



# BYLAWS TEXAS-OKLAHOMA DISTRICT OF KIWANIS INTERNATIONAL

## ARTICLE I. NAME AND TERRITORIAL LIMITS

**Section 1.** The name of this organization shall be the Texas-Oklahoma District of Kiwanis International.

**Section 2.** The territorial limits of this District shall comprise the whole State of Texas, except El Paso County, and the whole state of Oklahoma. Neither the district name nor the territorial limits shall be changed unless permission shall first have been obtained from the Board of Trustees of Kiwanis International.

## ARTICLE II. OBJECTS

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

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.

TO INCREASE the fellowship and cooperative efforts of the clubs within the District.

TO COOPERATE with Kiwanis International in building new clubs and in educating and strengthening clubs within the District.

TO PROMOTE participation of the clubs of the District in the general objectives, programs and policies of the District and of Kiwanis International.

TO ENCOURAGE active involvement and support of the “Kiwanis Family” resulting in increased participation in programs and support of Circle K Clubs, Aktion Clubs, Key Clubs, K-Kids Clubs, and Builders Clubs.

## ARTICLE III. DIVISIONS

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

**Section 2.** The territory limits of these Divisions shall be as delineated by the District Board of Trustees.

**Section 3.** All resolutions, requests, or other petitions which would affect the geographical boundary of any Division shall be submitted to the District Governor on the standard District Redivisioning Request Form, with required attachments. No change in delineation of any Division may be considered by the District Board of Trustees prior to study and recommendation by the Long Range Planning Committee.

**Section 4.** Prior to final action by the Board of Trustees, at least sixty (60) days written notice shall be given by the District Secretary to each club President within, and the Lieutenant Governor of, the Division(s) affected by the change being considered by the Board, which notice shall include a statement of the Board’s recommended decision regarding the proposed change. Any club and/or the Lieutenant Governor within any affected Division may submit written comments and/or a written request for hearing to the District Secretary within said notice period. Any such written comments or requests shall be deemed timely if actually received by the District Office on or before the last day of said 60-day notice period. If a hearing is duly requested, said hearing shall be held at the next regularly scheduled meeting of the Board. Written notice of such hearing will be transmitted by the District Secretary to the President of each chartered club within, and to the Lieutenant Governor of, the affected Division or Divisions at least fifteen (15) days prior to the date of the hearing by the Board of Trustees; and this notice shall include a summary of any formal rules for the conduct of such hearing as may have been established by the Board, which rules shall provide, at a minimum, for an opportunity for oral comments, with reasonable time limits as the Board may determine in its sole discretion, to be made at said hearing by one (1) representative per chartered club (to be designated in writing by the President of any such club desiring to present oral comments) within the affected Division(s) and by the affected Lieutenant Governor(s). Upon completion of such hearing, the Board shall be entitled to make its final decision and there shall be no right to any re-hearing; and the decision of the Board shall be final and unappealable, provided such decision is made in accordance with applicable rules and is not inconsistent with the Constitution and Bylaws of Kiwanis International and of the Texas-Oklahoma District.

## 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 present at least one (1) delegate to the Annual Convention of the District and that does not furnish satisfactory excuse for such failure to the Board of Trustees within thirty (30) days after an official request therefore, shall not be considered “in good standing” as defined from time to time by the Kiwanis International Board of Trustees and shall be so notified in writing by the District Secretary.

**Section 4.** Any member club not “in good standing” with Kiwanis International shall be considered not “in good standing” within this District.

**Section 5.** Each member club of the Texas-Oklahoma District shall make it a condition of membership of all its members that they be subscribers to the District Bulletin.

## ARTICLE V. OFFICERS

**Section 1.** The Officers of the District shall be a Governor, a Governor-Elect, the Immediate Past Governor, and a Lieutenant Governor for each Division, a Treasurer, and a Secretary. If in any year the Immediate Past Governor ceases to be an active, privileged, or senior member in a club of the District, the active, privileged, or senior member who served as District Governor most recently prior to the Immediate Past Governor shall automatically become the Immediate Past Governor. No offices other than those of Secretary and Treasurer may be combined in one person.

