

# Report of the Florida Committee on Kiwanis International Leadership

(Formerly known as the Steering Committee)

Meeting May 19, 2012 – Daytona Beach, FL, Past Governor Bob Parton, Chairman

## Candidates:

**For President:** Tom DeJulio, New York

**For President-Elect:** Gunter Gasser, Austria

**For Vice President:** (One to be elected)



John Button, E.C.&C.

Jerry Peuler, Capital

Stewart Ross, Minnesota-Dakotas

**For Trustee:**

**(VOTE FOR THREE – Four to be elected)**

Kevin Dean, West Virginia

Dennis Oliver, La-Miss-Tenn



Tom Ramiccio, Florida

Jim Rochford, I-I

Ronald Smith, Southwest

Elizabeth Tezza, Carolinas

## Amendments:

*Favor / Oppose (in %)*

Pass	#	KI	Description
2/3	1	E	Age requirement for membership. (Legal age of Majority by area) 98-2
2/3	2	E	Member in good standing. (Must pay applicable dues and fees and meet any other criteria) 99-1
Maj	3	E	Frequency of club meetings. (Allow once per month if desired) 87-13
2/3	4	E	Expansion of membership classes. (Clubs will insert into policy) 96-4

- 2/3 5 E Role and purpose of districts. (Place in Bylaws vs. KI Policy)  
88-12
- 2/3 6 E District reporting requirements. (report regularly to KI & report financial status)  
97-3
- 2/3 7 E Federation reporting requirements. (Same as 6 + required governmental reporting)  
98-2
- Maj 8 E KI Board Meetings. (Separate provisions about regular vs. special meetings of KI Board)  
93-7
- Maj 9 E Financial reporting duties of KI Officers. (align duties to review, account, & report KI Fin's)  
98-2
- 2/3 10 E Composition of Board Exec. Comm. (Revised to include V.P. + up to 5 more for unique exp)  
97-3
- Maj 11 E Conduct unbecoming a K-Fam member. (Clubs MUST invest. & discip. if member charged)  
66-34
- Maj 12 E Discipline of KI Officers. (Separates duties of office vs. conduct unbecoming KI Officer)  
95-5
- 2/3 13 E Ensure Financial Stability of KI. (\$15 dues increase) COMMITTEE RECOMMENDS A NO VOTE  
Motion to refer to finance committee 71-29
- 2/3 14 E Freeze tiered dues rates. (Clubs in \$ depressed areas have up to 2 yrs to adjust to dues +)  
93-7
- 2/3 15 N Add a new Object. (To encourage support & promote an equal opportunity to serve)  
8-92
- 2/3 16 O New standing comm of Past KI Trustees. (promote growth, service, SLP, Global Camp Child)  
55-45 FAIL
- Maj 17 N Minimum # of members to Charter Club. (Let clubs set min # of members)  
52-48

Amendments Adopted by KI Council: - No action to rescind by delegates requested. All by majority vote.

- A Compliance with local laws and regulations.
- B Eliminate restrictions for cancellation of club meetings.
- C Eliminate requirement for club Vice President.
- D Eliminate stated process for admission of new members.
- E Reduce required club directors from five to three.
- F Expand time frame for clubs to hold annual elections.
- G Remove admin. Detail regarding new club formation.
- H Eliminate approval requirement for clubs to use games of chance.
- I Clarify club reporting of delegates and alternates to KI convention.
- J Update provisions related to KI Board elections.
- K Allow a district convention to be held in conjunction with the KI convention.
- L Reduce level of administrative details stated in bylaws.



# PROPOSED AMENDMENTS TO THE BYLAWS OF THE FLORIDA DISTRICT OF KIWANIS INTERNATIONAL

As amended 8/28/2010

**Proposed amendments to be presented to house of delegates  
on 8-11-2012 are shown in red**

## **AMENDMENTS WILL BE HANDLED BY ARTICLE NUMBER**

### **AMENDMENT #1**

#### **ARTICLE I. NAME AND TERRITORIAL LIMITS**

**Section 1.** The name of this organization shall be the Florida District of Kiwanis International.

**Section 2.** The territorial limits of this District shall be confined to: the state of Florida and the Cayman Islands **and territories assigned by Kiwanis International**. Neither the District name nor territorial limits shall be changed unless permission shall first have been obtained from the International Board of Trustees.

