



KIWANIS INTERNATIONAL

**WISCONSIN – UPPER MICHIGAN
DISTRICT**

BYLAWS

August 16, 2008 Revision



WISCONSIN-UPPER MICHIGAN DISTRICT KIWANIS INTERNATIONAL

BYLAWS

As amended August 16, 2008

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ARTICLE I: NAME AND TERRITORIAL LIMITS

The name of this organization shall be the Wisconsin-Upper Michigan District of Kiwanis International.

1.1 The territorial limits of this District shall be confined to the State of Wisconsin and the Upper Peninsula of the State of Michigan, except Sault Ste. Marie and the adjoining territory known as Sault Township, and the Counties of Chippewa, Luce, and Mackinac, State of Michigan.

1.2 Neither district name nor territorial limits shall be changed unless permission shall first have been obtained from the Board of Trustees of Kiwanis International.

ARTICLE II: OBJECTS

The objects of this District shall be: 1). To seek within the District and through the Clubs of the District, the attainment of the objects of Kiwanis International as set forth in the Constitution; 2). To increase the Fellowship and Cooperative Effort of the Clubs within the District; 3). To cooperate with Kiwanis International in building new clubs and in educating and strengthening clubs within the District; 4). To promote participation of the clubs of the District in the General Objectives, Programs and Policies of the District and of Kiwanis International.

ARTICLE III: REGIONS AND DIVISIONS

The territory in this District shall be divided into divisions and regions by the Board of Trustees.

3.1 Subsequently developed clubs shall be assigned to their divisions and regions by the Board of Trustees.

3.2 The Board of Trustees shall have the power to change the boundaries of divisions and regions in such manner as to them shall seem advisable; provided that prior to any proposed change becoming effective, thirty (30) days notice of a hearing before the Board of Trustees shall be given to all clubs in the division and/or region affected.

ARTICLE IV: MEMBERSHIP

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

4.1 Every member club should have delegate representation at each annual District Convention, but no less than one (1) delegate every other year. The Board of Trustees shall declare a club not in good standing if it fails to send a delegate for three (3) successive years unless satisfactory excuse for such failure has been provided the Board within thirty (30) days after an official request therefore; such standing will continue until the delegate requirement has been met.

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

4.3 Chartered Kiwanis Clubs in the Wisconsin-Upper Michigan District may use public lotteries, bingo, raffles, drawings or other games of chance as fund raising events for service projects or activities provided such events are not in contravention of the applicable laws of the state or municipality where the club or activity exists and provided further that such events shall not be held unless or until same are duly licensed or permitted as required by applicable governmental authorities and approved pursuant to current district policies.

4.31 Such authority does not constitute official endorsement of such projects or activities by Kiwanis International or the District. Nothing contained in this section shall permit any such club activity to impugn the good name of Kiwanis.

4.32 Should violation of this section occur, appropriate disciplinary action may be taken in accordance with Kiwanis International Bylaws.

ARTICLE V: OFFICERS

The officers of the District shall be the Governor, Governor-elect, Immediate Past Governor, a Lieutenant Governor for each Division, a Trustee for each Region, an Executive Director, and the Past Governor Trustee. No offices may be combined in one person.

5.1 Each officer shall be an active, privileged, or senior member in good standing in a club in good standing of the District; additionally each Lieutenant Governor and each Trustee shall be a member in good standing of a club in good standing in the Division or region from which elected.

5.2 The terms of all officers shall begin on the first day of October each year and continue for a minimum of one (1) year, or until their successors shall be duly elected and qualified. The terms of Trustees shall be three years.

5.3 The Wisconsin-Upper Michigan District Foundation President, Wisconsin-Upper Michigan District Circle K Governor, Wisconsin-Upper Michigan District Key Club Governor and Past Governor Trustee, shall serve as non-voting ex officio members of the District Board of Trustees.

5.31 If in any year the Immediate Past Governor ceases to be an active, privileged or senior member in a club in this District, the active, privileged or senior member who served as District Governor most recently prior to the Immediate Past Governor shall automatically be designated to serve in this capacity.

5.32 If in any year any of the Kiwanis ex officio officers ceases to be an active, privileged or senior member of a club in this District, replacement shall be sought by the means set forth in Article XI or the bylaws of the Key Club District, Circle K District or District Foundation.

5.4 The duties of the officers shall be as follows:

5.41 The Governor shall be the executive officer of the District and shall preside at all conferences, conventions, and at all meetings of the Board of Trustees. The Governor shall be guided by, and shall support and adhere to these Bylaws as made effective by the most recent District Convention, and by District Policies approved by a Convention or Board of Trustees in regular or special session. The Governor shall be an ex-officio member of all standing and special committees. Under the direction and supervision of the Board of Trustees of Kiwanis International, the Governor shall have the duty of furthering the Objects of Kiwanis International and of promoting the interests of the clubs within the District. It shall be the Governor's duty to attend any convention of Kiwanis International as well as any Regional Governor's Conference, special meeting, or International Council called by the International President at which the District has an abiding interest.

5.42 The Governor-elect shall cooperate with the Governor and the Board of Trustees in promoting the various programs of the District. The Governor-elect shall plan and implement adequate training of the incoming Lieutenant Governors and committee chairs following the training at Kiwanis International prior to the International Convention, and be responsible for all planning, scheduling, and assignment of faculty pertaining to the training program for District and club officers at the District Convention preceding election as governor. The Governor-elect shall be responsible for coordination and assigning locations for all displays, exhibits, and booths at the annual District Convention and Mid-Winter Conference.

5.43 The Trustees shall cooperate with the Governor and the Governor-elect and will assist the District in activities that concern the region. This will include: supporting the Divisional Lt. Governors of the region; overseeing regional meetings and conferences; providing support, direction and training to the regional divisions in reaching the goals of the district; and evaluating and reporting regional progress to the Governor.

