Proposed Amendment 5
Remote Voting for Kiwanis International Business

Submitted by: Kiwanis International Board

Purpose: To provide for candidate nominations and initial review of proposed amendments and resolutions at the Kiwanis International convention, with final voting to take place via secure remote voting.

Effective date: October 1, 2022, with first implementation to be in conjunction with the 2023 annual convention.

Vote required to adopt: Two-thirds

Financial impact: Estimates for implementing secure web-based balloting would cost the organization between US$36,000 and US$78,000.

SUBSTANTIVE CHANGES

ARTICLE XV. INTERNATIONAL CONVENTIONS

Section 1. An International convention shall be held once each administrative year at such time and place as shall be determined by the Board of Trustees in the manner provided herein, unless in any year the Board of Trustees shall determine that there exists a condition of emergency and that, because of such emergency, the holding of such convention would not be practical, in which case the Board of Trustees, by further resolution, shall have the power to establish and fix provisions and procedures for transacting, by any means deemed best by the Board of Trustees, any or all business that would normally be transacted by and at an annual International convention, ~~except election of the officers,~~ as provided in these Bylaws. (7/1998)

Section 2. The annual International convention shall be held at such time during the months of May, June, or July as shall be determined by the Board of Trustees, not less than ninety (90) days prior to the date of said convention. (7/1998)

Section 3. The selection of dates and location of the annual International convention shall be made by the Board of Trustees at least three (3) years before said convention, provided the Board of Trustees shall have the power to substitute another location and/or other dates if circumstances later make such action necessary or advisable. (1/2006)

Section 4. Special International conventions shall be called by the President upon the request of a majority of the clubs in good standing, or upon the request of three-fourths (3/4) of the members of the Board of Trustees. (7/1998)

Section 5. The dates and locations of special International conventions shall be determined by a majority vote of the Board of Trustees. (7/1998)

Section 6. The Executive Director shall send to each club an official call to the annual International convention at least ninety (90) days prior to the date of the convention, and an official call for any special International convention at least thirty (30) days prior to the date of the same. (7/1998)

Section 7. The Board of Trustees shall have full supervision and management of all International conventions and shall announce the official program and order of business of each convention. (7/1998)

Section 8. The Board of Trustees shall establish a uniform registration fee to be paid to Kiwanis International by all persons attending any International convention. (7/1998)

ARTICLE XVI. HOUSE OF DELEGATES ~~AND DELEGATES-AT-LARGE~~

Section 1.

a. A House of Delegates shall be held annually for the purpose of conducting the business of the organization as provided elsewhere in these bylaws at such location and dates as shall be determined by the Kiwanis International Board. The annual House of Delegates shall normally be held in conjunction with the annual convention unless the Board determines to hold it at another date and/or location.

b. If the Board of Trustees determines in any year that a condition of emergency exists and that, because of such emergency, the holding of the annual House of Delegates would not be practical, the Board of Trustees shall have the power to establish and fix provisions and procedures for transacting by any means deemed best by the Board any or all business that would normally be transacted by and at the annual House of Delegates as provided in these Bylaws.

c. A special House of Delegates shall be called by the President upon the request of a majority of the clubs in good standing or upon the request of three-fourths (3/4) of the members of the Kiwanis International Board. The dates and locations of any special House of Delegates shall be determined by a majority vote of the Board of Trustees.

d. The Executive Director shall send to each club an official call to the annual House of Delegates at least ninety (90) days prior to the start and an official call for any special House of Delegates at least thirty (30) days prior to the start.

e. The Board of Trustees shall have full supervision and management of all House of Delegate meetings and shall announce the proposed business agenda. The agenda shall be subject to proper amendment by the delegates.

f. The Board of Trustees shall establish a uniform registration fee to be paid to Kiwanis International by all persons attending any House of Delegates.

Section ~~1~~ 2. ~~For any International convention~~ House of Delegates, each club in good standing shall be entitled to two (2) delegates and two (2) alternates, chosen by the club. (7/1998)

a. Each club's alternates shall be designated as alternate number one (1) and alternate number two (2) and shall serve in the numerical order certified for either of the two (2) delegates of the club~~, if either or both such delegates shall be absent from the convention~~. (7/1998)

b. Each delegate and alternate shall be an active member in good standing of the club represented, or be a lieutenant governor, a past lieutenant governor, the district secretary, or a past district secretary. (7/1998)

c. The lieutenant governor, a past lieutenant governor, or a past district secretary may each represent any club, but only in the division of which the lieutenant governor's, past lieutenant governor's, or past district secretary's present club is a member and not otherwise represented by two (2) delegates. (7/1998)

d. The district secretary may represent any club in that secretary's district not otherwise represented by two (2) delegates. (7/1998)

e. Club delegates and alternates shall be elected by the clubs they represent ~~not less than sixty (60) days prior to the date of any annual International convention, or not less than twenty (20) days prior to the date of any special International convention~~. Their election shall be ~~evidenced by a~~