**Section 2.** Each Officer shall be an active, privileged, or senior member in good standing in a club of the District; and each Lieutenant Governor shall be a member of a club in the Division from which he/she is elected.

**Section 3.** All Officers shall enter upon their official duties on the first day of October of each year and shall serve for a term of one (1) year, or until their successors shall be duly elected or qualified.

**Section 4.** Each district officer has the duty and responsibility to promote the Objects of this District.

**Section 5.** The duties of the Officers shall be as follows:

a. **The Governor** shall be the Executive Officer of the District and shall preside at all conventions and at all meetings of the Board of Trustees. He/she 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 his/her duty to attend any convention of Kiwanis International.

b. **The Governor-Elect** shall prepare for the Office of Governor, giving careful consideration to the selection of District Chairpersons, making arrangements for conference facilities, and performing such duties as may be assigned by the Board of Trustees. He/she shall in no way act in any manner that may overshadow the Governor or his/her leadership of the District during the calendar year for which the Governor has been elected to serve.

c. **The Lieutenant Governors** shall assist the Governor in the work of the District. They shall represent the Governor and shall have full responsibility under the direction of the Governor in supervising the District executive work in their respective Divisions. The Lieutenant Governors shall also perform other duties as may be assigned to them by the Governor or the Board of Trustees.

d. **The Treasurer** shall receive (from the Secretary) a report of all funds paid to the District and deposited in the official depository. He/she shall disburse such funds in the manner authorized by the Board of Trustees. He/she shall countersign all checks. His/her books and accounts shall at all times be open for the inspection of by the Governor, any member(s) of the Board of Trustees, and/or their authorized auditors. He/she shall make a report at the Annual Convention and at such other times as the Governor or Board of Trustees may require. He/she shall give and execute a good and sufficient bond for the faithful performance of duties and the proper accounting of all funds, such bond to be approved by the Board of Trustees, and the cost of such bond to be paid out of District funds.

e. **The Secretary** shall keep all records of the District and the minutes of the convention and the meetings of the Board of Trustees and committees; collect all funds due the District, deposit and report same to the Treasurer; and submit a report to the annual convention and at such other times as the Governor or the Board of Trustees may require. He/she shall submit to the proper officials and committees all communications received from Kiwanis International. He/she shall cooperate with the Governor in forwarding all official reports required by Kiwanis International. He/she shall perform such other duties as may be assigned by these bylaws or by the Governor or Board of Trustees. He/she shall give a good and sufficient bond for the faithful performance of duties and the proper accounting of all funds, such bond to be approved by the Board of Trustees, and the cost of such bond to be paid out of District funds.

**Section 6.** All officers of the District, as defined above, shall serve without compensation; EXCEPT that an otherwise paid employee of the District who also is an active, privileged or senior member of a club of the District,

may be appointed as District Secretary as otherwise provided in these Bylaws and remain a paid employee of the District.

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

**Section 1.** The Board of Trustees shall consist of the Governor, the Governor-Elect, the Immediate Past Governor, the Lieutenant Governors, the Secretary and the Treasurer.

**Section 2.** 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.

**Section 3.** The Board of Trustees shall hold at least four (4) meetings with respect to its administrative year. The first meeting shall be on the Sunday morning immediately following the District Convention held immediately prior to its administrative year, with any action taken to become effective October 1. A "K" Family Board Meeting shall be held in early November. One meeting may be held in the spring, another during the International Convention, and another immediately prior to the District Convention.

**Section 4.** A special meeting of the Board of Trustees may be called by the Governor, the Secretary, if the Governor is unable to act, or must be called by the Governor upon written request by two-thirds (2/3) of the Board of Trustees.

**Section 5.** The Secretary 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.

**Section 6.** In the absence of the Governor or Acting Governor, if there be one, from a meeting, the Board of Trustees shall designate one of its members to act as Chair.

**Section 7.** One-half of the total membership of the Board of Trustees shall constitute a quorum to transact business, 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 by these bylaws.