#### **ARTICLE II. OBJECTS**

**Section 1.** The objects of this District shall be:

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

#### **ARTICLE III. DIVISIONS**

**Section 1.** The territory of this District shall be divided into such number of Divisions as shall be determined by the Board of Trustees.

**Section 2.** The number and territorial limits of Divisions may be changed at any regular or special meeting of the District Board of Trustees held pursuant to the provisions of Article VI hereinafter. A majority vote of the Trustees shall be sufficient to effect a

change in the number or boundaries of Divisions, provided the Trustees from Divisions affected by any such change vote in favor thereof; otherwise, a two-thirds (2/3) vote of all the Trustees shall be necessary to effect such change.

#### **ARTICLE IV. MEMBERSHIP**

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

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

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

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

### **AMENDMENT #2**

## ARTICLE V. OFFICERS

**Section 1. District Officers:** The officers of the District shall be a Governor, a Governor-Elect, the three (3) Immediate Past Governors, a Lieutenant Governor for each Division, a Secretary/Executive Director and a Treasurer. If in any year any of the three (3) most Immediate Past Governors cease to be active or senior members of a club of the District, the active or senior Past Governor most recent prior to the last Past Governor of the three Past Governors stated above shall automatically become an officer of the District.

**Section 2.** The terms of all District officers shall begin on the first day of October of each year and continue for one (1) year, or until their successors shall be duly elected and qualified. Each lieutenant Governor may serve for a term of either one (1) or two (2) years as determined by each individual division at its election conference.

**Section 3.** Each District officer shall be an active or senior member in good standing in a club of the District; and each Lieutenant Governor shall be an active or senior member in good standing in a club in the division from which elected.

The Governor, Governor-elect, and Treasurer shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International.

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

- a. Promote the Objects and objectives of Kiwanis International; and
- b. Promote the interests of the clubs within the District.

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

- a. Be the chief executive officer of the District.
- b. Under the direction and supervision of the International Board of Trustees, further the Objects of Kiwanis International and promote the interests of the clubs within the District.
- c. Preside at all conventions and meetings of the District Board of Trustees.

d. Attend all Conventions, Conferences, and Council Meetings of Kiwanis International.

e. Be an ex-officio member of all standing and special committees.

f. Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Bylaws, the Kiwanis International Board Policies and Procedures, or the District Bylaws.

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

a. Attend the training conferences for governors-elect.

b. Be responsible for the training of District officers-designate.

c. Be responsible for the training of club officers and members at the District convention.

d. Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Bylaws, the Kiwanis International Board Policies and Procedures, or the District Bylaws.

e. Carry out such other duties and responsibilities as are from time to time assigned by the District Board of Trustees.

**Section 7.** The three (3) Immediate Past Governors shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the District Board of Trustees.

**Section 8.** The District Secretary/Executive Director has the further duties and responsibilities:

a. Keep all records of the District.

b. Assist the Governor and the District Board of Trustees in conducting the business of the District.

c. Be the executive in charge of the District Office and its departments and, subject to the direction and control of the District Board of Trustees, select and supervise the staff and employees.

d. Submit to the proper officers, committees, or persons, all communications received from Kiwanis International, and cooperate with the Governor in forwarding all reports required by Kiwanis International.

e. Attend and keep the minutes of the meetings of the District Board of Trustees and the District conventions.

f. Attend all Conventions of Kiwanis International, and if invited, attend meetings of the International Council.

g. Keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement, of District and sponsored organization funds in the manner authorized and prescribed by the District Board of Trustees.

h. At all times, make available for inspection by the Governor, the District Board of Trustees, or any authorized auditors, the financial accounts, records, and books of the District and its sponsored organizations.

i. Make a report to the District at its annual convention and such other reports as directed by the Governor or the District Board of Trustees.

j. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or the District Board of Trustees.

k. Give bond for the faithful discharge of the duties of such office, in such amount and with such sureties as are required by the District Board of Trustees.