~~certificate duly authenticated~~ certified by the president and the secretary of the club no later than a date determined by the Kiwanis International Board. The status of members as past lieutenant governors or past district secretaries shall be certified by the district governor or district secretary. (6/2015)

f. In the event any club shall fail to certify the election of its delegates and alternates, the Committee on Credentials shall determine the seating of the delegates or alternates for such club. (6/1989)

Section 3. Official delegates of a newly organized club shall be granted full privileges at ~~International conventions~~ any House of Delegates after the charter has been approved by Kiwanis International up to a date determined by the Kiwanis International Board, even if ~~it~~ the charter has not been formally presented to such club.

Section 4. Elective International officers as defined in Article XI, Section 1, Past International Presidents, Chairmen of current International, Standing, and Special Committees of Kiwanis International, governors-elect, vice-governors, district trustees, district treasurers, district secretaries, lieutenant governors, lieutenant governors-designate, and past district governors who are active members shall be delegates-at-large ~~to all International conventions~~ at any House of Delegates. (6/2015)

Section 5. Each accredited ~~delegate~~ and delegate-at-large present shall be entitled to vote on each question ~~submitted in any International convention~~, except as prescribed in these Bylaws. There shall be no voting by proxy ~~or absentee ballot~~. (7/1998)

Section 6. No delegate shall be entitled to vote ~~in a convention~~ unless and until the delegate's registration fee has been paid. (7/1998)

Section 7. The quorum of any ~~International convention~~ House of Delegates shall consist of not less than five hundred (500) delegates and delegates-at-large, provided that in time of emergency, three hundred (300) delegates and delegates-at-large shall constitute a quorum. (7/1998)

Section 8. On all matters of Kiwanis International put to vote in the House of Delegates, accredited delegates and delegates-at-large may abstain from voting on any proposition. In determining the outcome of any vote, the presiding officer shall make a determination on the votes actually cast; abstentions, if any, shall be excluded from all such consideration.

Section 9. Voting on all business to be determined by the House of Delegates shall be conducted by secure remote voting, via a method determined by the Kiwanis International Board. Any unforeseen matters shall be resolved by the Kiwanis International Board. Technological difficulties that may prevent or reduce the ability of a small number of delegates to participate fully in voting which occur through no misdeed or no substantial failure of Kiwanis International shall not invalidate the outcome of the results, provided that the number of delegates in attendance is sufficient to meet quorum.

ARTICLE XVII. CONVENTION PROCEDURE

Comment: No revisions are necessary in this article. It is shown temporarily for reference only because it also directly regards conventions.

Section 1. The official program of an annual International convention shall be the order of the day for the convention. 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. (7/1998)

Section 2. The officers of Kiwanis International shall be the officers of each International convention. At or prior to any convention, the President may appoint a recording secretary of the convention to assist

the President and the Executive Director. (7/1998)

Section 3. Prior to each International convention, the President shall appoint a Sergeant at Arms of the convention and such Assistant Sergeants at Arms as may be deemed necessary or advisable. (7/1998)

Section 4. Prior to each International convention, the President shall appoint a Committee on Credentials and a Committee on Elections, each to consist of no less than five (5) and no more than fifteen (15) members from clubs. In the case of the Committee on Elections, all members shall be delegates or delegates-at-large. A majority of the members of each committee shall constitute a quorum. (1/2012)

Section 5. Reports of committees, communications to the International convention, resolutions, amendments, and all motions may be debated during the House of Delegates, except those "undebatable" under *Robert's Rules of Order Newly Revised*, or unless the convention, by a two-thirds (2/3) vote, dispenses with debate. No member shall speak longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote. (6/2015)

Section 6.

a. Proposed resolutions may be submitted by: (7/1998)

(1) The International Board of Trustees; (7/1998)

(2) A district board or district house of delegates; or (7/1998)