**Section 8.** Within thirty (30) days after any special or regular meeting of the Board of Trustees, the Secretary shall make a report of the proceedings of the meeting, as approved by the Governor or by a majority of the Board of Trustees, containing a complete synopsis of all actions taken; and shall transmit a copy thereof to the Executive Director of Kiwanis International, each Lieutenant Governor serving the Texas-Oklahoma District, and each Past Governor. A synopsis of the report shall be published in the next district bulletin.

## **ARTICLE VII. COMMITTEES**

**Section 1.** The Governor, by and with the consent of the Board of Trustees, may appoint an Executive Committee consisting of seven (7) members from the Board of Trustees, of whom three (3) shall be the Governor, Governor-Elect and Immediate Past Governor. The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to the said committee by the Board of Trustees. The Executive Committee shall meet at the call of the Governor or upon written request of at least three (3) members of the Committee. At least ten (10) days prior to such meeting written notice shall be given by the District Secretary to all members of the Executive Committee. Four (4) members of the Executive Committee shall constitute a quorum. The Governor shall preside at all meetings of the Executive Committee. In the Governor's absence, the committee shall elect a Chair.

**Section 2.** The titles, structure and duties of District standing committees shall be as defined by the Kiwanis International Board of Trustees and set forth in appropriate documents of Kiwanis International.

**Section 3.** The Governor-elect, with the consent of the Board of Trustees who will be serving with said Governor-Elect during his/her administrative year as Governor, shall appoint during his/her term of office as Governor-Elect such Standing Committees as will make it possible to give direct and effective leadership during said Governor-elect's term as Governor. He/she shall be guided by the Standing Committees appointed by Kiwanis International and those listed in the Texas-Oklahoma Kiwanis District Policy Statements. These Committees shall serve for the administrative year of the Governor, who, when Governor-elect, appointed them.

**Section 4.** Each standing committee shall at all times cooperate with the appropriate committee of Kiwanis International in promoting programs suggested by such International committees among the clubs of the District.

**Section 5.** The duties of the Standing Committees shall be as defined by the Governor under whom they serve, with the consent of the Board of Trustees under whom they serve, in consonance with the delineations in the Texas-Oklahoma Kiwanis District Policy Statements.

**Section 6.** Special Committees may be appointed by the Governor, with the approval of the District Board, and shall perform such duties as may be defined in their creation. Such committees shall consist of at least three (3) members. Each committee shall be responsible to the Governor and shall make such reports as may be directed. All committee members shall be subject to removal by the Governor.

**Section 7.** Any Standing Committee shall meet at the call of its Chair. Written notice of such meetings shall be received by the District Secretary at least thirty (30) days in advance of the date of the meeting.

**Section 8.** All Standing Committees shall report to, and as requested by, the Governor or the Board of Trustees.

## **ARTICLE VIII. DISTRICT CONVENTIONS**

**Section 1.** The annual convention of the District shall be held at such place and date, between the fifteenth day of March and the fifteenth 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, 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 a given annual convention, the Board of Trustees may be guided and advised by the majority of votes 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, not later than the second (2nd) preceding May 1st before such convention. Only such invitations as are approved by the Board of Trustees shall be presented to the next annual convention.

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

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

**Section 5.** 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 6.** Official delegates of newly organized Kiwanis Clubs shall be granted full privileges at District conventions after the charter has been approved by Kiwanis International, even if it has not been formally presented to such clubs.

**Section 7.** The delegates and their alternates shall be active, privileged or senior members in good standing of the chartered clubs they represent, or occupy the office of Lieutenant Governor, or be a Past Lieutenant Governor of the Division of which the club is a member, 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 certificate of the District Secretary duly authenticated by the President and Secretary of the club. 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 of such chartered club.

**Section 8.** The elective Officers, Chairs of all Standing Committees, the Secretary, Treasurer, Ki-Notes Editor, and Past Governors of any District who are active, privileged or senior members of a Kiwanis Club of the District shall be delegates-at-large to all conventions.

**Section 9.** Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted in any convention. There shall be no voting by proxy. 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 10.** The convention may propose, discuss, and adopt resolutions and recommend matters or concerns to Kiwanis International. It shall also consider and act upon matters submitted to it by Kiwanis International.