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

a. Be a member of the Finance Committee.

b. Regularly review and advise the District Board of Trustees on the financial condition of the District and its sponsored organizations.

c. Make a report at the annual convention.

d. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

e. Give bond for the faithful discharge of the duties of such office, in such amount and with such sureties as are required by the District Board of Trustees.

**Section 10.** The Lieutenant Governors have the further duties and responsibilities:

a. Assist the Governor in the work of the District.

b. Represent the Governor and, under the direction of the Governor, supervise the District executive work in their respective divisions.

c. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

## **AMENDMENT #3**

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

**Section 1.** The District Board of Trustees shall consist of the Governor, Governor-elect, three (3) Immediate Past Governors, Secretary/Executive Director, Treasurer, Lieutenant Governors, **the Florida Kiwanis Foundation President, Florida Kiwanis Foundation President-elect and Florida Kiwanis Foundation Vice President.**

**Section 2.** The management and control of the affairs of the District not otherwise provided for in these Bylaws shall be vested in the District Board of Trustees, subject to the supervision and control of the International Board of Trustees.

**Section 3.** The District Board of Trustees shall hold at least two (2) meetings during each year, one prior to October 31 at such time and place as designated by the Governor, and another in connection with the District convention at such time and place as shall be determined by the Board. If the first meeting is held prior to October 1, any action taken shall become effective on October 1.

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

**Section 5.** The District Secretary/Executive Director shall notify each member of the District 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.

**Section 6:** The Board of Trustees may conduct business by any method that allows all participants to simultaneously communicate with one another. Participation in such meeting constitutes attendance. Normal board meeting rules and processes apply. If any vote taken verbally is unclear, it should be taken by roll call; however, only adoption or failure of the motion must be included in the minutes. If written votes are desired, they may be made by e-mail, fax, or postal mail within a designated period of time following the meeting, as determined by the board.

District committees may meet and conduct business in the same manner as provided for the Board of Trustees. (see Article V)

**Section 7.** In the absence of the Governor (or Acting Governor) from a meeting, the District Board of Trustees shall designate one of its members to act as chairman.

**Section 8.** One-half (1/2) of the total members of the District Board of Trustees shall constitute a quorum, and a majority vote of those present shall decide any question, with the exception of those questions for which a greater proportion is specifically required in these Bylaws.

**Section 9.** Within thirty (30) days after any special or regular meeting of the District Board of Trustees, the District Secretary/Executive Director shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and transmit the report to the Executive Director of Kiwanis International. A copy of the report shall either be sent to the secretary of each chartered club within the District or be published in the next District bulletin.

**Section 10.** The Board of Trustees may create an Executive Committee to consider emergency matters in the interim of meetings and such matters as specifically authorized by the Board of Trustees. Said committee, if and when created, shall consist of the Governor, the Governor-Elect, the District Secretary/Executive Director, the Treasurer, the two

(2) Immediate Past Governors, and three (3) Lieutenant Governors, as selected by the Lieutenant Governors of the Board of Trustees.

a. For a matter to be considered an emergency, it must have an affirmative vote of five members of the Committee.

b. A report of the proceedings of any meeting of the Executive Committee shall be transmitted by the District Secretary/Executive Director as required in Section 8 above.

c. Any action taken by the Executive Committee shall be placed on the agenda of the next official meeting of the Board of Trustees for report and consideration of any action as may be appropriate.

## **AMENDMENT #4**

### **ARTICLE VII. COMMITTEES**

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

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

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

**Section 4.** All committee members shall be subject to removal by the Governor, subject to the approval of the District Board of Trustees.

**Section 5.** District Committees may meet and conduct business in the same manner as the District Board of Trustees.

### **ARTICLE VIII. CONVENTIONS**

**Section 1.** The annual convention of the District shall be held at such place and date, between March 15 and September 15, as shall be mutually agreed upon by the District Board of Trustees and the International Board of Trustees, except that no District convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International. In determining the location of an annual convention, the District Board of Trustees may be guided and advised by the majority vote of the qualified delegates present and voting at an annual convention.

