



STANDARD FORM FOR CLUB BYLAWS

As adopted by the Kiwanis International Board, October 2010 and as amended by the Healdsburg Club on , 2017.



BY-LAWS of the KIWANIS CLUB OF HEALDSBURG

KEY NUMBER: _____

ARTICLE I. NAME AND OBJECTS

- 1.1 This organization shall be known as the **Kiwanis Club of Healdsburg**. This name shall not be changed unless permission shall first have been obtained from the International Board of Trustees.
- 1.2 The primary purpose of this club is to improve the quality of life for children and families worldwide by adhering to the Objects of Kiwanis International, which are:
 - To give primacy to the human and spiritual, rather than to the material values of life.
 - To encourage the daily living of the Golden Rule in all human relationships.
 - To promote the adoption and application of higher social, business, and professional standards.
 - To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
 - To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build a better community.
 - To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

ARTICLE II. MEMBERSHIP

- 2.1 Adults of good character and good community standing may be admitted to membership in this club by invitation or by transfer from another Kiwanis club upon no less than a majority vote by the Board.
- 2.2 Members in good standing are entitled to all rights and privileges of the club. To be in good standing, members are obligated to pay the dues and fees provided in club policy and comply with any other criteria provided in club policy.
- 2.3 Members not in good standing may be suspended or removed by no less than a majority vote of the Board. At least fourteen (14) days previous notice of such pending action must be provided to the member. The member shall have the right to appear to present his/her case to the Board on or before the meeting at which action will be determined.
- 2.4 A member may resign by submitting written notice to the club. Any member who resigns or has been removed from the club membership, forfeits all interest in any club funds or property and all rights to use any Kiwanis marks, logos or icons.

ARTICLE III. OPERATIONS

- 3.1 The administrative and fiscal year of this club is the same as Kiwanis International which is October 1 – September 30.
- 3.2 The Board will determine the frequency, day, time and place of regular club meetings no less than once each month. Special club meetings may be called and scheduled meetings may be cancelled and rescheduled by a majority vote of the Board or club members provided at least 48 hours of previous notice is given. Subject to laws of local jurisdiction, club members may meet and conduct business by any method that allows all participants to simultaneously

communicate with each other or as otherwise allowed by law. Participation constitutes attendance. Normal club meeting rules apply. If any votes taken verbally are unclear, they shall be taken by roll call.

- 3.3 One meeting each year between January 1 and May 15 will be designated as the Annual Meeting for club elections. At least 30 days previous notice of the Annual Meeting must be given to members. Electronic transmission (email) of this notification shall be acceptable.
- 3.4 This club shall have standing committees as determined by a majority vote of the Board and defined in club policy. The president may create and appoint additional committees as desired to conduct club goals and activities, subject to approval by the Board with their purpose, term and duties defined upon creation.
- 3.5 At least one-third (1/3) of the club members in good standing constitutes a quorum and no less than a majority vote of the members present and voting is required to approve all business unless otherwise provided in these by-laws or club policy. At least fourteen (14) days previous notice of any pending vote must be given to the members.
- 3.6 This club may host activities to inform club and community members about matters of interest including public forums. If it is the desire of the membership to host such an event, it shall only be held if representatives of all viewpoints are present and given the opportunity to present their perspective at the same meeting with equal time allotments provided for each. However, this club will not express any opinion or take any action regarding any candidate, legislation or other matters of a political nature.

ARTICLE IV. OFFICERS AND DIRECTORS

- 4.1 The Officers will consist of a President, Immediate Past President, President-Elect, Project Treasurer, Administrative Treasurer and Secretary. The officers may include one or more Vice President(s), if so defined in club policy. This club shall also have a minimum of three (3) directors as stated in club policy. No offices may be held by the same person except those of Secretary and Treasurer and no person shall simultaneously serve as an officer and a director. This club may also have such other officers as may be required by the laws of local jurisdiction. The names terms, and duties of such offices, as well as the process for elections and filling of vacancies, will be included in relevant provisions of the club's bylaws and or policies.
- 4.2 Officer's duties are as defined below and as may be additionally provided in club policy:
 - The President acts as the club's executive officer, presides at all meetings of members and the Board and regularly reports to both groups.
 - The Secretary keeps the club's records, promptly reports membership changes to Kiwanis International, keeps minutes of the club and Board meetings, files required reports (if any) with local, national and other government authorities and regularly reports to the members and the Board
 - The Project Treasurer handles and accounts for all club funds that are used for donation purposes, maintains records of all such transactions and regularly reports to the members and the Board.
 - The Administrative Treasurer handles and accounts for all funds on authority of the Board, maintains club financial records and regularly reports to the members and the Board
 - The President-Elect and Immediate Past President and Vice President have duties as usually pertain to the office or as may be assigned by the President or Board.