**Section 11.** In the absence of the Governor or acting Governor (if there be one) from any convention of the District, the Board of Trustees shall designate the Governor-Elect, the Immediate Past Governor or a Lieutenant Governor to act as Chair.

**Section 12.** The official delegates present and representing not less than one-third (1/3) of the total number of clubs within the District shall constitute a quorum at any convention of the District. Delegates-at-large shall not be counted in determining the presence of a quorum.

**Section 13.** Within thirty (30) days after any convention, the Secretary shall make a written report of the proceedings of the convention, as approved by the Governor or by majority vote of the Board of Trustees, containing a complete synopsis of all actions taken, and shall transmit a copy thereof to the Executive Director of Kiwanis International, to the District Governor, to each Lieutenant Governor, to the Secretary of each chartered club within the District, to all Past District Governors, to the Ki-Notes Editor for publication in the next District bulletin, and shall retain a copy for the permanent files of the District.

**Section 14.** 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.

#### **Section 15. Convention Procedure**

- a. The official program of a 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 present and voting.
- b. All resolutions submitted sixty (60) days prior to the date of the District Convention shall be referred to the Committee on Resolutions for its consideration and recommendation to the convention. No resolutions other than those timely submitted to or originated by the Committee on Resolutions shall be considered by the Committee on Resolutions unless consideration thereof shall be recommended by two-thirds (2/3) vote of the Board of Trustees. Debate on such resolutions in the House of Delegates shall not be in order until they have been reported out to the House of Delegates by the Committee on Resolutions.
- c. Reports of committees, communications to the convention, resolutions, amendments, and all motions presented by the Committee on Resolutions, may be debated during the House of Delegates, except those that are "undebatable" under Robert's Rules of Order Newly Revised, or unless by a two-thirds (2/3) vote the convention decides to dispose of them without 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.
- d. Division Caucus
  - (1) At times and places designated in the official annual District convention program and announced by the District Governor, which shall be at the site of and prior to the convening of the House of Delegates at the Annual District Convention, there shall be held a Divisional meeting for each Division in the District for the purpose of discussing items to be presented to the House of Delegates.
  - (2) All delegates (including Delegates-at-large) in attendance at the convention from clubs within a given Division shall be eligible to attend the meeting for that Division.

### **ARTICLE IX. NOMINATION, ELECTION, AND APPOINTMENT OF OFFICERS**

#### **Section 1. Governor, Governor-elect, Secretary, and Treasurer**

- a. The election of the Governor/Governor-elect shall be held at the annual convention.
- b. The District Secretary and the District Treasurer shall be appointed by the Governor in whose term they will serve, with the approval of the Board of Trustees assuming office with the said Governor.
- c. No person shall be submitted as a candidate for any office without the consent of said person being first obtained no later than the beginning of the first business session of the annual convention, nor without assurance from such candidate that he/she will attend the training schools held for his/her District, Division, and Club as outlined by Kiwanis International.
- d. The official program of the annual convention shall indicate the time and place of the election of officers.
- e. The nominating and election procedure for officers to be elected at the annual convention shall be as follows:
  - (1) The Governor-elect shall be the sole candidate for the office of Governor unless a candidate is nominated from the floor.
  - (2) All candidates for the office of Governor-elect shall submit a signed agreement to the Texas-Oklahoma District and to Kiwanis International to fulfill their duties.
  - (3) A majority of all valid votes cast for each position shall be necessary for the election of the Governor and Governor-elect. In the event that any ballot cast for Governor or Governor-elect does not show a majority for any nominee for the foregoing offices, the Governor shall designate a time and a place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until a nominee shall have received a majority of all valid votes cast.
  - (4) The voting shall be by ballot. Only accredited delegates or delegates-at-large shall be allowed to vote.
  - (5) There shall be no voting by proxy or absentee ballot.
  - (6) Nothing in this section shall be construed as limiting the right to make further nominations from the floor of the convention.

(7) Cumulative voting shall not be permitted. Before the election, the District Secretary shall make available to the Committee on Elections a list of the delegates and delegates-at-large as shown by the report of the Committee on Credentials.

