

Proposed Amendments to District Bylaws

To Be Submitted to the House of Delegates
93rd Annual District Convention
August 29, 2010
Spokane, Washington

PROPOSED AMENDMENT 1 CONVENTIONS - CONDITION OF EMERGENCY

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: No provision currently exists in the Bylaws that specifies what procedures should be followed in the event that the District Convention must be cancelled because of an emergency.

It is proposed that the following new section be added to Article VIII, Conventions:

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 (such as a large scale natural disaster or significant damage to the convention facilities) 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.

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PROPOSED AMENDMENT 2 VACANCIES IN OFFICE

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: While the Bylaws currently make provision as to how to fill vacancies that occur in the offices of Governor, Governor-elect and Lt. Governor, no procedure is in place to fill a vacancy that occurs in the office of Secretary and/or Treasurer.

It is proposed that the following new section be added to Article XI, Vacancies in Office:

Section 1b In the event of a vacancy in the offices of Secretary and/or Treasurer during the administrative year, the Governor shall appoint a qualified member for the unexpired term, subject to the approval of the District Board of Trustees at its next meeting.

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PROPOSED AMENDMENT 3 REMOVAL OF OFFICERS

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~:

Rationale: The current provisions that relate to removal of officers were adopted at the 92nd District Convention in Medford after being amended on the floor. They did not receive approval from Kiwanis International as they were not in conformity with the Kiwanis International Bylaws and Policies. This language corrects the deficiency and also moves the topic of removal of officers to a separate article – away from the one dealing with vacancies in office.

It is proposed that the following section be removed from Article XI, Vacancies in Office and that the remaining sections in the article be appropriately renumbered:

~~Section 3: Removal of Officer. Whenever it shall appear to the Governor or majority of the District Board of Trustees that an officer is failing to perform the duties of that office, the District Board shall give written notice of the alleged facts to the officer including, days, time, place, and name of witnesses, with rights to respond within thirty (30) days.~~

~~A special meeting of the District 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 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 of Trustees, by a majority vote, finds the alleged facts be true they may declare such~~

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PROPOSED AMENDMENT 3 REMOVAL OF OFFICERS (Continued)

~~office vacant, a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these Bylaws.~~

It is further proposed that the following new language be added to the Bylaws and that the remaining articles in the Bylaws be appropriately renumbered:

ARTICLE XII. **REMOVAL FROM OFFICE**

Section 1. Removal of Officer. 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 including, days, time, place, and name of witnesses, with rights to respond 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) calendar 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

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PROPOSED AMENDMENT 4 PUBLIC ACTIVITIES

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: Section 3 of the current Article XII has become outdated by reason that the Committee on Citizenship Services is no longer a standing District committee.

It is proposed that the following language in the Bylaws be deleted and the remaining sections in the article be appropriately renumbered:

~~Section 3. — No action on any public question or proposed legislation shall be taken by the district until the same shall first have been submitted to the committee on Citizenship Services and the recommendations of that committee have been received and considered by the Board of Trustees of the District.~~

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PROPOSED AMENDMENT 5 REVENUE

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: To determine the per capita amount of District Dues that is payable by each club, it is currently necessary to add the numbers in both Section 1 and Section 8 of the current Article XIII. Further, the schedule of annual dues increases specified in Section 8 terminated during 2008-2009. To eliminate confusion and to make it easier for clubs to determine the per capita dues amount, this suggested change would combine the two amounts in Section 1 and eliminate entirely Section 8.

Therefore, it is proposed that the first paragraph of Section 1 of Article XIII be amended as follows:

Section 1. Subject to Section 5 ~~and 8~~ of this article, each member club shall pay to the district for each and every member, with the exception of those members holding District Life Member Status, and honorary members, the sum of ~~thirty-one dollars (\$31.00)~~ **thirty-six dollars (\$36.00)** per annum, such amount to include all district charges, other than registration fees paid by those in attendance at district conventions or conferences but including four dollars (\$4.00) for the publication and distribution of the District bulletin.

and that Section 8 of the same article be deleted and the remaining section in the article be renumbered:

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PROPOSED AMENDMENT 5 REVENUE (Continued)

Section 8. — Commencing October 1, 2004 and ending September 30, 2009, the amount that each member club shall pay to the District for each and every member, as provided for otherwise in Section 1, shall increase as follows:

DATE	AMOUNT
October 1, 2004	\$1.00
October 1, 2005	\$1.00
October 1, 2006	\$1.00
October 1, 2007	\$1.00
October 1, 2008	\$1.00

Provided always that should the Paid Membership of the District, as reported by Kiwanis International, at October 1 in any year after 2003 and prior to September 30, 2008, be 15,000 or greater, then the next dues increase provided for by this Section shall be suspended and continue so suspended unless the Paid Membership of the District, as reported by Kiwanis International, shall thereafter fall below 15,000 at any of the subsequent October 1 billing dates.

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PROPOSED AMENDMENT 6 REVENUE

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: This proposed amendment is made necessary by the actions taken at the 2009 Kiwanis International Convention by the House of Delegates. The Delegates approved moving away from the current three billing groups (determined by a club's anniversary date) to a dues billing system in which the dues of all member clubs will be due on October 1 of each year.

To make the transition to the new system more equitable for all clubs, Kiwanis International will be making a transition to the new system over a period of three years. As Kiwanis International collects and receives District dues billing from the clubs at the same time that they collect International dues, the following changes to the District Bylaws are necessary in order that they can continue to do so.

It is proposed that the second paragraph of the current Section 1 of Article XIII, Revenue, be amended as follows:

Subject to the provisions of Section 2 of this article, the ~~The~~ total amount shall be due annually on **October 1** ~~the club's anniversary date as set forth in the International Bylaws,~~ payable not later than sixty (60) days thereafter, and is to be based on the **annual**

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PROPOSED AMENDMENT 6 REVENUE (Continued)

membership **report** of the respective clubs as shown by the reports to Kiwanis International as of September 30. ~~Such annual membership report shall be due eighty (80) days prior to the due date for the club's annual dues payment and shall be made on the official forms provided by Kiwanis International.~~ **The total amount shall include all district charges other than the New Member Interim Dues (a.k.a. New Member Add Fee) and registration fees for district conventions or conferences.**

and, further, that the existing Section 2 of the article be amended as follows in order to eliminate the current three billing groups, and put all clubs on the same schedule over a period of three years:

Section 2. Annual dues payments, as required by Article VI, Section 10, of the International Bylaws, shall be due and payable according to the club's organization date as follows:

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

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

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

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.

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PROPOSED AMENDMENT 6 REVENUE (Continued)

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.

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PROPOSED AMENDMENT 7 OTHER AUTHORITIES

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: The Bylaws of the Pacific Northwest District are subject to the provisions in the Kiwanis International Bylaws of Kiwanis International and the International Policies & Procedures. For clarity and for the benefit of clubs and members who have not read either document, it is proposed the District Bylaws be amended to so state this.

It is proposed that the following new article be inserted in the District Bylaws and the remaining Articles be appropriately renumbered:

ARTICLE XVII **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

Section 2. If these bylaws are in conflict with the Kiwanis International Bylaws, the Bylaws of Kiwanis International will take precedence.

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PROPOSED AMENDMENT 8 RULES OF ORDER

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: Delegates at the 92nd District Convention in Medford, Oregon approved an amendment which allowed the District Board of Trustee and various District committees to meet electronically. The Board of Trustees of Kiwanis International declined to approve that portion of the amendment that pertained to the Board of Trustees.

To comply with Kiwanis International policy, it is proposed to amend Section 3 of the current Article XVI, Rules of Order as follows:

Section 3. The ~~Board of Trustees~~, Executive Committee, standing committees, and subcommittees are authorized to meet by telephone conference, video-conference, or by electronic communications media, so long as all members may participate.

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PROPOSED AMENDMENT 9 AMENDMENTS

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: Technology and budgetary pressures have made it necessary for the District to significantly cut the number of mailings to our member clubs using the Postal Service. The current practice is to send a copy of all amendments to the president and secretary of each club via email. This practice will continue.