(3) A club, by a majority vote of the members. (7/1998)

b. The Executive Director must receive all proposed resolutions prior to the next scheduled International convention but no later than October 31. (6/2013)

c. Within sixty (60) days thereafter, the International Committee on Resolutions shall meet to consider such proposed resolutions, as well as any resolutions which may be initiated by the committee. (7/2007)

d. Not later than ninety (90) days prior to the date of the International convention, the Executive Director shall send to the secretary of each club a copy of all proposed resolutions, other than memorial and appreciation resolutions. No resolutions other than those so sent to clubs shall be considered by the International convention unless recommended by a two-thirds (2/3) vote of the International Board of Trustees. (6/2013)

e. Debate on any resolution shall not be in order until it has been reported out by the Resolutions Committee. At any time prior to the voting thereon by the delegate body, the Resolutions Committee shall be authorized to make editorial changes in any resolution, provided the import of the resolution is not changed thereby.

f. The members of the Committee on Resolutions shall have the privilege of the floor during the time that the resolutions are being considered by the delegate body, but no member of the Resolutions Committee shall have the right to vote on the resolutions, unless said member is an accredited delegate. (4/1999)

ARTICLE XVIII. NOMINATION AND ELECTION OF OFFICERS

Section 1. ~~The official program of the annual International convention~~ The Kiwanis International Board shall indicate the day and time of the session for the nomination and election of officers and shall be subject to change only in accordance with the rules of convention procedure. (7/1998)

Section 2. The Committee on Elections shall have general charge of the election, including the distribution and tabulation of the ballots. (6/1989)

Section 3.

a. The nomination and election procedures for officers ~~to be elected at the annual International convention~~ shall be as follows: (7/1998)

(1) The President-Elect shall be the sole candidate for the office of President. (6/1995)

(2) The Vice-President shall be the sole candidate for the office of President-Elect. (6/1997)

(3) All candidates for the offices of President-Elect, Vice-President, and Trustees for the announced number of terms available must submit notice of candidacy to the Executive Director no later than the opening of the first business session of the annual International convention. (6/2010)

(4) No person shall be considered as a candidate until or unless the following requirements have been met: (6/2010)

- The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to Kiwanis International. (6/2018)
- Written consent of such person has been given. (6/2010)
- The candidate has been endorsed by the candidate's district house of delegates prior to the candidate announcing his/her candidacy to Kiwanis International. However, if the district board believes the district has circumstances which make it impossible for its house to endorse a candidate, the district board may petition the Kiwanis International Board for permission to make the endorsement. A candidate may not be endorsed while serving as district governor. All endorsements shall comply with Kiwanis policy. (6/2018)
- A clear criminal history background check has been conducted and verified by Kiwanis International. (6/2010)

(5) Except as otherwise provided by these Bylaws, nothing contained in this Section shall be construed as limiting the right to make further nominations from the floor of the ~~convention~~ House of Delegates. (6/2010)

~~b.~~ Prior to the nominations, the report of the duly qualified candidates shall be presented to the delegate body. The candidates shall be nominated and voted upon in an order determined by the International Board. (6/2008)

c. The voting shall be by ballot only where there are two (2) or more candidates for the same office. Only accredited delegates or delegates-at-large shall be allowed to vote. (1/2012)

d. No ballot shall be counted whereon it appears that the elector has voted for a greater or lesser number of nominees for an office than there are vacancies to be filled. (6/1997)

~~e. A majority of all valid votes cast for each position shall be necessary for the election of the President and the President-Elect. In the event that any ballot cast for President or President-Elect does not show a majority for any nominee for the foregoing offices, the President 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 some nominee shall have received a majority of all valid votes cast. (6/1997)~~

~~f. A majority of all valid votes cast shall be necessary for the election of the Vice-President, and the entire house of delegates shall vote for one (1) nominee. In the event that a nominee does not receive a majority of the valid votes cast, the President shall designate a time and a place for a run-off election for such office. For the run-off election, the two (2) nominees receiving the greater number of valid votes cast shall be voted on, and the nominee then receiving a majority of the valid votes cast shall be elected. (6/1997)~~

e. A majority of all valid votes cast shall be necessary for the election of the President, President-elect, and Vice-President. If there are three (3) or more candidates for President, President-elect, or Vice-President, voting shall be conducted by ranked choice voting.

f. ~~**Section 4.**~~ The nominee for a guaranteed office of Trustee for a region shall be ~~presented to the delegate body~~ and declared elected to the Board of Trustees as of the ensuing October 1. (6/2010).

g. ~~**Section 5.**~~ The nominees for Trustees for regular three-year terms from the United States and Pacific Canada Region receiving the greater number of valid votes shall be declared elected. When necessary to fulfill the requirements of guaranteed representation for the at-large position of Trustee, as provided in these Bylaws, the nominee receiving the greater number of valid votes shall be declared elected. If there are more candidates than Trustee positions to be filled, voting shall be conducted by ranked choice voting (6/2010)

h. ~~**Section 7.**~~ Cumulative voting shall not be permitted. (6/1997)