**Section 2.** An invitation from any chartered club for holding an annual convention in its city shall be delivered in writing to the District Secretary/Executive Director.

**Section 3.** Special conventions of the District shall be called by the Governor upon the request of a majority of the chartered clubs in good standing, or upon the request of three-fourths (3/4) of the members of the District Board of Trustees.

**Section 4.** The District Secretary/Executive Director shall mail to each chartered club and to the Executive Director of Kiwanis International an official call to the annual convention at least sixty (60) days prior to the date of the convention, and an official call for any special convention at least thirty (30) days prior to the date of such convention. The District Board of Trustees shall have full supervision and management of all conventions.

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

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

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

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

chartered clubs they represent, and shall be elected by such clubs not less than thirty (30) days prior to the date of the annual convention or less than fifteen (15) days prior to the date of any special convention. Their election shall be evidenced by a certificate to the District Secretary/Executive Director duly authenticated by the president and secretary of the club. Should any chartered club fail to so certify the election of its delegates and alternates, then the Committee on Credentials shall have the right to determine the seating of the delegates or alternates for such chartered club.

**Section 9.** The elective officers; the Secretary/Executive Director; Past Governors; and Lt. Governors-Designate; and Past Lieutenant Governors; of the District, or any other officially created and recognized Kiwanis District, who are active or senior members of a Kiwanis Club of this District shall be delegates-at-large to all conventions.

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

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

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

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

**Section 14.** A quorum at 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.

**Section 15.** Within thirty (30) days after any convention, the District Secretary/Executive Director shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and shall transmit the report to the Executive Director of Kiwanis International. A copy of the report shall either be sent to the secretary of each chartered club within the District or be published in the next District bulletin.

**Section 16.** In the event that in any year the District Board of Trustees shall determine by resolution that there exists a condition of emergency in the District that compels cancellation of the annual District convention, the Board shall then establish procedures to transact any and all business that would normally be transacted by and at such convention. The preference will be to call a council meeting to be held during the period provided for District conventions. Such council shall be comprised of the Board and other persons having the status of delegates-at-large to all District conventions.

## **ARTICLE IX. CONVENTION PROCEDURE**

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

### **Section 2. Resolutions**

**a.** Proposed resolutions may be submitted by majority vote of a club's board of directors to the District Secretary/Executive Director not less than 60 days prior to the date of the District convention. Proposed resolutions may also be submitted by the District Board of Trustees or originated by the Committee on Resolutions.

**b.** All proposed resolutions shall be referred to the Committee on Resolutions for its consideration and recommendation to the convention. No resolutions other than those so submitted to or originated by the Committee on Resolutions shall be considered unless consideration thereof shall be recommended by two-thirds (2/3) vote of the District Board of Trustees. Debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions or the Board.

**Section 3.** Reports of committees, communications to the international convention, resolutions, amendments, and all motions may be debated during the House of Delegates, except those "undebatable" under *Robert's Rules of Order Newly Revised*, or unless the convention, by a two-thirds (2/3) vote, dispenses with debate. No Kiwanian shall speak longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote. The members of the Committee on Resolutions shall have the privilege of the floor during the time that the resolutions are being considered by the delegate body, but no member of the Resolutions Committee shall have the right to vote on the resolutions, unless said member is an accredited delegate. (4/99)

## **AMENDMENT #5**

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

#### **Section 1. Officers Other than Lieutenant Governors**

**a.** The election of officers,<sup>§</sup> except the Lieutenant Governors, shall be held at the annual convention.

**b.** The District Secretary/Executive Director who is to assume office on October 1 shall be appointed by the Governor- designate, with the approval of the District Board of Trustees- designate.

**c.** The official program of the annual convention shall indicate the time and place of the election of officers.

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

**(1)** The Governor-elect shall be the sole candidate for the office of Governor. The District Treasurer shall be the sole candidate for the office of Governor-elect.

**(2)** All candidates for the offices of Governor and Governor-elect and Treasurer-must submit written notice by certified mail of candidacy to the District Secretary/Executive Director no later than ~~30~~90 days prior to the first day of the annual District convention. At that session, the Secretary shall make a report of



the candidates giving such notice. All candidates for the office of Governor-elect shall submit a signed agreement to Kiwanis International to fulfill their duties.