5.44 The Past Governor Trustee shall be the Chair of the Committee of Past Governors and represent said committee in all matters referred to it. The Past Governor Trustee shall serve as the principal advisor to the Governor and the Board of Trustees, but will in no way usurp the responsibility or leadership role of the Governor.

5.45 The Lieutenant Governors shall assist the Governor and trustee in the work of the District and the region. They shall represent the Governor and shall have full responsibility under the direction of the Governor in supervising the District administrative work in their respective divisions. The Lieutenant Governors shall also perform such other duties as may be assigned to them by the Governor or the Board of Trustees.

5.46 The ongoing administrative duties and responsibilities of the District shall be the responsibility of an Executive Director hired by the Governor with the approval of the Board of Trustees. A two year contract will offered and will be extended annually after a satisfactory review by the Governor and approved by the Board of Trustees.

5.461 Under the general supervision of the Governor, the Executive Director shall prepare and keep District records and reports, coordinate distribution of materials to and from Kiwanis International, and participate in appropriate training sessions.

5.462 Under the general supervision of the Governor, the Executive Director shall collect and disburse funds authorized by the Board of Trustees in accordance with District By-Laws and Policies, ensure that all financial records are accurate and current at all times, and prepare such fiscal reports as shall be required by the Board of Trustees and Kiwanis International.

5.463 The Executive Director shall be responsible for overseeing the activities of such contractual and part-time employees as may be retained by the District.

ARTICLE VI: BOARD OF TRUSTEES

The Board of Trustees shall consist of the Governor, Governor-elect, Immediate Past Governor, Executive Director, without vote and six (6) Trustees with non-voting ex officio members as defined in Article V. The management and control of the affairs of the District not otherwise provided for in these Bylaws shall be vested in the Board of Trustees, subject to the direction of the Board of Trustees of Kiwanis International.

6.1 The Board of Trustees shall hold at least two (2) meetings meetings in person during each calendar year, one prior to October 31, at such time and place as are designated by the Governor, and another in connection with the District Convention at such time and place as shall be determined by the Board of Trustees. If the first meeting shall be held prior to October 1, any action taken shall become effective on October 1. The Board of Trustees and Board Executive Committee (if any) may conduct business at other times without physically meeting together by any method that allows all participants to simultaneously hear each other, including teleconference and videoconference, but excluding e-mail. Participation in such a meeting shall constitute attendance. Normal board meeting rules and processes apply. Any votes taken should use the roll-call method to ensure accuracy; however, only adoption or failure must be included in the meeting minutes. If written votes are desired, they may be made by e-mail, fax, or postal mail within a designated period of time determined by the board.

6.2 It shall be usual practice in this District to hold the following regularly scheduled meetings:

6.21 A Post Convention Board meeting immediately following the annual District Convention. This is an organizational meeting for the forthcoming Kiwanis year, and will include acceptance of a preliminary budget to enable payment of bills prior to final budget approval.

6.22 A Fall Board meeting in early to mid October, as soon as practical after the Governor returns from International Council. This meeting shall include final approval of the annual budget.

6.23 A Mid-Winter Conference Board meeting in mid-February, for program assessment and mid-term motivation.

6.24 A Spring Board meeting, mid April to early May.

6.25 The Convention Board meeting, mid August to early September. This is the final meeting for the incumbent Board.

6.3 A special meeting of the Board of Trustees may be called by the Governor or two-thirds (2/3) of the Board of Trustees.

6.4 The Executive Director shall notify each member of the Board of Trustees and the Executive Director of Kiwanis International, in writing, of the time, place, and date of any meeting at least three (3) weeks in advance of the date of such meeting.

6.5 In the absence of the Governor or Acting Governor (if one there be) from a meeting, the Board of Trustees shall designate one of its members to act as chairman.

6.6 One-half (1/2) of the voting members of the 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.

6.7 Within thirty (30) days after any special or regular meeting of the Board of Trustees, the Executive Director shall make a report of the proceedings of the meeting, comprising a complete synopsis of all action taken, and shall transmit a written or electronic copy thereof to the Executive Director of Kiwanis International and a copy to the President and the Secretary of each chartered club within the District. In the interest of economy and broader dissemination of information to the membership, the Board of Trustees may authorize inclusion of the Post Convention, Fall, and Spring Board meeting minutes in the District Bulletin in lieu of individual mailings to the President and Secretary of each club.

ARTICLE VII: STANDING COMMITTEES

The structure and duties of district standing committees as defined by the Kiwanis International Board of Trustees as set forth in appropriate documents of Kiwanis International shall be incorporated in one or more of the standing committees defined in 7.1 of this article. Each standing committee shall at all times cooperate with the appropriate committee of Kiwanis International in promoting among the clubs of the district programs suggested by such International committees. Standing committees and or other committees listed below may conduct business without physically meeting together by any method that allows all participants to simultaneously hear each other, including teleconference

and videoconference, but excluding e-mail. Participation in such a meeting shall constitute attendance. Normal board meeting rules and processes apply. Any votes taken should use the roll-call method to ensure accuracy; however, only adoption or failure must be included in the meeting minutes. If written votes are desired, they may be made by e-mail, fax, or postal mail within a designated period of time determined by the board.

7.1 District Standing Committees shall consist of:

- 7.11** the Committee on Administration;
- 7.12** the Committee on Community Services;
- 7.13** the Committee on Education;
- 7.14** the Committee on the Kiwanis Family;
- 7.15** the Committee on Membership;
- 7.16** the Committee of Past District Governors, and
- 7.17** the Committee on Youth Services.

7.2 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. All committee members shall be subject to removal by the governor.

7.3 Each committee, except the Committee of Past District Governors, shall be composed of at least eight (8) members; a chair appointed by the Governor, a Trustee assigned by the Board of Trustees and a representative from each region selected by the region's Trustee.

7.4 The committee of Past District Governors shall be composed of Past District Governors of this District who are still members of clubs within the District and the quorum of the Committee shall be a majority thereof.

