3) past District Governors, each serving a three (3) year term with only one term commencing each year. Each three year appointment shall be made by the Governor-Elect prior to October 1. Any appointment to fill an unexpired term of less than three (3) years shall be made by the Governor. The member with the one remaining term shall be the Committee Chairperson. The Liaison Committee shall be empowered to advise, arbitrate, and formulate written policy concerning smooth relationships between current and successor District Administrations, and be Advisor to all administrations in all matters pertaining to Long Term policies involving administrative matters.

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e. Past District Governor's Advisory Committee: The Past District Governor Committee shall be composed of Past District Governors who are active members of clubs within Kiwanis International. A quorum of the committee shall be a majority thereof. The Immediate Past Governor shall be the chair of this committee. This committee shall consider and report to the District Board its conclusions on all matters referred to it. It may also initiate subjects for consideration and report its conclusions to the District Board. A summary of its proceedings shall be provided to each member of the committee, and to the District Governor, and to the District Executive Director. The committee shall meet at the time of the District Convention and may hold other meetings at the call of the chair.

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f. Past Lieutenant Governor Advisory Committee: The Past Lieutenant Governor Committee shall be composed of Past Lieutenant Governors who are active members of clubs within the district. A quorum of the committee shall be a majority thereof. This committee will determine the method of selecting its chair who shall serve at the pleasure of the committee. This committee shall assist the District by providing leadership for the expansion of clubs throughout the District; increasing the membership in each club; aiding and assisting with the retention of members in clubs; and advising clubs in the District. The committee shall meet at the time of the District Convention and may hold other meetings at the call of the chair. (8/11/2012)

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

**Section 4.** The Governor may create special committees, subject to the approval of the District Board.

**Section 5.** Unless otherwise provided in Section 2, the Governor shall appoint all committee chairs and members, subject to approval of the District Board.

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

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

**Section 8.** With the exception of the Committee on Key Clubs, ~~the Committee on Circle K Clubs, the Committee on Builder's Clubs, the Committee on Aktion Clubs, the Committee on Kiwanis Kids, and the Committee on Key Leader,~~ the terms for all committees start on October 1. With the exception of the Personnel Committee, Finance Committee, and Liaison Committee defined above, the term of all committees shall have a duration of one (1) year. The Committee on Key Clubs, ~~the Committee of Circle K Clubs, the Committee on Builders Clubs, the Committee on Aktion Clubs, and the Committee on Kiwanis Kids~~ shall be appointed by the Governor-Elect prior to ~~December 1 and shall assume responsibilities for these programs on April 1. The Committee on Key Leader shall be appointed by December 1 and shall assume responsibilities on January 1.~~ Any action taken by these Committees shall be subject to ~~review and the authority of the current Kiwanis District Board under the bylaws and policies of the District,~~

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**ARTICLE VI. CONVENTIONS**

**Section 1.** The annual convention of the district shall be held at such place and date, between March 15 and September 25, as shall be mutually agreed upon by the District Board and the Kiwanis International Board of Trustees, except that no district convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International unless approved by the Kiwanis International Board. In the event the annual convention of Kiwanis International is held within the geographic boundaries of a district, the district may hold its convention in conjunction with the Kiwanis International convention; in such cases, district functions may not be held during general sessions of the International Convention.

**Section 2.** Special conventions of the district shall be called by the Governor upon the request of a majority of the clubs or upon the request of three-fourths (3/4) of the members of the District Board.

**Section 3.** The District Executive Director shall notify each club and the Executive Director of Kiwanis International at least sixty (60) days prior to the date of the annual convention and at least thirty (30) days prior to the date of any special convention or rescheduled annual convention.

**Section 4.** The District Board shall have full supervision and management of all conventions.

**Section 5.** For each convention, the Governor shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least five (5) members. Three (3) members of each of these committees shall constitute a quorum. All members of the Committee on Elections and the Chair of the Committee on Credentials shall be delegates or delegates-at-large.

**Section 6.** At any district convention, each club shall be entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three alternates who may serve if any delegate is absent. Club delegates and alternates shall be active members of the clubs they represent. However, the Lieutenant Governor or a past Lieutenant Governor may represent any club in their division not otherwise represented by three delegates. Delegates shall be elected by each club. Their election shall be certified to the District Executive Director by the club president and secretary not less than fifteen (15) days prior to the annual convention. ~~A current or past Lieutenant Governor representing a club may be certified by the Committee on Credentials or its designee.~~

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**Section 7.** Official delegates of a newly organized club shall be granted full privileges at district



conventions after the charter has been approved by the Kiwanis International Board of Trustees, even if it has not been formally presented to such club.

**Section 8.** All officers and past Governors of the district who are active members of a club in the district shall be delegates-at-large to all district conventions.