Each candidate for the office of Governor, Governor-elect, and Treasurer also shall have a clear criminal history background check conducted and verified by Kiwanis International.

**(3)** In order to prescribe guidelines concerning campaign behavior, each candidate for District office shall conduct themselves as follows:

(a) Candidates will conform to the following ethical standards: honesty, trustworthiness, integrity, good character, fairness, caring and respect. Candidates shall at all times conduct themselves and their campaigns in accordance with basic rules of ethical conduct so as to uphold the good name of Kiwanis. Acceptable ethical campaign behavior includes, but is not limited to, the following: personal contacts, telephone calls, letters, and brochures.

Candidate, campaign committees and supporters shall refrain from such conduct as the following: giving erroneous or misleading campaign information; making derogatory statements about any candidate; giving gifts of anything with a value that exceeds \$10.00; giving gratuities; and being involved in undignified gimmicks or practices.

(b) Any candidate may request an opinion from the District Secretary as to whether any anticipated campaign practice is acceptable behavior. The District Secretary shall submit all questions of campaign ethics to the campaign

Ethics Committee for their opinion. An opinion shall be rendered within 5 working days. The campaign Ethics Committee shall be composed of the District Governor, the immediate Past Governor and one Lt. Governor selected by the District Board at the second District Board meeting of the current Administrative Year.

(c) A candidate who commits unacceptable behavior or allows and/or encourages a campaign committee or supporter to commit unacceptable behavior after receiving an opinion of the Campaign Ethics Committee stating that such behavior is unacceptable is subject to censure. Said censure to be made public knowledge by notifying each member of the Florida Board of Trustees and all Presidents and Secretaries. Further, said censure will be read to the House of Delegates at the District Convention prior to delegate's casting votes in the race the censured candidate is involved in.

**(4)** A majority of all valid votes cast for each position shall be necessary for the election of the Governor and Governor-elect and Treasurer. In the event that any ballot cast for Governor, Governor-elect or Treasurer does not show a majority for any nominee for the foregoing offices, the Governor shall designate a time and a place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until a nominee shall have received a majority of all valid votes cast.

e. The voting shall be by ballot only where there are two (2) or more candidates for the same office. Only accredited delegates or delegates-at-

large shall be allowed to vote. There shall be no voting by proxy or absentee ballot.

f. Nothing in this article shall be construed as limiting the right to make further nominations from the floor of the convention.

g. The required qualifications for a candidate are:

(1) The candidate shall have served as a Past Lieutenant Governor by the time he/she takes office.

(2) The candidate has served as a District Committee Chairperson for a minimum of three (3) years.

(3) The candidate has committed to stand for election by the House of Delegates for any successive offices and to further serve three (3) years on the Board of Trustees following the expiration of his/her term as Governor, if so elected. This commitment must be filed in writing with the District Secretary/Executive Director prior to such a person announcing his/her candidacy.

h. Cumulative voting shall not be permitted.

## **Section 2. Committee on Elections**

a. Before the election, the District Secretary/Executive Director shall make available to the Committee on Elections a list of the delegates and delegates-at-large as shown by the report of the Committee on Credentials.

b. The Committee of Elections shall have general charge of the election and of distributing and counting the ballots.

c. The Committee on Elections shall report promptly to the convention the results of the balloting and the report shall be signed by a majority of the committee.

## **Section 3. Election of Lieutenant Governor and Lieutenant Governor-elect.**

a. The Lieutenant Governor of each division shall hold, not later than the second week in March, a conference for the purpose of electing a Lieutenant Governor and a Lieutenant Governor-elect. The time and place of this conference shall be designated by the Lieutenant Governor. Written notice shall be sent, not later than 10 days

prior to the conference, to the president of each club in the division, and to all Past Governors and Past Lieutenant Governors of that division who are active or senior members of a club in the division. (Amended 8-29-10)

b. The voting members of the conference shall be the president and immediate past president of each club in the division, or their duly elected alternates.