7.5 The chairs of all committees and the Trustee members of all but the Committee of Past District Governors shall be appointed prior to October 1 by the Governor-elect

7.6 The committees shall be responsible to the Governor and shall report as directed by the Governor. All committee chairs and the members of committees, except the members of the Committee of Past District Governors, shall be subject to removal by the Governor.

7.7 The Executive Committee shall consist of the Governor, the Governor-elect, the Immediate Past Governor, a Trustee designated by the Trustees and the Executive Director. The Trustee so designated shall be elected at the organizational meeting of the newly elected Board of Trustees immediately following the adjournment of the Annual Convention.

7.71 The Executive Committee shall act on behalf of the District Board of Trustees in such matters as are referred to it by the District Board. The Executive Committee shall in cases of emergency communicate and dispose of such matters requiring immediate action, but any such action shall be subject to ratification by the Board of Trustees at its next regular meeting.

7.72 Within fifteen (15) days after any emergency meeting of the Executive Committee, the Executive Director shall submit a written report of the proceedings of the meeting, including all actions taken, and shall transmit a written or electronic copy thereof, to the members of the District Board of Trustees and the Executive Director of Kiwanis International.

7.73 A meeting of the Executive Committee may be called by the Governor or three (3) members of the Committee.

ARTICLE VIII: MIDWINTER CONFERENCE

A Midwinter Conference shall be held during the time period from January 15 to the March 15th; such conference dates and place to be determined by the District Board of Trustees.

8.1 The central purpose of the Midwinter Conference is to continue the education of officers and members throughout the District. It aims to reinforce and expand their knowledge of organizational purposes and goals, leadership skills, participation skills, etc. It is scheduled about a third of the way into the administrative year so emphasis can be given to helping with problems encountered and to rekindling enthusiasm for the task at hand.

8.2 It is expected that the House of Delegates will not convene at a Midwinter Conference and hence no legislation appropriate to that body will be enacted. However, if for substantial good cause such action is deemed necessary by the Executive Committee, provisions of Article IX: 9.4 through 9.7 shall apply to the legislative portion of the proceedings.

8.3 All District officers and all club officers should attend the Conference. There is no limit to the number of members who may attend from each chartered club in the District.

8.4 The Governor shall be responsible for planning, preparing the agenda, and serving as general Presiding Officer at a Midwinter Conference. In the absence of the Governor, the Board of Trustees shall designate the Governor-elect, a Past Governor, or a Trustee to carry out these responsibilities.

8.41 The Executive Director shall mail or transmit electronically to each chartered club and to the Secretary of Kiwanis International an official Governor's call to the Midwinter Conference at least thirty (30) days prior to the opening of same.

8.42 The Board of Trustees shall establish Conference fees to be paid by all persons attending and shall approve the disposition of all proceeds derived from such fees.

8.5 Within thirty (30) days following any Conference, the Executive Director shall prepare a report of the proceedings, to include a summary of activities, attendance at the Conference and each of its major activities, and a detailed financial accounting for the entire event. Copies of this report shall be sent to the Executive Director of Kiwanis International and to the District Board of Trustees. The report will be filed in the District archive.

ARTICLE IX: ANNUAL CONVENTION

The Annual Convention of the District shall be held at such place and date, between the 1st day of August and the 15th day of September as shall be mutually agreed to by the Board of Trustees of the District and the Board of Trustees of Kiwanis International.

9.1 The primary (but not exclusive) purpose of the Annual Convention is to elect and install District officers and to discuss and enact the legislative responsibilities of the organization. Other activities, such as recognition of achievement, welcome and orientation of the new members, training workshops, etc., are appropriate to the extent the schedule will permit.

9.2 An invitation from any chartered club or division council for holding an Annual Convention in its city shall be delivered in writing to the Executive Director within a predetermined time-span and for a specific District Convention.

9.21 In determining the location of a given annual convention, the Board of Trustees may be guided and advised by the majority vote of the qualified delegates present and voting at a preceding annual convention.

9.22 The Board of Trustees may, at its discretion, designate the host club or division and city, providing the invitation meets the aforementioned stipulations.

9.3 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 Board of Trustees.

9.4 The Executive Director shall mail or transmit electronically to each chartered club and to the Executive Director of Kiwanis International an official call to the Annual Convention and an official call for any Special Convention at least thirty (30) days prior to the date of same. The Board of Trustees shall have full supervision and management of all conventions.

9.41 Each chartered club in good standing in the District shall be entitled in any convention to three (3) delegates, one (1) of whom shall be the President-designate. Each chartered club at the time of selecting its delegates for the convention may choose one (1) alternate for each delegate, including the President-designate.

9.42 Official delegates of newly organized Kiwanis clubs shall be granted full privileges at District Conventions after the Charter has been issued by Kiwanis International whether or not then formally presented to such clubs.

9.43 The delegates and their alternates shall be active, privileged, or senior members in good standing of the chartered clubs in good standing they represent or be a past Trustee of the Region, a past lieutenant governor of the division of which the club is a member, in which case the past lieutenant governor may represent any one club in the division or the past Trustee may represent any one club in the region not otherwise represented by the allowable number of delegates, and shall be elected by such clubs not less than thirty (30) days prior to the date of the annual convention, nor less than fifteen (15) days prior to the date of any special convention, and their election shall be evidenced by a certificate to the Executive Director duly authenticated by the President and Secretary of the club. The status of the past Trustee as a past Trustee or past lieutenant governor as a past lieutenant governor shall be certified by the District Governor or Executive Director. In no way would this representation by a past Trustee or a past lieutenant governor excuse an absent club from their responsibility to attend District Conferences and/or Conventions. Should any chartered club fail to certify the election of its delegates and alternates as herein set forth, then the Committee on Credentials shall have the right to determine the seating of the delegates or alternates for such chartered club.