(8) The Committee on Elections shall have general charge of the election and of distributing and counting the ballots. This is not to say that the Chairman of such committee should preside although he/she could be appointed to do so by the Governor. 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 2. Lieutenant Governors-Designate and Lieutenant Governors-Elect**

(a) The Lieutenant Governor of each Division shall hold, not later than the second week in April, a conference for the purpose of electing a Lieutenant Governor-Designate and a Lieutenant Governor-Elect. The time and place of this conference shall be designated by the Lieutenant Governor. Written notice shall be sent, not later than ten (10) days prior to the conference, to the President of each club in the Division and to all Past Governors and Past Lieutenant Governors of that Division who are active, senior, or privileged members of a club in the Division.

(b) The personnel of the conference shall be the President and Immediate Past President of each club in the Division, or their duly elected alternates, the Lieutenant Governor of the Division and all Past Governors and Past Lieutenant Governors still active, privileged or senior members of a club in the Division.

(c) The representatives of two-thirds (2/3) of the clubs in the Division shall constitute a quorum at the conference, and each club shall have one vote for each representative present. The Lieutenant Governor, the Past Governors and the Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote except, however, 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 in his/her absence his/her immediate predecessor, and so on. In the absence of a Past Lieutenant Governor the conference shall elect one of its members as Chair. The conference shall elect one of its number as Secretary and such tellers as may be necessary.

(e) Upon completion of organization as outlined above, the conference shall proceed to elect a Lieutenant Governor-Designate and a Lieutenant Governor-Elect. The current Lieutenant Governor-Elect, if any, shall be the sole candidate for the office of Lieutenant Governor-Designate. However, nothing shall preclude additional nominations from the floor. No person shall be submitted to the conference as a candidate for Lieutenant Governor-Designate or Lieutenant Governor-Elect without consent of the person first being obtained. Candidates shall give assurance they will attend leadership education conferences held for this District, Division and clubs as outlined by Kiwanis International, attend all District Board meetings, and officially visit the clubs of the Division. A majority of all valid votes cast for each office shall be necessary for elections. In the event that no candidate receives a majority of valid votes cast, a new election shall take place immediately, and the person receiving the fewest number of votes shall be eliminated. This procedure shall be followed until one person receives a majority vote. No person shall be submitted to the conference as a candidate for Lieutenant Governor-Designate or Lieutenant Governor-Elect without the consent of said person first being obtained. Each candidate for Lieutenant Governor-Designate and Lieutenant Governor-Elect shall give assurances of a willingness and ability to carry out the duties and responsibilities of the office of Lieutenant Governor, to attend the leadership education conferences, and to officially visit the clubs of the division.

(f) In the event no Lieutenant Governor-Designate is named by the above named conference within the dates prescribed by Article X, Section 2 (a), above, the Governor-Elect shall have the authority to appoint a Lieutenant Governor-Designate for the Division, with the approval of the District Board of Trustees.

(g) The Lieutenant Governor-Designate and Lieutenant Governor-Elect are not District Officers.

(h) The Division conference shall, in the consideration of all names presented as proposed candidates, be guided by the principles, traditions and precedents of Kiwanis International in its election of Officers, and particularly consider the ability of a proposed candidate and his/her service and experience in Kiwanis.

(i) The Lieutenant Governor shall certify the results of the election to the District Secretary and Kiwanis International immediately following the conference.

## **Section 3. Nominees for International Office**

Any club having a nominee for international office shall submit the name of such nominee to the District office not less than thirty (30) days prior to the District Convention immediately preceding the International Convention.

Endorsement of such nominee by the District shall be made only by action of the District Convention by majority vote of the House of Delegates.

# **ARTICLE X. VACANCIES IN OFFICE BETWEEN CONVENTIONS**

**Section 1.** In the event, during an administrative year, of a vacancy in the office of Governor, the entire Board of Trustees, by a two-thirds (2/3) vote, shall elect a Past Governor or one of the Lieutenant Governors or former Lieutenant Governors who is an active, privileged, or senior member of a Kiwanis Club in the District to become Governor for the unexpired term.