c. The voting members present, representing not less than two-thirds (2/3) of the clubs of the division, shall constitute a quorum at the conference, and each club shall have one (1) vote for each representative present. The Lieutenant Governor and the Past Governors and Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote, except in the event of a tie vote, in which case the Lieutenant Governor shall be entitled to vote.

d. The Immediate Past Lieutenant Governor shall be chairman of the conference or, if absent, the immediate predecessor, and so on. In the absence of a Past Lieutenant Governor, the conference shall elect one of its members as chairman. The conference shall elect one of its number as secretary, and such tellers as may be necessary.

e. Upon completion of organization as above outlined, the conference shall proceed to elect a Lieutenant Governor and a Lieutenant Governor-elect. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations from the floor. A majority of all valid votes cast for each office shall be necessary for elections. In the event that no candidate receives a majority of valid votes cast, a new elections shall take place immediately, and the person receiving the fewest number of votes shall be eliminated. This procedure shall be followed until one person receives a majority vote. No person shall be submitted to the conference as a candidate for Lieutenant Governor or Lieutenant Governor-elect without the consent of said person first being obtained. Said person will have been a Kiwanis member for at least three (3) years and served as club President before taking office as Lieutenant Governor. Each candidate for Lieutenant Governor shall give assurances of a willingness and ability to carry out the duties and responsibilities of the office of Lieutenant

Governor, to attend the leadership education conferences and to make required visits to the clubs of the division.

**f. No person shall serve more than two (2) consecutive years as a Lieutenant Governor.**

**g.** A Lieutenant Governor-elect is not a District officer.

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

**i.** The Lieutenant Governor shall certify the results of the election to the District Secretary/Executive Director and Kiwanis International immediately following the conference.

## **ARTICLE XI. VACANCIES IN OFFICE**

**Section 1.** In the event of a vacancy in the office of Governor, during an administrative year, by a two-thirds (2/3) vote of the entire District Board of Trustees, the Board shall elect a Past Governor, Lieutenant Governor, or Past Lieutenant Governor who is an active or senior member of a Kiwanis club in the District and who qualifies to be elected pursuant to the provisions of Article X, Section 1g to become Governor for the unexpired term.

**Section 2.** In the event of a vacancy in the office of Governor-elect or Treasurer during an administrative year, the vacancy for the unexpired term shall be filled by the District Board of Trustees, by a two-thirds (2/3) vote of the entire District Board, from the Lieutenant Governors or Past Lieutenant Governors who are active or senior members of Kiwanis clubs in the District and who qualifies to be elected pursuant to the provisions of Article X, Section 1g.

**Section 3.** In the event of a vacancy in the office of District Secretary/Executive Director during the administrative year, the Governor shall appoint a qualified individual to fill that office for the unexpired term. This appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

**Section 4.** In the event of a vacancy in the office of Lieutenant Governor during an administrative year, the Governor shall notify the presidents of the affected division that a replacement Lieutenant Governor may be elected by a conference of the division within thirty (30) days from the date of such vacancy. In the absence of a replacement being elected by a division conference, the Governor shall appoint a qualified member of a chartered club in the same division to fill the office for the unexpired term, which appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

**Section 5.** In the event after election and before October 1 of disability or inability of the District officer to serve for the year for which elected, the District Board of Trustees-designate for said year shall proceed forthwith to appoint or elect the successor in the manner provided for filling vacancies in office during the administrative year. The Governor-designate shall give reasonable notice of the time and place of such election and, if absent or disabled, the Governor of the District shall act.

**Section 6.** In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of the office, the District Board of Trustees shall elect, by a two-thirds (2/3) vote of the entire District Board, a Past Governor, Lieutenant Governor, or Past Lieutenant Governor who is an active or senior member of a Kiwanis club in the District to become Acting Governor until the Governor is able to resume the duties of the office. While the Governor is incapacitated, the Acting Governor shall be the executive officer of the District and shall have all the duties, responsibilities, and authority given to the Governor by these Bylaws and the Bylaws of Kiwanis International. If, after a period of sixty (60) days, it 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 contained in these Bylaws.