Section ~~8~~ 4. The Committee on Elections shall report promptly to the ~~annual International convention~~ delegates the results of the balloting ~~and the report shall be signed by a majority of the committee. After the committee has so reported, the chairman shall deliver all ballots to the Executive Director to be kept for a period of ninety (90) days after the close of the convention, when the ballots shall be destroyed~~. A record of balloting shall be kept by the Executive Director for a period of ninety (90) days after voting is concluded. (7/1998)

Section ~~6~~ 5. In the event of a tie vote for any office not resolved by ranked choice voting, the House of Delegates shall take a new ballot on the tied candidates at a date and time preannounced by the Kiwanis International Board for such contingency. (7/2017)

Note: Existing Sections 7, 8, and 9 were renumbered as shown above.

ARTICLE XIX. DISCIPLINE OF OFFICERS AND VACANCIES IN OFFICE

Section 13. In any year in which ~~no annual International convention is held~~ the election of officers by delegates cannot be transacted via secure remote voting, the International Council in such year shall elect a qualified member of a club for the succeeding administrative year for each of the following offices: President, President- Elect, Vice-President, and Trustee(s) for the normal term of said office, subject to the provisions for guaranteed Trustees. (7/1998)

ARTICLE XXVIII. AMENDMENTS TO BYLAWS AND RESCISSION OF INTERPRETATIONS

Section 1. The Bylaws of Kiwanis International may be enacted and amended ~~at an International convention~~ at any House of Delegates by two-thirds (2/3) of the valid votes cast. The articles and sections specified in Section 7 of this Article may be enacted or amended by a majority of the valid votes cast, provided that the amendment does not alter, change, modify, or revise any article or section other than those specified in Section 7. (7/2007)

The Bylaws of Kiwanis International also may be enacted and amended by the International Council as provided in Article XIV, Section 4. (7/2007)

Section 2. ~~Prior to the next scheduled International convention but~~ No later than October 31 of the administrative year during which a proposal shall be considered, the Executive Director must receive: (6/2013)

a. Proposed amendments to the Bylaws to be voted on at ~~an International convention~~ any House of Delegates (except those passed by the International Council and those initiated by the Board of Trustees); (6/1991)

b. Proposals to rescind the Bylaws adopted by the International Council; or (6/1991)

c. Proposals to change or rescind an interpretation of the Bylaws by the Board of Trustees. (6/1991)

Section 3. Proposed amendments to the Bylaws, proposals to rescind the Bylaws adopted by the International Council, or proposals to change or rescind an interpretation of the Bylaws by the Board of Trustees must be submitted by: (6/1991)

a. The International Board of Trustees; (7/1988)

b. A district board of trustees or district house of delegates; or (6/1991)

c. A club, by a majority vote of the members. (7/1988)

Section 4. Not later than ninety (90) days prior to the date of ~~the International convention~~ any House of Delegates at which the proposal will be considered, the Executive Director shall send to the secretary of each club ~~a copy~~ of all proposed amendments, including those amendments passed by the International Council, and all proposals to rescind the Bylaws adopted by the International Council or to change or rescind an interpretation of the Bylaws by the Board of Trustees. (6/2013)

Section 5. Changes to or rescission of interpretations of the Bylaws shall be made ~~at an International convention of Kiwanis International~~ at any House of Delegates by a majority of the valid votes cast. (7/1998)

Section 6. Two-thirds (2/3) of the valid votes cast ~~by written or electronic ballot by the House of Delegates~~ shall be required to amend the following provisions of these Bylaws: (7/2007)

Article I: All Sections
Article II: Section 1
Article III: Section 1
Article IV: Sections 1, 3
Article V: Sections 1, 3, 7, 9
Article VII: Section 1
Article VIII: Sections 1, 3, 4a
Article IX: Sections 1, 2, 11, 14, 18-19
Article X: All Sections
Article XI: All Sections
Article XIII: Sections 1, 7, 8
Article XIV: All Sections
Article XV: Sections 1, 4
Article XVI: Sections 1, 4, 5, 8
Article XX: Sections 1, 3, 8
Article XXI: Sections 1, 4

Article XXII: Sections 1-8
Article XXVII: All Sections
(Updated 6/2016)

Section 7. A majority of the valid votes cast ~~by the House of Delegates~~ shall be required to amend the following provisions of these Bylaws: (7/2006)

