



Kiwaniis®

AMENDED BYLAWS OF THE KIWANIS CLUB OF TIERRASANTA SAN DIEGO, CALIFORNIA

KEY NUMBER: K08275

July 10, 2013

Adopting Kiwanis International Standard Form for Club Bylaws and Policies

As revised by Kiwanis International October 2012

ARTICLE 1

NAME AND OBJECTS

1.1 This organization is the “**Kiwanis Club of Tierrasanta, San Diego, California**” which is a member of Kiwanis International and exists only by charter granted by Kiwanis International.

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 2

MEMBERS

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 of 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 will 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 club membership forfeits all interest in any club funds or property and all rights to use any Kiwanis marks.

ARTICLE 3

OPERATIONS

3.1 The administrative and fiscal year of this club is the same as Kiwanis International, which is October 1 through September 30.

3.2 This club shall generally hold one (1) weekly meeting. The board may alter this schedule by changing the frequency, day, time, and place of regular club meetings, but in case will there be less than one meeting each month. Special club meetings may be called, and scheduled meetings may be cancelled or rescheduled, by a majority vote of the board or club members, provided at least 48 hours 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 should 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. The annual meeting of this club should be held at a regular meeting no earlier than the first meeting in April and no later than the second week in May. The membership shall be given at least thirty (30) days notice of the date and place of the annual meeting

3.4 This club may 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 bylaws 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 public interest. However, this club will not express any opinion or take any action regarding any candidate, legislation, or other matters of a political nature.

ARTICLE 4

OFFICERS AND DIRECTORS

4.1 The officers will be a president, immediate past president, president-elect, treasurer, and secretary. The officers may also include one or more vice-president(s), if so defined in club policy [designated as 1st, 2nd 3rd etc.]. The president of the club's affiliated foundation, the Kiwanis Foundation of Tierrasanta, shall serve as an *ex officio* officer of the club. This club will 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, except the *ex officio* president of the Kiwanis Foundation of Tierrasanta may also serve as an elected officer or director of the club. This club may also have such other offices as may be required by the laws of local jurisdiction. The names, terms, and

duties of such offices, as well as the processes for elections and filling of vacancies, will be included in relevant provisions of the club's bylaws and/or policies.

4.2 Officers' 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 the 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 club and board meetings; files required reports (if any) with local, national, and other government authorities; and regularly reports to the members and board.
- The treasurer handles and accounts for all club funds on authority of the board; maintains club financial records; and regularly reports to the members and board.
- The president-elect, immediate past president and vice president (if any) shall have duties as usually pertain to the office or as may be assigned by the president or board.
- In the absence of the president, the club president-elect shall preside at all meetings of the club and board of directors.

4.3 Directors have such duties as usually pertain to the office or additional duties as may be assigned by the president or board.

ARTICLE 5

ELECTIONS AND VACANCIES

5.1 Each officer and director (and nominees for 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 in club policy. All other officers and directors, including the secretary unless he/she is 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, treasurer, secretary, and vice president(s), (if any) will serve one-year or two-year terms as provided in club policy, 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 election.

5.4 Vacancies will be filled as follows:

- President: by the president-elect, immediate past president, or vice president (if any), as provided in 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 6

BOARD OF DIRECTORS

6.1 The club board of directors (referred to in these bylaws as “board”) consists of the president, immediate past president, president-elect, treasurer, secretary, one or more vice president(s) [designated as 1st, 2nd 3rd etc.], the president of the Kiwanis Foundation of Tierrasanta *ex officio* 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 bylaws or club policy.
- Assure the club complies with applicable governmental rules and regulations.
- Determine the good-standing status of members in accordance with club policy.
- Perform other duties as provided in these bylaws 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 bylaws or club policy.

6.4 The board will 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 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 otherwise allowed by law. Participation constitutes attendance. Normal board meeting rules apply. If any votes taken verbally are 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, provided at least fourteen (14) days previous notice is given to the members.