**Section 7.** In the event of a vacancy in the office of Lieutenant Governor-Elect, the Lieutenant Governor of the Division shall, within thirty (30) days after being advised of such vacancy, call a conference for the purpose of selecting a successor. The conference shall be organized and shall proceed as provided in Article X, as appropriate.

## ARTICLE XII. REMOVAL OF OFFICERS

**Section 1.** Whenever it shall appear to the Governor or 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 thirty-five (35) days thereafter, with at least twenty-one (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.

**Section 2.** Whenever a district officer is removed from office for reasons involving conduct unbecoming a Kiwanian or failure to perform the duties of the office or resigns from office, that person may be declared by the district board to be ineligible to hold a district office or appointment. (rev. 2010)

## ARTICLE XIII. PUBLIC ACTIVITIES

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

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

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

**Section 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.

## AMENDMENT #6 ARTICLE XIV. REVENUE

~~**Section 1.** Each member club shall pay to Kiwanis International for the District for each of its active or and senior with the exception of Florida District Life Members, the sum of thirty dollars (\$30.00) per annum. These dues shall be based upon the membership of the respective clubs as shown by the club's report to Kiwanis International. Upon a Kiwanian attaining the status of Florida District Life Member, the member's club is thereby relieved of any further dues obligation to the Florida District of Kiwanis for that member and the member is relieved of that dues obligation to the club.~~

**Section 1.** Each member club shall pay to the district for each of its members, with the exception of honorary members and Florida District Life Member, the sum of \$30.00 per annum as dues. The total amount shall be due annually on ~~the club's anniversary date as set forth in the International Bylaws~~ October 1, payable not later than sixty (60) days thereafter, and is to be based upon the annual membership report of the respective clubs 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. Upon a Kiwanian attaining the status of Florida District Life Member, the member's club is thereby

relieved of any further dues obligation to the Florida District of Kiwanis for that member and the member is relieved of that dues obligation to the club.

PROVISO: Between October 1, 2010, and October 1, 2012:

For clubs organized between September 1 and December 31:

- For the year 2010-11, payment shall be based on the club roster as of September 30, 2010, and shall be due October 1, 2010, and payable no later than November 30, 2010.

For clubs organized between January 1 and April 30:

- For the year 2010-11, payment shall be based on the club roster as of Sept. 30, 2010, and shall be due December 1, 2010, and payable no later than January 31, 2011;
- For the year 2011-12, payment shall be based on the club roster as of September 30, 2011, and shall be due October 1, 2011, and payable no later than November 30, 2011.

For clubs organized between May 1 and August 31:

- For the year 2010-11, payment shall be based on the club roster as of Sept. 30, 2010, and shall be due February 1, 2011, and payable no later than March 31, 2011;
- For the year 2011-12, payment shall be based on the club roster as of Sept. 30, 2011, and shall be due December 1, 2011, and payable no later than January 31, 2012;
- For the year 2012-13, payment shall be based on the club roster as of September 30, 2012, and shall be due October 1, 2012, and payable no later than November 30, 2012.

**Section 2.** The fee associated with the District Life Membership shall be fifteen (15) times the amount of the annual District dues at the time of becoming a Florida District Life Member.

**Section 3.** The dues to be paid to the District by any new club admitted to membership during any fiscal

year, shall be prorated according to the unexpired portion of the fiscal year in which said club was completed.

**Section 4.** Subject to Section 7 of this Article, a New Member Processing Fee of \$25.00 shall be paid to the District for each new member joining Kiwanis to defray District office administrative costs.

**Section 5.** The New Member Processing Fee shall apply to all members added to the club roster after submission of the original Permanent Organization Roster to Kiwanis International.

**Section 6.** Payment of the New Member Processing Fee shall be rendered to Kiwanis International with a copy of the Kiwanis International Membership Information Form.

**Section 7.** A Kiwanis club shall be relieved of any obligation to pay District dues for any club member, under the age of twenty-seven (27), for a period of two (2) years from the date of joining that club, provided such a member was a former member of a Kiwanis International sponsored program. This exemption shall be effective for members joining Kiwanis after September 30, 2005. Kiwanis clubs shall not assess the member for this fee in their club billing cycles for this two (2) year period.