**Section 9:** To be accredited, a delegate must have paid a convention registration fee, if such is required.

**Section 10.** There shall be no voting by proxy or absentee ballot.

**Section 11.** The District Board may establish registration fees to be paid by persons attending any district convention. The proceeds derived from such registration fees shall be expended solely upon approval of the District Board.

**Section 12.** The convention may propose, discuss, and adopt resolutions, and may recommend matters or concerns to Kiwanis International. The convention shall also consider and act upon matters submitted to it by Kiwanis International.

**Section 13.** In the absence of the Governor from any convention of the district, the District Board shall designate any elected member of the District Board to act as presiding officer.

**Section 14.** Delegates from at least one-third (1/3) of the district clubs shall constitute a quorum at any district convention, and no less than a majority vote of the delegates present and voting is required to approve all business unless otherwise provided in these bylaws.

**Section 15.** Within thirty (30) days after any convention, the District Executive Director shall provide a written report of the actions taken, approved by the Governor, and shall transmit the report to the Executive Director of Kiwanis International. A copy of the report shall be made available to clubs in the district.

**Section 16.** In the event the District Board shall determine by resolution that there exists a condition of emergency that compels cancellation of the annual district convention, the Board shall notify Kiwanis International and district clubs immediately and shall determine one of the following methods to transact any and all business that was to be transacted at the annual convention, as soon as practical. The preference will be to reschedule the convention, if possible, or, alternatively, to call a meeting of all persons having the status of delegates-at-large at district conventions, a quorum of which shall be a majority.

**Section 17.** The official program of a convention as approved by the District Board shall be the order of the day for all sessions. Changes in the agenda of the House of Delegates may be made from time to time by a majority vote of the house.

**Section 18.** Resolutions

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

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b. All proposed resolutions shall be referred to the Committee on Resolutions for its consideration and recommendation to the District Board. The Committee may modify, combine, edit, or not accept any club proposals. The District Board shall have final authority on resolutions to be considered at the convention.

c. No later than thirty (30) days prior to the district convention, the Secretary shall make available to each club in the district a copy of all proposed resolutions other than those of memoriam and appreciation.

d. No other resolutions shall be considered unless approved for consideration by two-thirds (2/3) vote of the District Board and presented no later than the beginning of the House of Delegates.

e. Resolutions may be adopted by a majority of the valid votes cast by the delegates present and voting, except those recommended by the Board less than sixty (60) days in advance which shall require two-thirds (2/3) vote to adopt.

**Section 19.** The House of Delegates shall adopt standing rules to conduct business.

## ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS

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

**Section 2.** The District Executive Director who will assume office on October 1 shall be appointed by a committee consisting of the Governor-designate, Governor-Elect designate, and the Immediate Past Governor-designate, subject to the approval of the District Board-designate.

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**Section 3.** The member of the Finance Committee in the last year of his/her term shall be the District Treasurer.

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**Section 4.** The nominating and election procedure for officers to be elected at the annual convention shall be as follows:

a. The Governor-elect shall be the sole candidate for the office of Governor.

b. All qualified candidates for offices to be elected at the annual convention must submit written notice of candidacy to the District Executive Director no later than the beginning of the first House of Delegates session of the annual convention. No person shall be submitted to the District Executive Director as a candidate for Governor-Elect without the consent of said person being obtained, without the written endorsement of the candidate's club and division, and without assurance of the candidate that they will attend the training held for the district, division, and club as outlined by Kiwanis International.

c. Qualified candidates for Governor and Governor-elect shall:

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

d. Prior to elections, the District Executive Director shall report the qualified candidates to the House of Delegates.

e. Nothing in this article shall be construed as limiting the right to make further nominations of qualified candidates during the House of Delegates session.

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f. A majority of all valid votes cast shall be necessary for each office elected at the convention. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote.

g. The voting shall be by ballot only where there are two (2) or more candidates for the same office.

h. Cumulative voting shall not be permitted.

**Section 5. Duties of Committee on Credentials and Committee on Elections**

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a. The Committee on Credentials shall verify all delegates and determine the seating of any delegates not previously certified by their club. Prior to the elections taking place, the Chair of the Committee on Credentials shall report the delegate count to the District Executive Director and Committee on Elections, and shall make available to them, upon request, a list of the delegates.

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

**Section 6. Election of Lieutenant Governor and Lieutenant Governor-elect**

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a. The Lieutenant Governor of each division shall hold, ~~not earlier than the first week of the administrative year and not~~ later than the second week of April a meeting to elect a Lieutenant Governor and a Lieutenant Governor-elect for the next term. The time and place of this meeting shall be designated by the Lieutenant Governor. The president of each club in the division shall be notified at least 10 days prior to the meeting. Past Governors and past Lieutenant Governors who are active members of a club in the division, as well as non-delegate club members, shall also be invited to the meeting and shall have the privilege of the floor, but shall be without vote.