9.44 The Governor, Governor-elect, Trustees, Lt. Governors, Executive Director, and Past Governors of the District who are active, privileged or senior members of a Kiwanis club in good standing of the District shall be Delegates-at-Large to all conventions.

9.45 Each accredited delegate and delegate-at-large shall be entitled to vote on each question submitted in any convention. There shall be no voting by proxy.

9.5 The official program of the convention as approved by the 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 voting.

9.51 The Board of Trustees shall establish convention fee(s) to be paid by all persons attending any convention of the District. The proceeds derived from such registration fee shall be used solely for the expenses of the Annual District Convention and expended only upon approval of the Board of Trustees.

9.52 The District Governor shall be presiding officer of the Convention. In the absence of the Governor or Acting Governor (if one there be) from any convention of the District, the Board of Trustees shall designate the Governor-elect, the Immediate Past Governor or a Trustee to act as chair.

9.6 A quorum of any convention of the District shall comprise the official delegates present and representing not less than one-third (1/3) of the total number of clubs within the District.

9.61 Reports of committees, communications to the Convention, resolutions and all motions save such as are "undebatable" may be debated upon the floor of the Convention unless by a two-thirds (2/3) vote the Convention decides to dispose of them without debate."

9.62 All resolutions submitted thirty (30) days prior to the date of the District Convention shall be referred to the Board of Trustees for its consideration. No resolutions other than those so submitted or originated by the Board of Trustees shall be considered unless consideration thereof shall be recommended by two-thirds (2/3) vote of the Board of Trustees. Debate on such resolutions shall not be in order until they have been reported on by the Board of Trustees.

9.63 The Convention may propose, discuss and adopt resolutions recommending legislation to Kiwanis International. It shall also consider and act upon matters submitted to it by Kiwanis International.

9.7 Within thirty (30) days after any convention the Executive Director shall make a report of the proceedings of the convention, comprising a complete synopsis of all action taken and shall transmit a written or electronic copy thereof to the Executive Director of Kiwanis International and a written or electronic copy to the President and to the Secretary of each chartered club within the District. All reports of conventions will be kept in the District Office as a historical file.

ARTICLE X: NOMINATION AND ELECTION

Lieutenant Governors and Lieutenant Governors-elect shall be elected at Division Councils. The election of Trustees shall be held at a meeting in the region called expressly for that purpose. The election of the Governor and the Governor-elect shall be held at the annual convention.

10.1 Election of Lieutenant Governors and Lieutenant Governors-elect.

10.11 The Lieutenant Governor of each division shall, by no less than ten (10) days written or electronic notice to the President of each club of the division, call a Division Council for the purpose of electing a Lieutenant Governor and a Lieutenant Governor-elect for the ensuing year. This meeting shall be held as early as practical in the administrative year, but not later than the second week of April.

10.12 The personnel of the Council shall be the President and Immediate Past President of each club in the Division, or their duly elected alternates; the Lieutenant Governor-elect; and all Past Governors and all Past Lieutenant Governors still active, privileged, or senior members in good standing of a club in good standing of the Division.

10.13 The representatives of two-thirds (2/3) of the clubs of the Division shall constitute a quorum at the Council and each club shall have one vote for each representative present. The Lieutenant Governor, the Lieutenant Governor-elect, any Past Governor, and any Past Lieutenant Governor in attendance at the Council shall have the privilege of the floor without the right to vote unless serving as a duly elected club alternate substituting for an absent delegate. Except in the event of a tie vote, the Lieutenant Governor shall not be entitled to vote.

10.14 The Immediate Past Lieutenant Governor shall chair the meeting or if absent, the immediate predecessor and so on. If no Past Lieutenant Governor is present, the delegates shall elect one of their number as chair. The delegates shall elect one of their number, as secretary and such tellers as may be necessary.

10.15 Upon completion of organization as above outlined, the delegates shall proceed to elect a Lieutenant Governor and a Lieutenant Governor-elect in accordance with the following provision. When the number of names presented to the Division Council is in excess of two (2), a vote shall be taken and the person receiving the fewest number of votes shall be eliminated after the first ballot, and after subsequent ballots, as necessary until one person receives a majority vote. The persons elected shall be considered the designee for the office of Lieutenant Governor and the designated Lieutenant Governor-elect, as applicable.

10.16 When electing a Lieutenant Governor and Lieutenant Governor-elect, the Division Council shall be guided by the principles, traditions, and precedent of Kiwanis International in its selection of officers, and particularly consider the ability, service, experiences and dedication Kiwanis of each proposed candidate.

10.17 No person shall be submitted to the Council as a candidate for the office of Lieutenant Governor without the consent of said person being first obtained, nor without assurance from said person of forthcoming attendance at the leadership training and education conferences held for District, Division, and Club officers as outlined by Kiwanis International, nor without assurance from said person that official visits of the clubs in that Division will be conducted regularly. Said consent and assurances shall be obtained in writing by the incumbent Lieutenant Governor and filed with the Executive Director.

10.18 No person shall be submitted as a candidate for Lieutenant Governor-elect without the consent of that person first being obtained by the incumbent Lieutenant Governor and filed with the Executive Director. Implied in such consent, the proposed candidate shall agree to run for, and if elected, serve in the office of Lieutenant Governor at the next Division conference called for that purpose, whether that be at the next Division Council, or at an interim special meeting called due to the unforeseen vacancy in the office of Lieutenant Governor. Under normal circumstances this candidacy shall not be opposed, although nomination(s) from the floor at the conference are not precluded.

10.19 The Lieutenant Governor shall certify the results of the election to the Executive Director immediately following the Division Council meeting, and that officer will forward same to Kiwanis International expeditiously.

10.2 Election of the Trustees

10.21 The Trustee of each region shall, by no less than ten (10) days written or electronic notice to the President of each club of the region, call a Regional Council for the purpose of electing a Trustee for the ensuing term. This meeting shall be held as early as practicable in the administrative year, but not later than the end of April. For the 2005-2006 election, the district will send notification of election.