ARTICLE 7

DISCIPLINE

7.1 “Conduct unbecoming a member of the Kiwanis family” is defined in 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 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).

- a. If the investigation concludes that there is a reasonable basis for the allegation, the

president shall notify the accused member and refer the matter to the club board to conduct a hearing to decide the matter. 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, as follows: 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 disciplinary actions shall be documented in club records. If a member is removed from the club for “conduct unbecoming”, the club shall notify the district governor and district secretary as a matter of record.

b. If either the accused member or the investigator believes that some part of the investigation or determination 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 the club members in good standing. The decision of the club membership to uphold, reverse or change the board’s decisions(s) shall be final.

c. If, at any point during the “conduct unbecoming” process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities.

d. All materials, facts, and information related to the investigation, determination, and appeal (if any) shall be kept confidential at all times by any parties or persons involved in any part of the process.

e. 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 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 else 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 Bylaws.

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 and determine the matter at a special meeting in executive session held within forty-five (45) days after the investigation is complete or as soon as 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 8

FUNDS AND ACCOUNTING

8.1 Monies received for club service activities, regardless of source, may be used only for service activities. Separate accounting records must be maintained for service funds and administrative funds.

8.2 By October 15, the board will adopt separate budgets of estimated income and expenses for the administrative and service funds of the club.

8.3 The club’s financial records will be examined annually by either (a) a qualified accounting

firm not affiliated with any club member; or b) a standing financial review committee, as provided in club policy. The club's accounting records will 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 examination 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 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 law. Funds or assets not otherwise designated will be transmitted to the Kiwanis International Foundation or the district foundation.

ARTICLE 9

AUTHORITIES

9.1 This club's bylaws and policies will comply with all applicable laws in its local jurisdiction.

9.2 For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:

- First—Kiwanis International bylaws;
- Second—Kiwanis International policies and procedures;
- Third—Federation bylaws (if any)
- Fourth—District bylaws (if any)
- Fifth—*Robert's Rules of Order Newly Revised* (latest edition)

ARTICLE 10

BYLAWS AND POLICIES

10.1 This club will incorporate or register as required by law with the proper government authority(ies) within one (1) year from its charter date and maintain such incorporation or registration.

10.2 These bylaws will only be amended to comply with the Standard Form for Club Bylaws, 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, provided at least fourteen (14) days previous notice is given to the members. These club bylaws and any amendments thereto are not effective unless approved by Kiwanis International.

10.3 If any provision of these bylaws is determined to be invalid, all other provisions still 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 bylaws. Adoption shall be by two-thirds (2/3) vote of the club members present and voting, provided 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 contravention of the applicable laws, club bylaws, Kiwanis International bylaws, and district and federation bylaws (if any) by at least a majority vote of the club board members present and voting, provided at least fourteen (14) days previous notice is given to the board members.

MANDATORY CLUB POLICIES

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

Policies A- F must be considered, completed, and adopted by the club and submitted to Kiwanis International for approval with the club’s bylaws.

A. CLUBS DUES AND FEES

Members will pay financial obligations to the club including a new member enrollment fee, membership dues, fees, and other assessments as determined by a majority vote of the officers and board of directors of the club and approved by 2/3 vote of club members present at a regular meeting of the club in accordance with paragraph 8.5 of these bylaws. Such dues, fees and assessments shall be published to club members and prospective members of the club and must include and be governed by the following policies:

- (a) Dues shall include the current Kiwanis International dues and fees, district dues and fees and club dues and fees necessary to carry out the administrative obligations of the club.
- (b) If new members are alumni of Service Leadership Programs, they shall not be charged Kiwanis International dues for two years after joining the club. (See Bylaws Section 8.5 regarding how club dues and fees are set).
- (c) All dues, fees and assessments may be graduated as determined by a majority vote of the officers and board of directors of the club and published to the club members.

B. MEMBERS IN GOOD STANDING

The club board of directors shall determine whether or not a member is in good standing and shall consider whether a member is still in good standing if the member is more than 6-months in arrears of dues or fees owed by that member.