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b. Each club in the division is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members.

c. Delegates from at least a majority of the clubs in the division shall constitute a quorum.

d. The Immediate Past Lieutenant Governor shall conduct the elections, unless he/she is a candidate for election. If the presiding officer is absent or ineligible to serve, the meeting shall elect a delegate to conduct the elections.

e. No person shall be considered a qualified candidate for Lieutenant Governor or Lieutenant

Governor-elect without the consent of said person being obtained, the written endorsement of the candidate's club, and an agreement to carry out the duties and responsibilities of office.

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f. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations of qualified candidates from the floor.

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g. Voting shall be by ballot only where there are two (2) or more candidates for the same position. A majority of all valid votes cast shall be necessary for elections. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote. In the event of a tie vote, the Lieutenant Governor shall be entitled to vote.

h. The presiding officer shall report the election results immediately to the District Executive Director who shall report the results to Kiwanis International.

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

#### ARTICLE VIII. VACANCIES IN OFFICE

**Section 1.** In the event of a vacancy in the office of Governor or Governor-elect, the vacancy for the unexpired term shall be filled by majority vote of the District Board from among the qualified past Governors, or current or past Lieutenant Governors.

**Section 2.** In the event of a vacancy in the office of Immediate Past Governor, the qualified member who served as Governor most recently prior to the Immediate Past Governor who is willing and able shall automatically become the Immediate Past Governor.

**Section 3.** In the event of a vacancy in the office of Treasurer, the vacancy for the unexpired term shall be filled as defined in Article V, Section 2, paragraph c.

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**Section 4.** In the event of a vacancy in the office of District Executive Director, a committee consisting of the Governor, Governor-Elect, and Immediate Past Governor shall appoint a qualified member of a club in the district for the unexpired term, subject to the approval of the District Board.

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**Section 5.** In the event of a vacancy in the office of Lieutenant Governor, the Governor shall notify the presidents of the clubs in the affected division that a replacement Lieutenant Governor may be elected as defined in Article VII, Section 6, except the timeframe shall be within thirty (30) days from the date of such vacancy. In the absence of a replacement being elected by the division, the Governor shall appoint a qualified member of a club in the same division subject to approval by a majority vote of the District Board.

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**Section 6.** In the event that the election of any district office cannot be completed for any reason, the District Board may consider the office to be vacant and may fill it as a vacancy as provided in these bylaws for such office.

**Section 7.** In the event that, after election and before October 1, any district officer-designate is unable to serve for the year elected, the District Board-designate for said year shall fill the position as

a vacancy as provided in these bylaws for such office. Disability or inability of a Governor-designate to serve for the year for which elected shall first be determined by a two-thirds (2/3) vote of the entire District Board-designate.

**Section 8.** In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of office, the District Board shall elect, by a majority vote of the District Board, a qualified past Governor or current or past Lieutenant Governor to become Acting Governor until the Governor is able to resume the duties of office. While the Governor is incapacitated, the Acting Governor 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 continues to be incapacitated and is not able to resume the duties and responsibilities of office, the Board may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in such office as provided in these bylaws.

#### **ARTICLE IX. DISCIPLINE OF OFFICERS**

**Section 1.** If a district officer is alleged by the Governor or two-thirds (2/3) of the District Board to be failing to perform his/her duties, the District Board shall investigate the allegation and determine the matter at a meeting held within forty-five (45) days after the investigation is complete or as soon as reasonably possible. Written notice of the allegation, investigation, and meeting shall be given to the accused officer at least thirty (30) days prior to the meeting. The accused officer shall be permitted to attend the meeting and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire board, the office shall be declared vacant.

**Section 2.**

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

- is incompatible with the best interests of the public or of members of the Kiwanis family; or
- tends to harm the standing of Kiwanis in the local or global community.

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

c. If either the accused officer or the Investigator believes some part of the investigation was faulty or the determination was incorrect, either party has the right to request in writing reconsideration by the Board. The Board's decision on the matter shall be final.

d. If, at any point during the 'conduct unbecoming' process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities.

e. All materials, facts, and information related to the investigation, determination, and reconsideration (if any) shall be kept confidential at all times by any parties or persons involved in any part of the process.

f. The district shall retain all official records on the matter (Allegation Report, Investigation Report, Hearing Record, Board Report, and Reconsideration Record if any) in a confidential file as long as required by applicable law, and shall send a copy to Kiwanis International, to be retained in a confidential file.

**Section 3.** If the district employs the District Executive Director, Treasurer, or other district officers, the employment relationship supersedes the officer relationship.

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

## ARTICLE X. REVENUE

**Section 1.** Each club shall pay annual dues to the district of **\$25.00** for each active club member. Dues shall be based on each club's annual membership report to Kiwanis International as of September 30 of each year and shall be due annually on October 1 and payable by November 30.