However, not all club secretaries have computer or have maintained their current email address with Kiwanis International and/or the District. This proposed amendment would insure that the posting of proposed bylaw amendments on the District website will be considered proper legal notification of the clubs.

Therefore, it is proposed that Section 1 of the current Article XVII be amended as follows:

Section 1. Amendments to the bylaws, if in conformity with the Constitution and Bylaws of Kiwanis International, may be adopted by a two-thirds (2/3) vote of the delegates and delegates-at-large present and voting at any annual 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 Secretary at least sixty (60) days prior to the date of the convention. The Secretary shall cause send a copy of all proposed amendments to be publicly posted on the District website ~~the secretary of each chartered club~~ not less than thirty (30) days prior to the date of the convention.

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PROPOSED AMENDMENT 10 SEVERABILITY

Submitted by: Pacific Northwest District Board of Trustees

Effective date: on approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: From time to time, changes in the Kiwanis International Bylaws or Polices may invalidate one or more provisions of the District Bylaws. This can also happen as a result of changes in laws or by direction of a court. This proposed amendment corrects a deficiency in the current Bylaws by indicating that if part of the Bylaws are deemed to be invalid, the action does not invalidate the rest of the Bylaws.

It is proposed that the following new article be adopted and that the remaining article in the Bylaws be appropriately renumbered:

ARTICLE XX **SEVERABILITY**

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

Proposed Amendments to District Bylaws

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PROPOSED AMENDMENT 11 REVENUE

Submitted by: Pacific Northwest District Board of Trustees

Effective date: October 1, 2010 (on approval by Kiwanis International)

Vote required to pass: Two-thirds (2/3)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

Rationale: The District is primarily funded by dues revenue, on a per capita basis, from our member clubs. Budgetary pressures, caused by a decline in membership, combined with normal inflationary forces have made it more difficult each year for the District to provide a high quality level of service to our member clubs and their member Kiwanians.

In 2003, the House of Delegates approved a dues increase package of five dollars, the implementation of which was spread out over a five year period which ended in 2008. This made the increase much easier for the clubs to budget and plan for. The Finance and Fund-raising Committee proposes to use the same method to implement a ten dollar dues increase at the rate of two dollars per year for five years.

It is proposed that the following sub-section be inserted in Section 1 of the current Article XIII, Revenue:

Section 1.1 Commencing October 1, 2010 and ending September 30, 2015, the amount that each member club shall pay to the District for each and every member, as provided for otherwise in Section 1, shall increase as follows:

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PROPOSED AMENDMENT 11 REVENUE (Continued)

<u>DATE</u>	<u>AMOUNT</u>
<u>October 1, 2010</u>	<u>\$2.00</u>
<u>October 1, 2011</u>	<u>\$2.00</u>
<u>October 1, 2012</u>	<u>\$2.00</u>
<u>October 1, 2013</u>	<u>\$2.00</u>
<u>October 1, 2014</u>	<u>\$2.00</u>

Provided always that should the Paid Membership of the District, as reported by Kiwanis International, at October 1 in any year after 2010 and prior to September 30, 2015, be 12,000 or greater, then the next dues increase provided for by this Section shall be suspended and continue so suspended unless the Paid Membership of the District, as reported by Kiwanis International, shall thereafter fall below 12,000 at any of the subsequent October 1 billing dates.

Proposed Amendments to District Bylaws

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PROPOSED AMENDMENT 12 NOT - FOR - PROFIT ORGANIZATION

Submitted by: Kiwanis International

Effective date: On approval by Kiwanis International

Vote required to pass: Two-thirds (2/3)

Rationale: Article XV, Not - For - Profit Organization was added to the Pacific Northwest District Bylaws by the House of Delegates at the 88th Annual District Convention, held in Vernon, British Columbia in August 2005. This was done to facilitate a joint application of the District and Kiwanis International to the Internal Revenue Service (IRS) of the United States Department of the Treasury to change our non-profit organization status. It was proposed to change the status of both organizations from 501 (c) 4 organizations to 501 (c) 3 Not For Profit organizations.