C. OFFICERS AND DIRECTORS

1. This club shall have one to three offices of vice-president or more if determined appropriate by majority vote of the board of directors of the club.
2. This club shall have a minimum of three directors and generally five directors. The club

may have more than five directors if determined appropriate by majority vote of the board of directors of the club.

3. The president of the club's affiliated foundation, the Kiwanis Foundation of Tierrasanta, shall serve as an *ex officio* officer of the club.
4. A vacancy in the office of president shall be filled by succession in the following order: first by the president-elect and next by the successive order of vice presidents [first, second, third, etc.].

D. OFFICERS AND DIRECTORS TERMS

1. President, president-elect, and immediate past president: 1 year.
2. Secretary: Appointed by the president for a 1 year term and eligible for reappointment by succeeding presidents.
3. Treasurer: 1 year
4. Vice-president(s): 1 year
5. President, Kiwanis Foundation of Tierrasanta: *ex officio* while serving as foundation president
6. All directors: 1 year

E. OFFICERS AND DIRECTORS ELECTION PROCESS

1. The election of officers and directors, except the Secretary, shall be held at the annual meeting.
2. Voting shall be by ballot and shall not be cumulative. Only active and senior members present and in good standing may vote. There shall be no voting by proxy or absentee ballot.
3. At a regular meeting at least five (5) weeks prior to the annual meeting, the President shall appoint a Nominating Committee. The committee shall consist of not less than five (5) members and, if possible, a majority shall be Past Presidents. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations, with the consent of those nominated, and to prepare a ballot for the election of such officers and directors.
4. At least two (2) weeks before the annual meeting, the Nominating Committee shall submit:
 - a. the President-Elect as its sole nominee for the office of President;
 - b. a list of nominees not exceeding two (2) in number for each office to be filled; and
 - c. a list of nominees not exceeding three in addition to the number of directors to be elected.. At least one (1) week before the annual meeting, at a regular meeting of the club, nominations from the floor may be made for any office and, when so made, together with the list submitted by the Nominating Committee, shall then be the list of nominees submitted for an election of officers and directors.
5. The President shall appoint an Elections Committee consisting of not more than seven (7) members. The duties of this committee shall be to distribute, collect, and count the ballots and report the results to the President, who shall announce them. A majority of all votes cast shall

be necessary to elect any officer. If any ballot does not have a majority for a nominee for any office, the President shall immediately designate a time and 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 in each ballot, the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

6. If the names of more than the number of directors to be elected are placed in nomination, the individuals who receive the highest number of votes up to the number to be elected shall be declared elected. The election can be by voice vote if approved by a majority vote of members present at the annual meeting.

7. The Secretary shall be appointed by the president and elected within one (1) week after the annual meeting by the officers and directors who comprise the Board of Directors for the succeeding year.

8. Nothing contained in this Article shall be construed as limiting the right to make further nominations from the floor of the meeting.

F. ANNUAL FINANCIAL REVIEW

To perform its annual financial examination as stated in Bylaws Section 8.3, this club shall either hire a qualified accounting firm not affiliated with any club member or establish a standing financial review committee composed of two or more qualified* club members, excluding any board members. Selection of the members will be determined by appointment of the club president serving during the year of Committee service and approved by a vote of a majority of the board of directors of the club serving during that term. Committee members' terms shall be for one year each, October 1 – September 30. To the extent possible, Committee members will serve for staggered terms. There shall be no limitation on the number of terms a member can serve on this committee. The annual examination of financial records should include, but not be limited to, bank reconciliations, income, disbursements, budgets, balance sheets and income and expense statements for both the administrative and general/ 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.

OPTIONAL CLUB POLICIES

J. SPECIAL MEMBERSHIP TYPES AND MEMBERSHIP OBLIGATIONS

1. Senior Membership: Any member who shall have been an active member in good standing of one (1) or more Kiwanis clubs for not less than ten (10) years, and who is unable to meet attendance requirements because of health, business, or other extenuating circumstances, and who shall have met such other conditions as may be prescribed by this club in these bylaws, may be elected by the Board of Directors as a senior member upon making written application.