10.22 The personnel of the Council shall be the President of each club in the Region, or their duly elected alternates; the Lieutenant Governor, all Past Governors and all active Past Lieutenant Governors in a club in the Region.

10.23 The representatives of a majority of the clubs of the Region shall constitute a quorum at the Council and each club and the Lieutenant Governors of the divisions shall have one (1) vote. Any Past Governor and any Past Lieutenant Governor in attendance at the Council shall have the privilege of the floor without the right to vote unless serving as a duly elected club alternate substituting for an absent delegate. Except in the event of a tie vote, the Trustee shall not be entitled to vote. For the 2005-2006 election, in the event of a tie vote a second ballot or as many needed, will take place until a majority is obtained.

10.24 The Immediate Past Trustee shall chair the meeting or if absent, the immediate predecessor and so on. If no Past Trustee is present, the delegates shall elect one of their number as chair. The delegates shall elect one of their number as secretary and such tellers as may be necessary. For the 2005-2006 election, the delegates shall elect a chair.

10.25 Upon completion of organization as above outlined, the delegates shall proceed to elect a Trustee in accordance with the following provision. When the number of names presented to the Regional Council is in excess of two (2), a vote shall be taken and the person receiving the fewest number of votes shall be eliminated after the first ballot, and after subsequent ballots, as necessary until one person receives a majority vote. The person elected shall be considered the designee for the office of Trustee, as applicable.

10.26 When electing the Trustee, the Regional Council shall be guided by the principles, traditions, and precedent of Kiwanis International in its selection of officers, and particularly consider the ability, service, experiences and dedication to Kiwanis of each proposed candidate.

10.27 No person shall be submitted to the Council as a candidate for the office of Trustee without the consent of said person being first obtained. Said consent and assurances shall be obtained in writing by the incumbent Trustee and filed with the Executive Director. For the 2005-2006 election, said consent shall be obtained by the Executive Director.

10.28 The Trustee shall certify the results of the election to the Executive Director immediately following the Regional Council meeting, and that officer will forward same to Kiwanis International expeditiously.

10.3 Preparing for District Elections.

10.31 The official program of the annual convention shall indicate the day and the hour for the nomination and election of officers and shall be subject to change only in accordance with the rules of convention procedure.

10.32 At each duly called convention, or prior thereto, the Governor shall appoint a Committee on Credentials and a Committee on Elections each to consist of at least five (5) members. Of the Committee on Elections, all members shall be delegates or delegates-at-large. Three (3) members of each of the foregoing committees shall constitute a quorum.

10.33 The District Governor shall, on the first day of the Annual District Convention, give notice of time and place for the meeting of each Division's delegates in caucus to make recommendations concerning nominees for District offices and to discuss other matters likely to come before the Convention.

10.331 All registered delegates attending the Convention from clubs in good standing in a given Division shall be eligible and encouraged to attend their Division Caucus.

10.332 The Lieutenant Governors shall determine the agenda and preside over their respective division caucuses. In the absence of a Lieutenant Governor, the presiding officer for that caucus shall be designated by the Governor, or, with approval of the Governor, shall be selected by and from the members of the caucus present with due preference being given to the most recent past District Officer amongst them, if any.

10.34 On the second afternoon of the Convention, the Division Caucuses, properly constituted of registered delegates from each Division, separately hold their meetings for the purpose of electing one delegate from their group to meet with the delegates elected from other divisions at a nominating conference. The Lieutenant Governor of each Division shall serve as the Division's delegate to the Nominating Conference, but, in the event of that officer's absence, the presiding officer selected in accordance with the foregoing subsection may be elected to serve in that capacity.

10.341 One-third (1/3) of the club delegates of a given Division registered at the Convention shall constitute a quorum at the Caucus, and a simple majority thereof shall be sufficient to decide on those matters coming to vote within the purview of the caucus. Majority decisions of the caucus shall be considered binding on that Division's delegate to the Nominating Conference, but the voting choices of individual delegates in Convention shall be matters of personal judgment.

10.342 Immediately following adjournment of the Division Caucuses, the Lieutenant Governor/presiding officer of each Caucus shall certify to the Executive Director the name of the delegate elected to represent the Division at the District Nominating Conference. Having received certifications from all divisions, the Executive Director shall further certify all such representatives' names to the presiding officer of the Nominating Conference.

10.35 The Nominating Conference, consisting of all certified Division delegates, shall then be convened, and presided over, by the Immediate Past Governor of the District, or, in that officer's absence, the immediate predecessor, and so on, but without vote; or, if no Past Governor is present or available, a presiding officer shall be selected from their own number, with right to vote. No persons, other than the aforesaid presiding officer, and certified representatives, and the Executive Director (who shall be without vote), shall be permitted to attend or participate in the Nominating Conference. The Executive Director shall act as recording secretary of the Conference. Two-thirds (2/3) of the certified division representatives shall constitute a quorum at the Conference.

10.351 Upon completion of the nominating organization outlined above, the Nominating Conference shall proceed to select the candidates for the offices of District Governor and District Governor-elect in accordance with the following procedures:

10.352 The Nominating Conference shall submit to the Convention the name of the Governor-elect as the sole candidate for the office of District Governor, and shall submit not more than four (4) names as candidates for the office of Governor-elect. If more than the number of candidates specified in this section are suggested to the Nominating Conference for the various offices, the Conference shall vote, (by such means as the Conference shall determine) on the candidates for such offices separately, and, in such vote, the four (4) candidates for Governor-elect receiving the highest number of votes shall be submitted by the Conference to the Convention.

10.353 No person shall be submitted to the Nominating Conference as a candidate for the office of District Governor or District Governor-elect without the consent of said person first being obtained nor without assurance that if elected, they will attend the leadership training and International Council sessions held for senior District leaders as prescribed by Kiwanis International.