**Section 2.** In the event, during an administrative year, of a vacancy in the office of Governor-elect, the entire Board of Trustees, by a two-thirds (2/3) vote, shall elect a Past Governor or one of the Lieutenant Governors or former Lieutenant Governors who is an active, privileged, or senior members of a Kiwanis Clubs in the District to become Governor-elect for the unexpired term.

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

**Section 4.** In the event, during an administrative year, of a vacancy in the office of Lieutenant Governor, 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 of 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 a 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 any such election, and if absent or disabled, the Governor of the District shall perform such specified duties of the Governor-Designate.

**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 of Trustees, a Past Governor, Lieutenant Governor, or Past Lieutenant Governor, who is an active, privileged, or senior member of a Kiwanis Club in this 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 Constitution and Bylaws of Kiwanis International. If, after a period of sixty (60) days, it appears to the Board of Trustees that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of the 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 vacancies in such office as contained in these Bylaws.

## **ARTICLE XI. RESIGNATIONS OR REMOVAL OF OFFICERS**

**Section 1.** In the event, during an administrative year, that a District officer should desire to resign, his/her resignation shall be submitted, in writing, to the Board of Trustees. Vacancies created by resignation shall be filled as provided in these Bylaws.

**Section 2.** Whenever it shall appear to the Governor or at least nine members of the District Board of Trustees that an officer may be engaging in conduct unbecoming a Kiwanian, as defined in Kiwanis International Board Policies, or is failing to perform the duties of his/her office, the Governor or the nine or more members of the District Board of Trustees shall give written notice of the alleged facts to the officer within thirty (30) days with a copy to the District Office. A special meeting of the Board of Trustees 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 by the District Governor or the District Secretary by certified mail, return receipt requested, to all members of the Board of Trustees of such meeting. Such notice shall be deemed effective five (5) days after such notice is mailed. In the event that the Board of Trustees, 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 and declares such office vacant, a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these Bylaws.

## **ARTICLE XII. 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 the communities within the territory of the District, provided no Kiwanis Club outside the District is affected by the same.

**Section 2.** When any Kiwanis Club outside the District is affected by any public question or proposed legislation, before expressing an opinion, the District shall refer the favorable or unfavorable recommendations of its Board of Trustees to the Board of Trustees of Kiwanis International. No action on any public question or proposed legislation shall be taken by the District until the same has first been submitted to and approved by the Board of Trustees of the District. If time permits, the District shall not express its opinion until approval of the

recommendation by the Board of Trustees of Kiwanis International has been obtained. Then the District may publicly express its attitude, through legal and proper means, provided that such action is consistent with that of Kiwanis International. If time is of the essence, contact with the Kiwanis International Executive Director will be made and his or her guidance sought.

**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.

## **ARTICLE XIII. REVENUE**

### **Section 1. Dues**

(a) Each member club shall pay to the District for each of its members, with the exception of those members identified at subsection (b), or members holding District Life Member status and honorary members, the sum of thirteen dollars and twenty-five cents (\$13.25) semi-annually, which shall include all District charges other than the District Convention registration fees. This amount shall be payable each October 1 and April 1 of each year and payable not later than sixty (60) days thereafter and based upon the membership of the respective clubs as shown by the semi-annual reports to Kiwanis International and the District as of September 30 and March 31. Of the thirteen dollars and twenty-five cents (\$13.25), eleven dollars and fifty cents (\$11.50) shall be basic dues and up to one dollar and seventy-five cents (\$1.75) may be the subscription price of the District Bulletin. In any semi-annual period, in which the cost of publication and mailing of the District bulletin is less than one dollar and seventy-five cents (\$1.75) per member, the surplus may be re-budgeted and used for District operations.

(b) A club shall be relieved of any obligation to pay District dues for any club member, for a period of two (2) years from the date of joining that club, provided such member was a former member of a Kiwanis International sponsored program. Such member remains financially obligated for his or her local club dues.

(c) Of the eleven dollars and fifty cents (\$11.50) referred to in Section 1(a) of this Article, fifteen cents (\$0.15) shall be set aside by the Treasurer in a fund designated "District Convention Fund." Monies in this fund shall be appropriated by the Board of Trustees for expenses incurred in the planning, support, operation, and administration of the annual District Convention. Any surplus not appropriated from this fund shall remain obligated for this purpose and transferred to the incoming District Administration. When the District Convention Fund exceeds the balance of \$15,000 at the beginning of the administrative year, the \$.30 thirty cents (\$0.30) per member received during that year may be used as part of the income for budgeted expenses.