Deleted: in an amount determined by a two-thirds (2/3) vote of the district House of Delegates.

**Section 2.** New member add fees shall be the same as annual dues as defined in Section 1 above.

**Section 3.** The District Board may establish registration fees for district conventions, conferences or other meetings.

**Section 4.** No financial obligation shall be placed upon clubs of the district other than those provided in these bylaws or adopted by a two-thirds (2/3) vote of the House of Delegates.

## ARTICLE XI. FINANCE

**Section 1.** Prior to October 1, the District Board-designate shall approve a budget of estimated revenues and expenses for their administrative year, including capital expenditures.

**Section 2.** The financial records of the district shall be examined at the end of each fiscal year by a qualified individual(s) or company selected by the District Board. The individual(s) should be qualified to perform such work in their respective jurisdiction. A copy of the annual financial examination shall be sent to the Executive Director of Kiwanis International by March 31 and to the District Board and shall be made available, upon request, to clubs and members in the district.

**Section 3.** The District Board shall determine the official depository or depositories and shall designate persons authorized to disburse funds.

**Section 4.** The district will comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.

**Section 5.** The district shall report its financial status annually to clubs and to the Kiwanis International Board and at such other times and including such information as requested by the Kiwanis International Board.

**ARTICLE XII. OTHER AUTHORITIES**

**Section 1.** This district bylaws and policies will comply with all applicable laws in its local jurisdiction(s).

**Section 2.** For authority on all matters not 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**— District Policies or Procedures
- Fourth**—Roberts Rules of Order Newly Revised (latest edition)

**ARTICLE XIII. AMENDMENTS**

**Section 1.**

- a.** A club, by majority vote of its active members, may propose bylaw amendments to be considered at any convention of the district, provided they are submitted to the District Executive Director not less than sixty (60) days prior to the date of the convention. Bylaw amendments may also be proposed by the District Board.
- b.** No later than thirty (30) days prior to the district convention, the District Executive Director shall make available to each club in the district a copy of all proposed bylaw amendments.
- c.** Amendments to these bylaws may be adopted by two-thirds (2/3) of the valid votes cast by the delegates present and voting.

**Section 2.** These bylaws and any amendments to them shall be in conformity with the Kiwanis International Bylaws, and the Standard Form for District Bylaws as revised by the Kiwanis International Board of Trustees April 26<sup>th</sup>, 2014, and as revised herein. Amendments previously verified by Kiwanis International to be in conformity may become effective immediately, unless a later effective date is specified upon adoption. Any amendments not in conformity shall not be effective until or unless approved by the Kiwanis International Board. Any questions regarding conformity shall be determined by the Kiwanis International Board.

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**ARTICLE XII. BULLETIN¶**  
¶  
**Section 1.** The District Board, in cooperation with the Governor and District Executive Director, shall issue a bulletin which shall be sent to at least all present club presidents and club secretaries of the member clubs.

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**ARTICLE XIII. POLICY MANUAL¶**  
¶  
**Section 1.** The District Executive Director shall maintain a Policy Manual which shall contain the policies and guidelines as adopted by the District Board from time to time, necessary for the administration and conduct of Kiwanis officers and members. The Policy Manual shall remain effective and may be amended at any time by a majority vote of the District Board after consultation with appropriate standing or advisory committees.

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**Section 3.** If the Kiwanis International Bylaws are amended in such a way that necessitates revisions to these District Bylaws, the district House of Delegates shall amend the district bylaws at the next annual convention to reflect such revisions.

**ARTICLE ~~XIV~~. SEVERABILITY**

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

**ARTICLE ~~XV~~. NOT-FOR-PROFIT ORGANIZATION**

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**Section 1.** The district shall operate as a not-for-profit organization incorporated within the laws of the State of Illinois.

**ARTICLE ~~XVI~~. INCORPORATION AND DISSOLUTION**

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

**Section 2.** If the district ceases operations for any reason, the last District Board will provide for proper distribution of district funds or other assets, in accordance with applicable law. If the District Board does not so provide, the Kiwanis International Board shall do so.

**ARTICLE ~~XVII~~. GENERAL PROVISIONS**

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**Section 1.** The district shall not be used for political purposes, including propaganda, trying to influence legislation, or participating in a campaign for or against any candidate for public office.

**Section 2.** The administrative and fiscal year of the district shall be October 1 – September 30.

**ADOPTION CERTIFICATION**

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

**These bylaws were adopted (or amended) by the Kiwanis District of Illinois-Eastern Iowa on the date shown by signature below.**

**Certified by the Illinois-Eastern Iowa District of Kiwanis International:**



*Andrea Kaycraft*

District Executive Director

August 12, 2017  
Date

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