10.354 It shall also be a function and task of the Nominating Conference to determine the order and duration of nomination and seconding speeches, which will be made before elections take place in convention.

10.355 Upon completion of the business of the Nominating Conference, the presiding officer thereof shall certify to the Executive Director the Conference actions as to all recommendations for nominations for District offices and the recommendations concerning order and duration of nomination and second speeches thereof.

10.356 When the nomination of candidates for District offices shall become the order of business of the Annual Convention, the report of the Nominating Conference shall be presented to the House of Delegates by the Executive Director with motion to accept same. Upon seconds and recording an affirmative vote thereon, the report will become a part of the official program/order of the day.

10.357 Nothing in this procedure shall be construed as limiting the right to make further nominations from the floor of the convention in addition to those recommended in the Conference report.

10.36 The Committee on Elections shall have general charge of the elections and of distributing and counting all ballots.

10.4 Election of a Governor and Governor-elect.

10.41 Before the election, the Executive Director shall provide the Committee on Elections with a count of the delegates and delegates-at-large as reported by the Committee on Credentials.

10.42 The Governor and Governor-elect shall be elected by written ballot of delegates and delegates-at-large voting; however, the presiding officer of the Convention may entertain a motion to cast a voice vote unanimously electing a sole candidate for either of these offices. There shall be no voting by proxy, nor shall cumulative voting be permitted

10.43 A majority of all votes shall be necessary for the election of the Governor, and the Governor-elect.

10.431 In the event that any ballot cast does not show a majority for any nominee for either office, the Governor shall stipulate the time, place, and procedure for the further balloting for such office.

10.432 Prior to the second ballot, the nominee having the lowest number of votes on the first ballot shall be dropped; and, on each succeeding ballot, the same procedure shall be followed until some nominee shall have received a majority of all votes cast.

10.44 The Committee on Elections shall ascertain accurate results of the election(s) with all due speed, and the Chair shall promptly present that report in writing, signed by a majority of the committee, to the Governor for official announcement to the Convention.

10.45 The Executive Director shall be confirmed by the newly installed Board of Trustees at its first organizational meeting immediately following the annual District Convention.

10.46 The Committee of Past District Governors shall designate one of their group as Past Governor Trustee to serve on the District Board of Trustees and as Chairperson of their Committee, normally during the fifth year after that Past Governor's incumbency. The name of the Past Governor so designated shall be certified to the District during the Annual Convention and prior to the convening of the House of Delegates.

10.47 In the event that in any year the Board of Trustees determines by resolution that a condition of wide-spread emergency exists which compels the cancellation of the Annual District Convention, district officers, except the Executive Director, shall be elected for the normal term of office by a council meeting held during the period provided for the Annual District Convention, such council to be comprised of the Board of Trustees and other persons having the status of delegates-at-large to all district conventions. Such council shall formulate its own procedure for nomination and election of officers.

ARTICLE XI: VACANCIES IN DISTRICT OFFICE

A vacancy during an administrative year may be defined according to the nature of the cause leading to the occurrence. A resignation vacancy - when an officer is no longer able to serve for reasons such as lapsed Kiwanis membership, removal from the Division or District, prolonged illness, or death. In general, these result from a decision of the individual. An imposed vacancy- when the individual fails over reasonable time to perform -- or to perform adequately -- the duties of that office. In general, such vacancies are declared at the initiative of the Governor. A disability is usually caused by illness which is expected to be short-term or of uncertain duration.

11.1 Vacancy Due To Resignation

11.11 In the event, of a vacancy in the office of Governor, during an administrative year, the Board of Trustees, by a two-thirds (2/3) vote of the entire District Board, shall elect a Past Governor or one of the Trustees, or former Trustees who is an active, privileged, or senior members in good standing of a Kiwanis club in good standing in the District to become

Governor for the unexpired term.

11.12 In the event of a vacancy in the office of Governor-elect during an administrative year, the vacancy shall be filled by a majority vote of the Board of Trustees from the Trustees or former Trustees who are active, privileged, or senior members in good standing of Kiwanis clubs in good standing in the District.

11.13 If a vacancy occurs during the administrative year in the office of Trustee, The Regional Council shall elect a qualified member of a chartered club of the same region to fill the office for the remainder of the term. The candidate for this election shall be nominated at a special Regional Council called for that purpose as indicated in Article 10.2 of these Bylaws, submitted to the District Office. The Executive Director will provide Consent-to-Serve forms for execution. Should the Regional Council fail to take actions specified within Thirty (30) days of the clubs being notified of the vacancy by the District Office, it shall be the responsibility of the Governor to nominate and the Board of Trustee to elect a candidate from the Region affected.

11.23 If a vacancy occurs during the administrative year in the office of Lieutenant Governor, the Division Council shall elect a qualified member of a chartered club of the same Division to fill the office for the remainder of the term. The candidate for this election shall be nominated at a special Divisional Council called for that purpose as indicated in Article X: 1 of these Bylaws, and submitted to the District Office. The Executive Director will provide Consent-to-Serve forms for execution. Should the Division Council fail to take the actions specified within thirty (30) days of the clubs being notified of the vacancy by the District Office, it shall be the responsibility of the Governor to nominate and the Board of Trustees to elect a candidate from the Division affected.

11.24 When a vacancy occurs in an appointive office, responsibility rests with the Governor to arrange promptly for short-term and long-term continuation of services.

11.241 If a vacancy occurs during an administrative year in the office of Executive Director, the Governor shall appoint a replacement *pro tem.* to fill the office for the remainder of the one-year term or until a qualified successor can be nominated and elected. This person will be selected from the active, privileged, or senior members in good standing of a Kiwanis club in good standing in the District. The appointment shall become effective following approval by majority vote of the Executive Committee.