### **Section 2. New Member Add Fees**

New member add fees, as established by the House of Delegates, shall be paid to the District in the amount of fifteen dollars (\$15.00).

### **Section 3. Registration Fees for District Conventions and Conferences**

Uniform registration fees for District conventions and conferences may be established by the District Board of Trustees in the District budget and shall be paid to the District as specified by persons attending any convention or conference of the District. The Board of Trustees-designate will consider and approve the District convention budget at its post-convention meeting. Expenditures not provided for in such budget will not be approved.

### **Section 4. New Club Dues**

The dues paid to the District by any new club admitted to membership during any administrative year shall be prorated according to the unexpired portion of the administrative year in which said club was completed.

**Section 5.** No financial obligations other than the annual dues, herein provided, shall be placed upon any clubs by the District, and no voluntary contributions for any District activity shall be requested of all clubs by the District except by a two-thirds (2/3) vote of the delegates at any convention or by a two-thirds (2/3) vote upon a referendum submitted to all clubs of the District, and with the approval of the Board of Trustees of Kiwanis International.

### **Section 6. District Life Membership**

(a) Any Kiwanian, in good standing, holding active, privileged, or senior membership in a Kiwanis Club of the Texas-Oklahoma District, may obtain Life Member status in the District upon payment of a fee set by the Board of Trustees of the Texas-Oklahoma Kiwanis Foundation, Inc. A Kiwanian may obtain Life Member status in the District by paying the fee to the Texas-Oklahoma Kiwanis Foundation, Inc., in full, or in three (3) equal installments; however, Life Member status in the District will not be granted until the fee is paid in full. Life Member status fee is for the payment of District dues and the subscription to the District Bulletin.

(b) Upon the occasion of any change in District dues by the House of Delegates of the Texas-Oklahoma District, the Board of Trustees of the Texas-Oklahoma Kiwanis Foundation, Inc., shall immediately

make such adjustment in the amount of the Life Member status fee as it deems appropriate to sound management and shall thereafter pay to the District the dues amount set by the House of Delegates for any and all those holding Life Member status in good standing.

- (c) Once granted, a Life Member status shall remain in full force and effect so long as the Life Member status Kiwanian is a member of a Kiwanis Club within the Texas-Oklahoma District.
- (d) The quota of Life Members available for each Administrative Year shall be restricted, and that number shall be set on or before the first day of October, each year, by the incoming Board of Trustees of the Texas-Oklahoma District. The District Secretary shall, within ten (10) days following such action by the Board of Trustees, notify the Board of Trustees of the Texas-Oklahoma Kiwanis Foundation, Inc., in writing of this quota.
- (e) Upon a Kiwanian being granted Life Member status, his/her club is thereafter relieved of the obligation of paying his/her annual dues to the Texas-Oklahoma District. The financial obligations of the Life Member to his/her club and to Kiwanis International is not effected hereby, but remains intact.
- (f) The District Life Member status fee shall be invested by the Texas-Oklahoma Kiwanis Foundation, Inc., as restricted funds, and from those funds and their earnings, the Texas-Oklahoma Kiwanis Foundation, Inc., shall pay to the Texas-Oklahoma District, each year so long as the Life Member remains in good standing as set out in Article XIII, Section 4(a), the District dues of the Life status member.
- (g) The earned income from the Life Member status fee of a Kiwanian with a break in service shall be retained as restricted funds by the Texas-Oklahoma Kiwanis Foundation, Inc.; and if such Kiwanian is reinstated as a member of any Kiwanis Club in the Texas-Oklahoma District, the earned income from his/her Life Member status fee shall resume being treated in accordance with Section 6(a) above.
- (h) Upon the death or absence of a Life status member from District roles for two years, all restricted funds attributable to his/her account shall immediately be transferred to the Trust Fund of the Texas-Oklahoma Kiwanis Foundation, Inc.