After five years of IRS consideration, both applications were turned down by the IRS earlier this year. In order to comply with the IRS Code, it is necessary for the Pacific Northwest District to remove Article XV from the Bylaws.

SPECIAL NOTE – The decision from the IRS in regard to our 501 (c) 3 application came after the last meeting of the District Board of Trustee in March 2010. Therefore, Proposed Amendment 12 has not formally been approved for submission to the House of Delegates by the District Board of Trustees. The District Bylaws do provide in Article IX of the Bylaw a mechanism by which this proposal may be placed before the House of Delegates in Spokane. Section 2 of that Article reads, in part, “No resolutions other than those so sent to chartered clubs shall be considered unless the District Board of Trustees shall recommend, by a 2/3 vote, consideration of such resolutions.”

Therefore, Proposed Amendment 12, which would completely delete the language in Article XV from the District Bylaws, will be considered by the District Board of Trustees at their next meeting on Friday, August 27, 2010. If approved by the requisite two-thirds (2/3) vote, the issue will be placed before the House of Delegates for consideration on Sunday, August 29, 2010.

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PROPOSED AMENDMENT 12 NOT - FOR - PROFIT ORGANIZATION (Continued)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

It is proposed that the following Article be removed entirely from the Bylaws and that the remaining Articles in the Bylaws be appropriately renumbered:

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

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

~~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 education activities as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.~~

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PROPOSED AMENDMENT 13 CONVENTIONS

Submitted by: The Kiwanis Club of the Columbia River Gorge, Corbett, Oregon

Effective date: On approval by Kiwanis International, the effective date for this change shall be October 1, 2010, to be put into practice not later than the 2011 Pacific Northwest District Convention.

Vote required to pass: Two-thirds (2/3)

Rationale: The Columbia River Gorge club believes restricting participation in conventions singles out members for unequal and differential treatment, which is not good for our organization at this time. Participation is the desired result. Worrying about speakers misses the point. Restrictions on time is an alternative. The proposal will broaden participation and enhance the social and business experience for members.

SPECIAL NOTE – Article XVII, Section 1 states, in part that “proposed amendments, which shall be submitted only by a club in good standing or by the District Board of Trustees, shall be received by the Secretary at least sixty (60) days prior to the date of the convention.”

In the case of Proposed Amendment #13, the club did not submit the proposed amendment to the District Secretary at least sixty (60) days prior to the convention. However, the District Bylaws do provide in Article IX of the Bylaw a mechanism by which this proposal may be placed before the House of Delegates in Spokane. Section 2 of that Article reads, in part, “No resolutions other than those so sent to chartered clubs shall be considered unless the District Board of Trustees shall recommend, by a 2/3 vote, consideration of such resolutions.”

Therefore, the Columbia River Gorge club has requested that their Lt. Governor place the proposed amendment before the District Board of Trustees at their next meeting on Friday, August 27, 2010. If it is approved by the requisite two-thirds (2/3) vote, the issue will be placed before the House of Delegates for consideration on Sunday, August 29, 2010. If it is not passed by the requisite two-thirds (2/3) vote of the Trustees, the amendment will not come forward to the House of Delegates.

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PROPOSED AMENDMENT 13 CONVENTIONS (Continued)

New language is indicated by **bold font and underline**. Deleted language is indicated by ~~strikeout~~.

It is proposed that the following Article be amended as shown:

ARTICLE VIII CONVENTIONS

Section 6. At any convention, each chartered club in good standing in the district shall be entitled to seat up to three (3) delegates **and three (3) alternate delegates in the House of Delegates and may participate in debate, subject to such restrictions as the delegates may adopt in the convention standing rules; however, only delegates(s) may vote and make motions.** 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 8. The club delegates and their alternates shall be active, privileged, or senior members in good standing of the chartered clubs they represent, or shall be the Lieutenant Governor of its division or past Lieutenant Governor who is a member in good standing in any other club within its division, and shall be elected by such clubs not less than thirty days prior to the date of the annual convention nor less than fifteen days prior to the dates of any special convention, and their election shall be evidenced by a certificate to the District Secretary duly authenticated by the president and secretary of the clubs. 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~~ **and** alternates for such charged club.