11.242 When a *pro tem.* Executive Director begins service, or if reappointment of an incumbent is not to be made, the Governor shall immediately appoint the Past Governor Trustee to chair and select a Search Committee composed of at least three (3) Past Governors to fill the position. The committee shall advertise, receive applications, evaluate, and arrange for interviews of prospective candidates, always keeping the Governor and Board informed. An additional interview may be arranged for each of the most promising candidates. Thereafter the Governor may a) direct the Committee to reopen the search or b) recommend to the Board one candidate for confirmation.

11.25 If a vacancy occurs during the administrative year in the designated position of Lieutenant Governor-elect, the Lieutenant Governor of the Division involved shall call a special Divisional Council within twenty-five (25) days of such occurrence for the purpose of electing a successor to fill the role, following the procedures of Article X: 1 of these Bylaws.

11.26 In the event after election and before October 1, of disability or inability of a district officer to serve in the year for which elected, the Board of Trustees-designate for said year shall proceed forthwith to the election of a successor in the manner now 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, but if absent or disabled, the Governor of the District shall act.

11.3 Vacancy Imposed.

11.31 Whenever it shall appear to the Governor or a majority of the District Board of Trustees that an officer may be engaging in conduct unbecoming a Kiwanian or is failing to perform the duties of that office, the District Board shall give written notice of the alleged facts to the officer within thirty (30) days.

A special meeting of the Board to consider the alleged facts shall be held within 35 days thereafter, with at least 21 clear days written notice being given to all members of the Board of such meeting. Service of such notice shall be deemed effective five (5) days after such notice is mailed. In the event that the Board, by two-thirds (2/3) vote of the entire Board, finds the officer has engaged in conduct unbecoming a Kiwanian or is not performing the duties of such office and declares such office vacant, a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these bylaws.

11.4 Vacancy Due To Disability

11. 41 In the event that the Governor shall be temporarily so incapacitated as to be unable to discharge the duties of the office, the Board of Trustees may appoint a Past Governor, or one of the Trustees or former Trustee, who is an active, privileged or senior member in good standing of a Kiwanis club in good standing in this District, to become Acting Governor until the Governor is able to reassume the duties of office.

11.42 While the Governor is so incapacitated, the Acting Governor shall be the executive officer of the District and shall have all the duties, responsibilities, and authority given to the Governor by these Bylaws and the Constitution and Bylaws of Kiwanis International.

11.43 If after a period of sixty (60) days, it shall appear to the Board of Trustees that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of office, the Board of Trustees may declare the office of Governor vacant, and the vacancy shall be filled in accordance with the provisions for filling offices as contained in these Bylaws.

ARTICLE XII: PUBLIC ACTIVITIES

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.

12.1 When Kiwanis Clubs outside the District are affected by any such public question or such proposed legislation, the District shall refer its favorable or unfavorable recommendations to the Board of Trustees of Kiwanis International. After action on such matter by the Board of Trustees of Kiwanis International, the District may give expression to its attitude provided that such action is consistent with that of Kiwanis International.

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

12.3 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.

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

ARTICLE XIII: FISCAL OPERATIONS

Fiscal transactions shall be conducted and recorded in accordance with generally accepted accounting principles. The books of account of the District shall be audited at least once each administrative year by an independent auditing firm named by the Board of Trustees and a certified report shall be rendered the Board of Trustees. A copy of the audit report shall be sent to the International Secretary by March 31.

13.1 The fiscal year of the District shall begin on the first day of October of each year.

13.11 No later than 31 July preceding, the Governor-elect, in collaboration with the Governor, Executive Director, and assisted by such other advisors as the Governor-elect deems helpful, shall prepare and distribute to the Board-elect a Preliminary Budget for the ensuing year.

13.12 The Preliminary Budget shall show Revenue and Expense by category for the first nine (9) months of the current year and projections for the ensuing one. Preliminary Budget shall be reviewed and voted upon by the Board of Trustees-elect at its meeting following the Annual Convention to provide for payment of bills between 1 October and the first regular Board meeting.

13.13 At the first regular meeting after October 1st a proposed Annual Budget shall be submitted by the Governor for approval by the Board of Trustees.

13.14 The Board of Trustees shall determine the official depository(s) and shall designate the officers authorized to sign checks. In case any of the signers are not available, the Board of Trustees shall designate a substitute or substitutes.

13.2 Any project submitted to the District Board of Trustees, and/or the Delegate Body for approval and requiring funds should contain a definite procedure on how said project will be financed in accordance with Article XIII, Sec. 3.

REVENUE

13.3 Each member club shall pay to the district for each of its members, with the exception of its honorary members, the sum of \$24.00 per annum of which amount the subscription price for the District bulletin shall be included. The total amount shall be due annually on the club's anniversary date as set forth in the International Bylaws, payable not later than sixty (60) days thereafter, and is to be based upon the membership of the respective clubs as shown by the reports to Kiwanis International as of September 30. Such annual membership report shall be due eighty (80) days prior to the due date for the club's annual dues payment and shall be made on the official forms provided by Kiwanis International. The total amount shall include all district charges other than the new member add fee and registration fees for district conventions or conferences.

13.31 Annual dues payments, as required by Article VI, Section 10, of the International Bylaws, shall be due and payable according to the club's organization date as follows:

Payment for clubs organized between September 1 and December 31, shall be due on December 31st;

Payment for clubs organized between January 1 and April 30, shall be due on March 31st;

Payment for clubs organized between May 1 and August 31, shall be due on May 31st.

13.32 New member add fees, as established by the house of delegates, shall be paid to the district in the amount of \$5.00.

13.33 Registration fees for district conventions and conferences, as established by the District Board of Trustees, shall also be paid to the district.

13.34 Each member club shall pay to the District a convention assessment not to exceed \$90.00 for its entitled three (3) delegates to the Annual District Convention. The convention assessment shall be billed together with the District dues as outlined in section 13.31. The convention assessment must be paid by all clubs, regardless of whether or not they have three (3) delegates in attendance at the District Convention. The convention assessment shall be used solely for the expenses of the Annual District Convention.