4.3 Directors have such duties as usually pertain to this office or may be assigned by the President or Board.

ARTICLE V. ELECTIONS AND VACANCIES

5.1 Each officer and director (and nominee for the same) must be a member in good standing with this club. Any qualified, consenting member may be nominated either in advance or from the floor according to club policy.

5.2 The Immediate Past President is the most recent President willing and able to serve. The Secretary may be either appointed or elected as provided by club policy. All other officers and directors including the Secretary unless appointed will be elected at the club's annual meeting by a majority vote following a process provided in club policy.

5.3 The President, Immediate Past President, President Elect, Treasurers, Secretary and Vice Presidents will serve one or two year terms at the discretion of the membership beginning October 1 of each year. Directors may serve up to three year terms as provided in club policy with each term beginning October 1 after the election.

5.4 Vacancies will be filled as follows:

- President: by the President Elect, Immediate Past President or Vice President as provided by club policy
- Immediate Past President: by the most recent President willing and able to serve
- For all other Officers and Directors, new elections will be held within 60 days, provided at least fourteen (14) days previous notice of the meeting and nomination(s) is given to the members. However, if the Secretary is appointed, the President will appoint someone to fill the vacancy, subject to approval by the Board.

ARTICLE VI. BOARD OF DIRECTORS

6.1 The club Board of Directors (referred to in these By-Laws as "Board") consists of the President, Immediate Past President, President-Elect, Treasurers, Secretary and Vice President and all Directors and such other positions as may be required by the laws of local jurisdiction.

6.2 The Board has the following responsibilities:

- Provide general management of the club not otherwise delegated to the membership in these By-Laws or club policy.
- Assure the club complies with applicable government rules and regulations
- Determine the good standing status of members in accordance with club policy.
- Perform other duties as provided by these By-Laws and club policy.

6.3 A majority of the members of the entire Board constitutes a quorum, and a majority vote of the Board members present and voting is required for all business unless otherwise provided in these By-Laws or club policy.

6.4 The Board shall meet regularly at a designated place and time that it determines. The Board may hold special meetings at the call of the President or a majority vote of the Board, provided at least forty-eight (48) hours previous notice is given to Board members of the date, time, place and topic(s). Subject to the laws of local jurisdiction, the Board may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as allowed by law. Participation constitutes attendance. Normal board meeting rules apply. If any votes taken are verbally unclear, they should be taken by roll call.

6.5 The Board may take no action in conflict with an action of the membership. Other than disciplinary measures, an action of the Board may be rescinded or amended by two-thirds

(2/3) vote of the club members present and voting, providing at least fourteen (14) days previous notice is given to the members.

ARTICLE VII. DISCIPLINE

7.1 “Conduct unbecoming a member of the Kiwanis family” is defined in the Kiwanis International Policy as any conduct that:

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

7.2 The following procedures shall be followed if unbecoming conduct is suspect:

- a. If a written allegation of “conduct unbecoming a member of the Kiwanis family is made against a member of a Kiwanis club, the club President shall immediately request from Kiwanis International, a copy of the detailed procedures to be followed by clubs and shall appoint a special investigator to investigate the matter (or if the club President is accused, the Immediate Past President shall act).
- b. The Board shall consider the investigation report and determine whether to hold a hearing on the matter. The President shall notify the accused member of the investigation results and whether the Board intends to pursue the allegation(s). If a hearing is held, the Board shall then meet and report its decision, whether the member did or did not engage in “conduct unbecoming” and based on that decision, the appropriate disciplinary action, if any follows which can include: informal counseling, a verbal reprimand, written reprimand, suspension from office or club membership, or removal from office or club membership. The determination of the discipline should be based on the seriousness of the unbecoming conduct. All discipline actions shall be documents in club records.
- c. If either the accused member or the investigator believes that some part of the investigation process was faulty or the determination was incorrect, either party has the right to appeal in writing the Board’s decision(s) to the club membership. The appeal shall be heard at a special meeting of club members in good standing. The decision of the club membership to uphold, reverse or change the Board’s decision(s) shall be final.
- d. If at any point during the “conduct unbecoming” process possible criminal wrongdoings are discovered, the matter shall be reported to the proper authorities.
- e. All materials, facts and information related to the investigation, determination and appeal (if any) shall be kept confidential at all times by the parties or persons involved in any part of the process.
- f. The club shall retain all official records on the matter (allegation report, investigation report, hearing record, board report and appeal record if any) in a confidential file as long as is required by applicable law and shall send a copy to the Executive Director of Kiwanis International to be retained in a confidential file.