- a. A senior member is still an active member of the club and Kiwanis International with modified attendance and participation obligations.
 - b. The Board of Directors shall review the list of senior members not less than once each year and shall have authority, for such reasons as seem adequate, to terminate any such senior membership or to reinstate any such member to active membership.
 - b. A senior member must pay annual membership dues and shall be entitled to all privileges of club membership.
 - c. A senior member must meet the standards of attendance and participation as set forth by the Board of Directors.
2. Honorary Membership: Any person who has performed some distinguished public service may be elected by the Board of Directors as an honorary member (of which the person is not an active or senior member) for a period of one (1) year and thereafter may be reelected annually. An honorary member shall not pay either a membership induction fee or annual membership dues, and shall be entitled to all privileges of club membership, except those of voting and holding office. An honorary member shall be a paid subscriber to the official publication of Kiwanis International. An honorary member shall not be obligated to attend club meetings.
3. Business or Organizational Members: By three-fourths (3/4) vote of the club membership present and voting, the club has previously established a special membership type designated as Business or Organizational members that may be elected to membership in the club as active members of the club. Business and Organizational members shall be represented by at least one individual designated by the Business or Organization as the authorized representative of the Business or Organization. Any Business or Organization elected to membership in the club shall be reported to Kiwanis International for dues, voting, or any other purposes as active (regular) members and be obligated to pay full dues and fees paid by the club to Kiwanis International and the district as for all members reported on the annual club roster and be required to comply with any administrative policy passed by a majority vote of the board of directors of the club. As dues-paying members of the club, and while acting through no more than one authorized representative, Business and Organizational members shall have the right of voting on club issues and holding club office or director positions, as provided in Section 2.2 of the club bylaws.
4. The club may authorize additional special membership types if approved by a majority vote of the board of directors of the club and adopted by a three-fourths (3/4) vote of the club membership present and voting at a regular meeting of the club. All special membership types will be entitled to exercise full Kiwanis membership rights and privileges only if they are subject to the rule that the only membership type recognized by Kiwanis International for dues, voting, or any other purposes is active (regular) membership and that full dues and fees must be paid by the club to Kiwanis International and the district (and federation, if any) for all members reported on the annual club roster, regardless of any discounts the club may grant for some membership types. All dues-paying members have the right of voting on club issues and holding club office or director positions, as provided in Section 2.2 of the club bylaws.
5. A person may hold membership in more than one (1) Kiwanis club.

6. The active members shall represent a cross section of occupations in the community in which this club is located.

7. Members (other than honorary) have the duty to attend meetings, participate in service projects and other activities, pay club financial obligations, wear the Kiwanis emblem, be appointed to committees, be elected as officers or directors, and attend Kiwanis conferences and conventions.

K. CONTINUING OR LONG-TERM PROJECTS

The club may adopt or discontinue a project that may last more than one (1) year if adopted by a majority vote of the board of directors of the club and approved by a two-thirds (2/3) vote of the active and senior members present at any regular meeting, provided written notice of the proposed adoption or discontinuance shall have been given to the members at least two (2) weeks prior to the meeting. One-third (1/3) of the active shall constitute a quorum and there shall be no voting by proxy or absentee ballot.

ADOPTION AND APPROVAL

of CLUB BYLAWS, MANDATORY POLICIES, AND OPTIONAL POLICIES

This certifies that the Kiwanis Club of Tierrasanta, San Diego, California has properly adopted these bylaws, mandatory policies and optional policies by a two-thirds (2/3) vote of the active club members in attendance at a meeting announced for that purpose at least fourteen(14) days in advance and at which at least a quorum of members was present.

CLUB ADOPTION

KIWANIS INTERNATIONAL APPROVAL

Date adopted by the Club:

Submitted for Approval to Kiwanis International:

July 10, 2013

July 10, 2013



Lonnie Folsom, Club President



Thom Van Benthuysen, Club Secretary