**Section 8.** A Kiwanis club shall be relieved of any obligation to pay NEW MEMBER PROCESSING FEE, for any club member, under the age of twenty-seven (27), provided such a member was a former member of a Kiwanis International sponsored program. Kiwanis clubs shall not assess the member for this fee in their club billing or member processing fee.

**Section 9.** Each member club shall pay an assessment to the District, for its entitled three (3) delegates to the Annual District Convention, a sum equal to three (3) times the individual registration fee established by the District Board in its annual operational budget. This assessment shall be billed together with District dues. This assessment must be paid by all clubs, regardless of whether or not they have three (3) delegates in attendance at the District Convention. Once paid, a club shall receive a \$20 credit toward the registration fee for each of its three (3) certified club delegates.

The assessment for each of the three (3) individual convention registrations shall not exceed \$20.00 without amending this Section in the manner prescribed in the District Bylaws.

The convention registration assessment shall be earmarked for the specific purpose of paying for and defraying the expenses of the Annual District Convention for the benefits of the clubs, and for no other purpose.

Upon application by a club to the Board of Trustees and for good cause shown, including but not limited to financial hardship or other special circumstances, the Board may, at its discretion, waive payment of all or a portion of the convention registration assessment.

**Section 10.** 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.

## **AMENDMENT #7**

### **ARTICLE XV. FINANCE**

**Section 1.** The fiscal year of the District shall begin on October 1 and terminate on the following September 30.

**Section 2.** Not later than October 15, the District Board of Trustees shall approve a budget of estimated revenues and expenses, including capital expenditures, for the year.

**Section 3.** All disbursements shall be made solely by voucher check, 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 each year.

**Section 4.** The books of account of the District shall be audited **or reviewed** at least once each year. The auditors shall be named by the Board of Trustees. The report of the Treasurer shall include a complete statement of assets and liabilities, and copies shall be transmitted to the Executive Director of Kiwanis International **by March 31**, the District Board of Trustees, all Past District Governors, and the Secretary of each chartered club within the District.

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

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

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

### **ARTICLE XVI. OTHER AUTHORITIES**

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

**First**--Kiwanis International Bylaws

**Second**--Kiwanis International Policies and Procedures

**Third**--Florida Policies and Procedures of the Florida District of Kiwanis International --

### **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

**Section 1.** "Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these Bylaws.

### **ARTICLE XVIII. AMENDMENTS**

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

**Section 2.** As amendments to these Bylaws are made, as outlined above, paragraph numbers and designations will be automatically changed, as appropriate, when Amended Bylaws are published.

**Section 3.** If these Bylaws are in conflict with the Kiwanis International Bylaws, current or as amended in the future, this District shall amend these Bylaws to bring them into conformity with the Kiwanis International Bylaws.

**ARTICLE XIX. SEVERABILITY**

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

**AMENDMENT #8**

**ARTICLE XX. NOT-FOR-PROFIT ORGANIZATION**

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

~~**Section 2.** The district is organized and operated exclusively for the purposes set forth in Section 501(e)(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(e)(3) of the Internal Revenue Code of 1986, as amended.~~

**ARTICLE XX. APPROVAL OF KIWANIS INTERNATIONAL**

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

**To be adopted by the Florida District of Kiwanis International on:**

\_\_\_\_\_ August 11, 2012 \_\_\_\_\_ (date)

Eddie Lee, District Governor

  
\_\_\_\_\_  
George F. Langguth, District Secretary/Executive Director

**APPROVED BY KIWANIS INTERNATIONAL:**

\_\_\_\_\_ (date)

BY: \_\_\_\_\_

Kiwanis International

Note--Two (2) copies of these Bylaws and/or any amendments shall be forwarded to the Executive Director of Kiwanis International. One copy will be returned to the District by Kiwanis International with the noted approval.

To be adopted by the House of Delegates at the 95<sup>th</sup> Annual District Convention in Tampa, Florida on Saturday, August 11, 2012.

Proposed Amendments: 8-11-12  
Published: 5-4-2012