#### **ARTICLE XIV. FINANCE**

**Section 1.** The fiscal year of the District shall begin on the first day of October of each year and terminates on the following September 30.

**Section 2.** The District shall employ the modified accrual system of accounting as further explained in the District Policies.

**Section 3.** At the first meeting of the Board of Trustees, not later than October 15, a budget of estimated revenues and expenses, including capital expenditures, for the year shall be approved and adopted by the Board.

**Section 4.** The financial statements of the District shall be reviewed at least once each administrative year (with a written report of such review to be prepared and presented to the Board of Trustees) by a Certified Public Accountant named by the Board of Trustees

**Section 5.** The Board of Trustees is responsible for the system of internal control over financial transactions of the District. In connection therewith, it shall determine and designate the official depository or depositories of all District funds, designate the official or officials who shall sign checks and, in the case the Treasurer is unable to countersign checks, shall designate one who shall act as a substitute.

**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 and his/her spouse, incurred in attending any convention of Kiwanis International may be paid by the District in accordance with the provisions of the budget.

**Section 8.** The Board of Trustees may, at its discretion, call annually a conference at such time and place as the Board of Trustees may designate, to which conference the President of each chartered club in the District shall be a regular accredited delegate. In the event, however, it should be impossible for the President of any chartered club in the District to attend such conference, he/she shall select one of the Vice-Presidents, or any member of said club who may be designated by the President, to attend same as a representative of the club. Mileage and/or per diem for the President or his/her representative, and the Secretary of said club may be paid at a rate set by the Board of Trustees.

#### **ARTICLE XV. BULLETIN**

**Section 1.** The Board of Trustees, in connection with the Governor and Secretary, shall see to the issuance of a District Bulletin, which shall be sent to all members, with the exception of honorary members, at stated intervals of not more than sixty (60) days.

## ARTICLE XVI. DISTRICT OFFICE

**Section 1.** The business records of the District shall be handled and maintained in the District Office, which shall be located at a site within the geographical boundaries of the Dallas/Fort Worth Metroplex.

**Section 2.** Staffing and management of the District Office shall be in accordance with the District Human Resource Policies Manual and the Policy Statements For The Administration And Operation of the District.

## ARTICLE XVII. NATIONAL OR LOCAL REQUIREMENTS

**Section 1.** Provisions required by national or local laws are as follows: None at this time.

## ARTICLE XVIII. PARLIAMENTARY AUTHORITY

**Section 1.** Robert's RULES OF ORDER (Newly Revised) shall be the parliamentary authority for all matters or procedures not specifically covered by these bylaws.

## ARTICLE XIX. AMENDMENTS

**Section 1.** Amendments to these bylaws, if in conformity with the Constitution and Bylaws of Kiwanis International, may be adopted by two-thirds (2/3) vote of the delegates and delegates-at-large present and voting at any convention. Proposed amendments, which shall be submitted only by a club in good standing or by the District Board of Trustees, shall be received by the District Secretary at least ninety (90) days prior to the date of the convention to which they are to be submitted. Any amendments timely and properly filed by a chartered club must be presented to the convention for action. The District Board of Trustees may by a majority vote of the Board, recommend and submit to any convention of the District any Amendments proposed by any standing committee or by any member of the Board or Officer of the District if the approval by the Board is at least by the meeting of the Board of Trustees during the International 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.

## ARTICLE XX. SEVERABILITY

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

## ARTICLE XXI. NOT-FOR-PROFIT ORGANIZATION

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

**Section 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.

## ARTICLE XXII. APPROVAL OF KIWANIS INTERNATIONAL

**Section 1.** These bylaws and all amendments or additions thereto, including any districting, divisioning, redivisioning, or grouping of clubs, shall not become effective unless approved by the Kiwanis International Board of Trustees.

Adopted by the Texas-Oklahoma District of  
Kiwanis International on: **August 20, 2006**

**BY:** \_\_\_\_\_  
(District Governor)

\_\_\_\_\_  
(District Secretary)

**KIWANIS INTERNATIONAL BOARD OF TRUSTEES:**

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(Date)