Article IV: Section 2
Article V: Sections 2, 4-6, 8
Article VI: All Sections
Article VII: Sections 2-6
Article VIII: Sections 2, 4b, 5-9
Article IX: Sections 3-10, 12-13, 15-17, 20, 21
Article XII: All Sections
Article XIII: Sections 2-6, 9
Article XV: Sections 2, 3, 5-8
Article XVI: Sections 2, 3, 6, 7
Article XVII: All Sections
Article XVIII: All Sections
Article XIX: All Sections
Article XX: Sections 2, 4-7, 9, 10
Article XXI: Sections 2, 3, 5-7
Article XXII: Section 9
Article XXIII: All Sections
Article XXIV: All Sections
Article XXV: Section 1
Article XXVI: Section 1
Updated 6/2016)

INCIDENTAL CHANGES

ARTICLE VIII. CLUB MEMBERS

Section 4. Members Who Belong to More Than One Club

b. Members who belong to more than one (1) club: (6/2000)

(4) May represent only one club for voting purposes ~~at district or International functions~~ <u>for district or International matters</u>. (6/2000)

ARTICLE XI. OFFICERS

Section 6. The President, President-Elect, and Vice-President shall be elected ~~at the annual International convention~~ for a period of one (1) administrative year. In order to occupy any such office, the member must have served two (2) years as Trustee. (6/2015)

ARTICLE XIII. BOARD OF TRUSTEES

Section 1.

(4) The United States and Pacific Canada Region is guaranteed nine (9) Trustees to be elected ~~at-~~

~~large~~ by delegates from that Region ~~at the annual International convention~~ by secure remote voting in a manner prescribed by the Board of Trustees until such time that an alternate plan is presented by the Region and approved by the Board of Trustees. (6/2010)

(6) At-Large Seat. Until such time that all defined regions have at least one (1) guaranteed seat on the Kiwanis International Board, there shall be one at-large seat, which shall be filled by a nominee from any region other than the United States and Pacific Canada Region and shall be elected ~~at-large at an annual International convention~~ by delegates and delegates-at-large from all regions by secure remote voting in a manner prescribed by the Board of Trustees. (6/2010)

Section 8. The interpretation of these Bylaws by the Board of Trustees shall be final and binding, unless such interpretation is changed or rescinded ~~at a subsequent International convention~~ as provided in these Bylaws. To change the interpretation, the proposer must provide the wording of the proposed change. (7/1998)

ARTICLE XIV. INTERNATIONAL COUNCIL

Section 4. The International Council shall confer with and advise the Board of Trustees on matters relating to Kiwanis International. By a vote of two-thirds (2/3) of the entire Council at any meeting, the International Council may enact or amend any provisions of these Bylaws that require a majority vote, provided a copy of any proposed amendment is sent to each member of the Council not less than thirty (30) days prior to the meeting of the Council. Amendments to these Bylaws passed by the International Council shall remain in force, unless rescinded ~~at the next succeeding International convention, in accordance with~~ as provided in these Bylaws. (7/2007)

ARTICLE XIX. DISCIPLINE OF OFFICERS AND VACANCIES IN OFFICE

Section 6. In the event the vacancy is for a Trustee representing the United States and Pacific Canada Region or the At-Large seat, the following process shall apply: (7/2014)

b. Trustees shall be elected by the vote of the delegates ~~present and voting~~ and the nominees receiving the greater number of votes so cast shall be declared elected to the two-year term(s), if any, and those nominees receiving the next greater number of votes shall be declared elected to the one-year term(s), if any. (7/2014)

ARTICLE XX. COMMITTEES

Section 5. There shall be a Standing Committee on Resolutions, which shall consist of seven (7) members from clubs, at least one (1) of whom shall be a Past International President. (6/1989)

a. The quorum of the Committee on Resolutions shall be four (4). (6/1989)

b. The Committee on Resolutions shall consider and make recommendations of resolutions properly submitted as provided in these Bylaws ~~for action at annual International conventions~~. The Committee shall also have the authority to originate resolutions and to modify, combine, edit, or not accept any resolution submitted to it. When the Board of Trustees of Kiwanis International proposes to the Resolutions Committee programs for the ensuing administrative year, the Committee on Resolutions shall embody such program or programs in an appropriate resolution or resolutions. (7/1998)

ARTICLE XXII. REVENUE

Section 9.

c. Any activity authorized by this section shall not involve the release or use of the Kiwanis International Directory or mailing list, including names, addresses, or telephone numbers of the members of clubs, for entering into third party agreements unless such release or use is expressly authorized by the prior consent of a majority vote of ~~the delegates at an annual International convention~~ House of Delegates. (7/1998)