7.3 A club shall discipline any member whose conduct is determined by the club to be “conduct unbecoming a member of the Kiwanis family”, or the club shall be considered out of compliance with acceptable standards of Kiwanis International and may have its charter suspended or revoked as provided in the Kiwanis International By-Laws.

7.4 If an Officer or Director is alleged by the President or a majority vote of the Board to be failing to perform his/her duties, the Board will investigate the allegation(s) and determine the matter at a special meeting in executive session held within 45 days after the investigation is complete or as soon as is reasonably possible. Written notice of the allegation, investigation and meeting must be given to the accused member at least thirty (30) days prior to the hearing. The accused member will be permitted to attend the hearing and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire Board, the position will be declared vacant.

ARTICLE VIII. FUNDS AND ACCOUNTING

- 8.1** Monies received for service club activities regardless of source, may be used only for service (from hereafter referred to project) activities. Separate accounting records must be maintained for project funds & administrative funds.
- 8.2** By October 15, the Board will adopt separate budgets of estimated income and expenses for the administrative and project funds of the club.
- 8.3** The clubs financial records shall be examined annually by either (a) a qualified accounting firm or (b) a standing financial review committee as provided in club policy. The club's accounting records shall be available for inspection by the accounting firm or the committee and, upon request by the President or Board. A written report of the annual financial exam shall be submitted to the Board.
- 8.4** The Board determines the official depository(ies) of club funds and designates the person(s) authorized to pay club charges.
- 8.5** Club membership dues, fees and other assessments, as provided in club policy, must be approved by a two-thirds (2/3) vote of the members present and voting, provided at least fourteen (14) days previous notice of the vote and proposed amount is given to the members.
- 8.6** The club Board will provide for the prompt payment of all dues, fees and other obligations to Kiwanis International and to its district and federation (if any).
- 8.7** If this club ceases operations for any reason, the club Board will provide for proper distribution of club funds or other assets in accordance with applicable laws. Funds or assets not otherwise designated will be transmitted to the Kiwanis International Foundation or district foundation.

ARTICLE IX. AUTHORITIES

- 9.1** This club's By-Laws and policies will comply with all applicable laws in its jurisdiction.
- 9.2** For authority on all matters not covered by these By-Laws, the following documents will apply, in this order of priority:
- First - Kiwanis International By-Laws
 - Second - Kiwanis International policies and procedures
 - Third - Federation By-Laws (if any)
 - Forth - District By-Laws (if any)
 - Fifth - Roberts Rules of Order (latest edition)

ARTICLE X. BY-LAWS AND POLICIES

- 10.1** This club will incorporate or register by law with the proper government authorities within one (1) year from its charter date and maintain such incorporation or registration.
- 10.2** These By-Laws will only be amended to comply with the Standard form for Club By-Laws, as approved now or in the future by Kiwanis International. Amendments may be adopted by two-thirds (2/3) vote of the club members present and voting, providing at least fourteen (14) days previous notice is given to the members. These club By-Laws and any amendments thereto are not effective unless approved by Kiwanis International.

- 10.3** If any provision of these By-Laws is determined to be invalid, all other provisions shall remain in effect.
- 10.4** The club membership shall consider and adopt the mandatory club policies required by Kiwanis International, which complete provisions stated in the By-Laws. Adoption shall be by two-thirds (2/3) vote of the club members present and voting, providing at least fourteen (14) days previous notice is given to the club members.
- 10.5** The club Board may adopt other club policies that are not in conflict of the applicable laws, club By-Laws, Kiwanis International By-Laws and district and federation By-Laws (if any) by at least a majority vote of the club Board members present and voting providing at least fourteen (14) days previous notice is given to the Board members.

CLUB POLICIES

As stated in section 10.4 of the club By-Laws: "The club membership shall consider and adopt the mandatory club policies required by Kiwanis International, which complete provisions stated in the By-Laws. Adoption shall be by two-thirds (2/3) vote of the club members present and voting, providing at least fourteen (14) days previous notice is given to the club members."

A. Membership Types

The Club shall have four classes of members; Regular, Associate, Senior and Honorary. Regular, Associate and Senior memberships differ only in the level of dues required to be paid. Members are eligible to become Senior Members after ten (10) years of Club membership. Honorary Members pay no dues, may attend Club meetings, and purchase lunches, but shall have no voting privileges or be eligible to serve as Club officers, directors or committee members.