Upon application by a club to the District Board of Trustees and for good cause shown, the Board may, at its discretion, waive payment of all or a portion of the convention assessment for a club.

13.35 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.

13.36 In the event that a club wishes to recruit graduating Circle K Key Club members, the District will suspend the payment of District dues for that member for a period not to exceed 4 years. This option must be requested by the club and renewed annually.

EXPENSE

13.4 All disbursements shall be made solely by voucher, which shall show the payee, the items of service rendered or material purchased, and the amount of payment. Total disbursements in any year shall not exceed the gross amount of the budget adopted by the Board of Trustees in any year, unless approved by the Board of Trustees.

13.5 Reasonable out-of-pocket expenses incurred in carrying out the responsibilities of a District office or official assignment (e.g., Committee Chair) will be reimbursed according to rules and rates established by the Board of Trustees.

13.51 The expenses of all District officers attending any District Conference or Convention, regularly called meeting of the Board of Trustees, and the expenses of District Officers-designate attending the District training school, shall be paid by the District as specifically provided in the Annual Budget as approved by the Board of Trustees.

13.52 District Committee Chairs, Past District Officers, District employees, and other Kiwanis or Sponsored Youth members actively participating in a District Conference or Convention program, shall be reimbursed for the expenses incurred in connection with such activity or project to the extent specifically provided in the Annual Budget as approved by the Board of Trustees.

13.53 From time to time other official business of a position held or an authorized District activity or project may warrant reimbursement of expenses. In each instance authorization must be approved in advance by the Governor. In no instance may such authorized reimbursement deviate from established rules and rates nor cause an allocation in the Annual Budget to be exceeded.

13.54 As allocated in the District Budget, the reasonable and necessary expenses of the Governor and Executive Director incurred in attending any convention of Kiwanis International shall be reimbursed by the District.

RESERVES

13.6 The Board of Trustees shall establish and maintain a Restricted Reserve Fund with a minimum amount equal of \$1.50 per active, privileged and senior member in the District.

13.61 The Restricted Reserve Fund shall be the common repository of District monies in excess of immediate and anticipated needs. However, funds exceeding a maximum amount equal to one-half (1/2) of the total operating expenses of the District Office during the preceding year, including salaries, may be designated unrestricted funds for budgeted or emergency use by the Board of Trustees by majority vote. Such unrestricted funds may be retained in the investment portfolio of the Restricted Reserve Fund if considered advisable by the Finance Committee.

13.62 The Restricted Reserve Fund shall be for the purpose of meeting unusual expenses, which may occur. Any withdrawal of monies from the Restricted Reserve Fund, other than those which may be in excess of the maximum amount required in this fund, must be approved by three quarters (3/4) vote of the entire Board of Trustees.

13.63 The Restricted Reserve Fund is to be invested in interest bearing securities as recommended by the Finance Committee. Interest received from the investment of the Restricted Reserve shall be deposited in the Restricted Reserve Fund in accordance with the minimum and maximum guidelines aforesaid.

13.64 The status of Restricted Reserve Fund, including principal, interest earned and monies spent shall be reported annually to the delegate body at the District Convention.

13.7 The Board of Trustees shall establish and maintain a Convention Reserve Fund with a minimum amount equal to \$1.50 per active, privileged, and senior member in the District. The maximum amount allowable in this account shall not exceed an amount equal to one and one-half (1 1/2) times the amount the District spent on both the Mid-Winter Conference and Annual Convention in the previous administrative year.

13.71 The Convention Reserve Fund shall be used for the sole purpose of covering all usual and necessary program expenses of the Mid-Winter Conference and Annual Convention.

13.72 The Convention Reserve Fund shall be invested in such instruments as recommended by the Finance Committee. Interest received from these investments shall be deposited in the Convention Reserve Fund up to the maximum allowable total; thereafter, excess funds will be deposited in the Restricted Reserve Fund in accordance with the provisions of Section 13.6 and its subsections.

13.73 The status of the Convention Reserve Fund, including principal, interest earned, and monies spent shall be reported annually to the Delegate Body at the District Convention.

ARTICLE XIV: BULLETIN

The District shall issue a District bulletin to be sent to all Active, Privileged, and Senior members in good standing of clubs in good standing of this District. Publication and distribution of the bulletin shall be monthly; less frequent distribution must be recommended by the Governor and approved by two-thirds (2/3) majority of the Board of Trustees.

14.1 The name of the District bulletin shall be KIWANES.

14.2 As a matter of business at their organizational meeting following the annual District Convention the Governor-designate shall appoint and the incoming District Board of Trustees shall confirm with salary, a qualified Kiwanian to serve as District Bulletin Editor for the next administrative year.

ARTICLE XV: RULES OF ORDER

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

ARTICLE XVI: POLICY STATEMENTS

All policies are supplemental to the Bylaws and are a part of the governing procedures of the District. Policies may be altered by the District Board of Trustees or by a majority vote of the delegate body at a District Convention.

ARTICLE XVII: AMENDMENTS

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

17.1 Amendments to these Bylaws, if in conformity with the Constitution and 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.

17.2 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 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

17.3 All amendments submitted to the Delegate body for approval shall contain a "Preamble" explaining the purpose and reason of said amendment. Absence of a "preamble" rules consideration "out of order."

ARTICLE XVIII: NOT-FOR-PROFIT ORGANIZATION

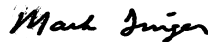
18.1 The district shall operate as a not-for-profit organization incorporated within the laws of the States of Michigan and Wisconsin

18.2 The district is organized and operated exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Objects, as stated in Article II of these bylaws, shall be accomplished exclusively through charitable and educational activities as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Respectfully Submitted
August 22, 2009



Patricia Brinkman
Governor



Mark Finger
Executive Director