B. Members Financial Obligations.

Members shall pay the following obligations to the club in US dollars:

1. Annual Dues:
 - a. Regular Members: \$480 paid in \$120 quarterly installments
 - b. Associate and Senior Members: \$240 paid in \$60 quarterly installments
 - c. Honorary Members: No dues charges
 - d. New Member enrollment fee: \$75
 - e. Lunch charges for each lunch meeting attended by an Associate, Senior or Honorary Members: \$14
 - f. Required purchase of re-saleable Pancake Breakfast tickets: The current price of ten Adult tickets
 - g. \$30 for each Christmas Tree Lot work shift less than three that the member fails to work during the months of November and December

C. Members in Good Standing

1. A member is not considered in "Good Standing" with the club if he/she is more than two months in arrears on dues or other fees or obligations owed by that member unless the arrearage has been excused by the Board
2. If a member wishes to resign from the Club, he/she shall submit a request in writing to do so to the President or the Board.

D. Officers and Directors

1. This club has two offices of Vice-President
2. This club may have between five (5) and fifteen (15) Directors at the discretion of the membership.

E. Officers and Directors Terms

Officers and Directors terms shall be as follows:

1. President, President-elect, immediate Past President and Secretary: One (1) year
2. Treasurers: One (1) year
3. Vice-Presidents: One (1) year
4. All Directors: Two (2) years. *Note: The Directors will be elected so that only one-half of the terms are elected each year*

F. Officers and Directors Election Process

The election process for this club shall be as follows:

1. The club Secretary shall be elected by the membership. If the club Secretary is not elected, he/she will be appointed within one (1) week after elections are held. *Note: If the Secretary and Treasurer positions are combined, the position shall be elected, not appointed.*
2. Volunteers will be appointed to prepare the ballot, count the votes and certify the results.
3. Nominations may be made in advance or from the floor during the annual meeting with the consent of those nominated.
4. Cumulative voting is not allowed. Absentee and Proxy ballots are not allowed.
5. Ballots are only necessary when there are more nominees for an office than offices to be filled. If any ballot does not reflect a majority vote for one nominee, the nominee receiving the fewest votes will be dropped and a new vote taken for the remaining nominees; the same process will be followed until one nominee receives a majority of the votes. If there are more nominees for Directors than offices to be filled, those receiving the highest number of votes will be declared elected without additional voting.
6. Electronic balloting is permitted for club elections. Secure website balloting is recommended to ensure privacy and accuracy. Use of the Kiwanis One Club Management System or consultation with the Kiwanis International for guidance is recommended.
7. The club Secretary will certify the election results to Kiwanis International and to the District and Federation (if any).
8. Incoming Officers and Directors are referred to as "designate" (I.E. President elect designate, etc).
9. In May of each year, the Club's Nominating Committee shall nominate proposed officers and four new Directors to take office as of October 1.

G. Annual Financial Review

To perform its annual financial examination as stated in Section 8.3 of the Club's By-Laws.

1. This club shall utilize a standing financial review committee composed of two or more qualified* club members, excluding any Board members. Selection of the members shall be determined by a vote of the club membership. Committee members terms shall be for one year each from October 1 through September 30. It is recommended that no person serve more than three (3) consecutive terms.

2. The financial examination shall include but not be limited to bank reconciliation, income, disbursements, budgets, balance sheets and income and expense statements for both the Administrative and Project accounts, budgets and any other financial records or reports of the club.

* Qualified club members are those in good standing with the club who have financial or accounting experience.

H. Club Meeting Information

1. This club shall meet at noon each Tuesday at the Annex of the Villa Chanticleer, except that the meeting on the forth Tuesday shall be at 7:00 p.m. at the Villa Annex.

I. Standing Committees

The Club's Standing Committees and Event Committees are listed on the Club's website. The Club membership shall elect the committee members and the Chairperson of each committee. The Chairperson of each committee shall select a member to be responsible for financial arrangements between the committee (for the Standing Committee) the Administrative Fund Treasurer and (for the Event Committee) the Project Fund Treasurer. In the case of the Event Committees, the committees shall be responsible for arranging for the deposit of any revenues in the appropriate Club bank account. Advances for expenses may only be made with the prior approval of the Board and reimbursement of expenses may only be made with approval of the Board. Reimbursement of expenses will, except in extraordinary circumstances, require receipts or other evidence of expenditures, incurred within three months of submitting a reimbursement request to the Board.

**ADOPTION AND APPROVAL
of Club By-Laws and Policies**

Submission of these By-Laws and Polices certifies the Club has properly adopted them with a two-thirds (2/3) vote of the club members in attendance at a meeting announced for that purpose and at which a quorum of members were present.

CLUB ADOPTION

Date adopted by the Club:

Club President or Secretary:

KIWANIS INTERNATIONAL APPROVAL

Date approved by Kiwanis International

By:
