

Kiwanis[®]

International

Proposed Amendments and Resolutions

**for consideration at the
93rd Annual
Kiwanis International
Convention**



Kiwanis
Convention 2008

ORLANDO
June 26-29

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May 2008

To all Kiwanis clubs:

The enclosed proposed amendments to the Kiwanis International Bylaws, as well as one proposed resolution, will be presented for action at the 93rd Annual International Convention in Orlando, Florida, USA.

These proposals are being sent to the secretary of each chartered club in accordance with the provisions of the International Bylaws.

The present provisions of each Article and Section are shown.

- Text to be added by the amendment is underlined (underlined).
- Text to be deleted by the amendment is lined out (~~line-out~~).

Example:

Original wording..... Each club shall hold a program.

Proposed changes shown..... Each club ~~shall~~ may hold ~~a program~~ an annual meeting.

New wording would be Each club may hold an annual meeting.

The position of the International Board on each amendment is stated, along with the reasons why it supports or does not support each one.

Delegates to this year's convention will consider several issues of importance to our organization. Please ensure your club is represented by sending two delegates to the 2008 International Convention.

We look forward to seeing you in Orlando.

Sincerely,



Dave Curry
2007-08 President
Kiwanis International

Robert's Rules of Order—Newly Revised

PARLIAMENTARY PROCEDURE AT A GLANCE

PLEASE NOTE: Anyone wishing to make a change to a proposed amendment (making an amendment to a motion) is required to submit the change in writing, in English, and submit it to the Chief Executive Officer (or designee) before going to the microphone. This ensures your change will be reflected accurately.

PUTTING A MOTION ON THE FLOOR: To make a motion or an amendment to a motion, the maker should go to the microphone, be recognized by the presiding officer (International President), state his/her name and club, then state the motion (or amendment to the motion). The motion (or amendment) is seconded from the floor. The presiding officer then places the motion before the House for discussion. The club delegate may speak to the motion (or amendment) first. Note: Once a motion is placed before the House by the presiding officer, it is under the control of the House and does not belong to the delegate making the motion. For example, it cannot be withdrawn later without permission of the House.

SECONDS TO MOTIONS: It is not necessary to agree with a motion to second it. A second only implies that there is more than one person who wishes to discuss the motion. Therefore, if a motion is coming from the International Board or a committee, it does not need a second from the floor.

AMENDMENTS TO MOTIONS: A motion that is on the floor may have two amendments pending at one time. However, the first amendment must relate to the main motion and the second amendment must relate to the first amendment to the motion.

REFER OR POSTPONE: A motion to postpone or refer to a committee can be made while a main motion or an amendment to a main motion is pending.

CLOSE DEBATE or CALL THE QUESTION (same motion):

A delegate must go to a microphone to move to close debate or call the question. The motion needs a second. There is no discussion, and it takes a two-thirds (2/3) vote of the delegates present and voting to pass. After the motion to close debate or call the question is approved, there will be an immediate vote on the pending motion.

TABLE A MOTION: A motion to table ("lay on the table") should not be used to kill the motion on the floor and should not be used to postpone consideration of the motion. If a delegate does not like the motion, he/she should vote against it. If a delegate wishes to discuss the motion at another time, he/she can move to postpone or to refer the motion to a committee (see above). There is no motion such as "table until xxx time." (Instead, the correct motion would be "postpone until xxx time.") A motion to table is used only in an emergency.

POINT OF ORDER: If a delegate believes there was a breach of parliamentary procedure, he/she may call for a point of order. If the point of order refers to an action made by someone other than the presiding officer, the delegate should give the presiding officer time to correct the problem before interrupting with the point of order. If a delegate cannot reach a microphone in a timely manner, he/she may shout out "point of order" from their place while approaching a microphone.

QUESTIONS: If a delegate wishes to make a motion and is not sure how to proceed, the delegate should ask the presiding officer.

PROPOSED AMENDMENT 1 DISTRICTS OF SPONSORED ORGANIZATIONS

SPECIAL NOTE: The following proposal was presented at the 2007 International Convention, and the House of Delegates referred the matter to committee to determine whether the amendment was in order and, if so, whether it should be recommended for approval. However, during discussion between the Resolutions and Bylaws Committee and the club, the club requested to withdraw the proposal. Since the proposal is still under the control of the House, permission to withdraw will be requested from the House.

Proposed by: Kiwanis Club of The Citrus Center, Lakeland, Florida

Purpose: To ensure the geographical boundaries of all Service Leadership Program (i.e. Circle K and Key Club) districts remain aligned with Kiwanis districts and corresponding oversight by the appropriate Kiwanis district board.

Effective Date: Immediately

Vote Required to Pass: Majority

KI Board's Position on the original proposal in 2007:

The Kiwanis International Board does not support this amendment for the following reasons:

- Although the Kiwanis International Bylaws provide that the powers of Kiwanis International shall be "to direct, manage, supervise, and control the business, property, and funds of Kiwanis International and any sponsored organizations and programs," the parent organization traditionally has respected the principle of Key Club and Circle K being student-led. Both organizations have been given the latitude to propose and consider changes to organizational structure in partnership with the parent organization.
- The Key Club and Circle K Bylaws do not provide for amendments by the House of Delegates of Kiwanis International. Amendments to the Key Club and Circle K Bylaws may only be initiated by the sponsored organization's Board or by its clubs or districts.
- Amendments to the Key Club or Circle K Bylaws, or any Key Club or Circle K district bylaws, must be approved by the respective Kiwanis International or district board before taking effect.
- This amendment would affect existing geographical boundaries; for example, there are four Key Club districts in the Kiwanis District of Eastern Canada and the Caribbean that would be forced to merge into one if this amendment was adopted.

Amend Article IX by adding a new Section 2, as follows:

Article IX. Districts

Section 2. The geographical boundaries of the Kiwanis District shall also be the geographical boundaries for any and all Service Leadership Clubs (i.e. Circle K and Key Clubs) within said boundaries. The governance structure for the Service Leadership Clubs (i.e. Circle K and Key Clubs) within the geographical boundaries of the Kiwanis district shall be determined by the Kiwanis district board of trustees.

NOTE: Sections 2-17 will be renumbered as Sections 3-18.

PROPOSED AMENDMENT 2 TWO-YEAR TERM OPTION FOR CLUB OFFICERS

Proposed by: Kiwanis International Board of Trustees

Purpose: To allow Kiwanis clubs the flexibility to elect club officers for one-year or two-year terms, as determined by each club.

Effective Date: October 1, 2008

Vote Required to Pass: Majority

KI Board Position: The Kiwanis International Board proposes this amendment for the following reasons:

- Individual Kiwanis clubs would have the flexibility to elect club officers for either one-year or two-year terms, based on what each club determines best suits its needs.
- Longer terms provide for greater continuity from year to year.
- Longer terms allow club officers to become more proficient in their leadership roles.

Amend Article VI, Section 6, as follows:

Article VI. Club Operations

Section 6. A club shall hold its annual meeting and election of officers and directors not earlier than the first meeting in April and not later than the second meeting in May. The officers shall serve for the term of one year or two years, as shall be separately prescribed for each officer in the club bylaws, or until their successors are duly elected and qualified. The directors shall serve for the term prescribed in the club bylaws or until their successors shall be duly elected and qualified. The terms of officers and directors shall begin on October 1.

PROPOSED AMENDMENT 3 TWO-YEAR TERM OPTION FOR LIEUTENANT GOVERNORS

Proposed by: Kiwanis International Board of Trustees

Purpose: To allow Kiwanis districts the flexibility to elect lieutenant governors for one-year or two-year terms.

Effective Date: October 1, 2008

Vote Required to Pass: Majority

KI Board Position: The Kiwanis International Board proposes this amendment for the following reasons:

- Individual Kiwanis districts would be allowed to provide in their bylaws flexibility to elect lieutenant governors for either one-year or two-year terms.
- Longer terms can provide for greater continuity from year to year.
- Longer terms can allow lieutenant governors to become more proficient in their leadership roles.

Amend Article IX, Section 4, as follows:

Article IX. Districts

Section 4. The district governor and the governor-elect shall be elected at the annual district convention as provided in the district bylaws. As provided in the district bylaws, the lieutenant governors shall be elected at a meeting of representatives of the clubs in their respective divisions called expressly for that purpose and held no later than the second week in April. As provided in the district bylaws, the trustees of each region shall be elected at a meeting of the representatives of the clubs in the respective regions called expressly for this purpose and held between the first week of the administrative year and not later than May 15. The district secretary and the district treasurer may be elected or appointed as provided by the district bylaws. The secretary and the treasurer may be the same person, but no other offices may be combined in one (1) person. Each officer, except separately elected lieutenant governors and district trustees as provided in the district bylaws, shall serve for the term of one (1) year or until said officer's successor shall be duly elected and qualified. Each lieutenant governor shall serve for a term of up to two (2) years as provided in the district bylaws or until said lieutenant governor's successor shall be duly elected and qualified. Each district trustee shall serve for a term of up to three (3) years as provided in the district bylaws or until said district trustee's successor shall be duly elected and qualified. ~~(The terms of separately elected district trustees may be up to three (3)-years as provided in the district bylaws.)~~ The terms of all district officers shall begin on October 1.

Note for Clarification: The option for districts to have trustees is already provided in Article IX, Section 2. The restatement above regarding trustees terms is being changed only to parallel other election language normally used by Kiwanis International.

PROPOSED AMENDMENT 4 TWO-YEAR TERM OPTION FOR ALL DISTRICT OFFICERS

Proposed by: Texas-Oklahoma District Board of Trustees

Purpose: To allow districts to have either one-year or two-year terms for most district officers (except district trustees), as decided by each individual district for each individual office.

Effective Date: Immediately

Vote Required to Pass: Majority

Proposer's Position: The district advocates this amendment for the following reasons:

- Changes need to be made to meet the challenges in today's world, to be able to move our organization from good to great.
- Changes like term length for district officers should be decided at the district level where the members are more aware of what will work and what will not work in their own district.
- Passage of this amendment will not require any district to make changes but will give them the ability to do so, by changing their district bylaws, if they feel it is in the best interests of Kiwanis.

KI Board Position: The Kiwanis International Board does not support this amendment for the following reasons:

- This amendment would include the district governor, a position that requires a significant investment of time and energy that may be difficult to sustain over a two-year period.
- This amendment may have unintended consequences, such as doubling the length of time it would take a Kiwanian to serve as district governor, which may reduce the pool of candidates who consider running for a district office and limit the opportunities for qualified leaders to serve in a district.
- Recognizing that district governors are officers of Kiwanis International, the result of this amendment would be that the terms of all International Officers no longer align. A lack of alignment between district officers' terms and the International President's term potentially would lead to a lack of effective teamwork in leadership.

Amend Article IX, Section 4, as follows:

Article IX. Districts

Section 4. The district governor and the governor-elect shall be elected at the annual district convention as provided in the district bylaws. As provided in the district bylaws, the lieutenant governors shall be elected at a meeting of representatives of the clubs in their respective divisions called expressly for that purpose and held no later than the second week in April. As provided in the district bylaws, the trustees of each region shall be elected at a meeting of the representatives of the clubs in the respective regions called expressly for this purpose and held between the first week of the administrative year and not later

than May 15. The district secretary and the district treasurer may be elected or appointed as provided by the district bylaws. The secretary and the treasurer may be the same person, but no other offices may be combined in one (1) person. Each officer, except separately elected district trustees as provided in the district bylaws, shall serve for the term of ~~one (1) year~~ up to two (2) years, as provided in the district bylaws or until said officer's successor shall be duly elected and qualified. (The terms of separately elected district trustees may be up to three (3) years as provided in the district bylaws.) The terms of all district officers shall begin on October 1.

PROPOSED AMENDMENT 5 ELECTRONIC BALLOTING OPTION FOR CLUB ELECTIONS

Proposed by: Kiwanis Club of Tempe Nuevo, Arizona, USA

Purpose: To allow clubs to use electronic balloting for club elections

Effective Date: Immediately

Vote Required to Pass: Two-thirds

Proposer's Position: The club advocates this amendment for the following reasons:

- Kiwanis' goal for 2015 is 1 million members worldwide. There are new and innovative means today's professionals employ to remain connected in the community despite challenges they encounter in the work force. These business leaders are looking to invest in the community in exchange for their contributions.
- Opportunity is knocking for Kiwanis to set a global standard providing all members the right to vote for club leadership from anywhere in the world. Kiwanis International-sanctioned beta testing revealed participation in club leadership elections significantly increased by using electronic voting, giving more members a voice.
- Your vote means the world to Kiwanis!

KI Board Position: The Kiwanis International Board supports this amendment for the following reasons:

- This amendment gives clubs the opportunity to use new technologies to facilitate club elections.
- This allows a greater number of club members to participate in club elections, even if unable to physically attend the annual club meeting.

Amend Article VI by adding a new Section 6, as follows:

Article VI. Club Operations

Section 6. Kiwanis clubs may make available to members in good standing, as defined by the club, secure electronic Web-site voting in place of paper balloting for annual club officer elections.

NOTE: Sections 7-10 will be renumbered as Sections 8-11.

PROPOSED AMENDMENT 6 IMPROVE EFFICIENCY DURING ELECTIONS FOR INTERNATIONAL OFFICES

Proposed by: Kiwanis International Board of Trustees

Purpose: To improve efficiency during elections for International Offices

Effective Date: Immediately

Vote Required to Pass: Majority

KI Board Position: The Kiwanis International Board proposes this amendment for the following reasons:

- This maintains current processes and improves efficiency during elections for International Offices.
- This amendment is in line with good governance practices.

Amend Article XVIII, Sections 3 and 4, as follows:

Article XVIII. Nomination and Election of Officers

Section 3.

- ~~When the nomination of candidates for the offices of Kiwanis International shall become the order of business of the annual International convention, Prior to the nominations, the report of the duly qualified candidates shall be presented by the Chief Executive Officer to the delegate body.~~ The candidates shall be nominated and voted upon in an order determined by the International Board.

Section 4. The nominee for a guaranteed office of Trustee from one or more of Regions II, III, IV, or V shall be presented by the Chief Executive Officer to the delegate body and shall be declared by the President elected to the Board of Trustees as of the ensuing October 1.

PROPOSED AMENDMENT 7 INTERNATIONAL PRESIDENT AS CHAIRMAN OF THE BOARD

Proposed by: Kiwanis International Board of Trustees

Purpose: To add the International President's duty as Chairman of the Board to the bylaws.

Effective Date: Immediately

Vote Required to Pass: Majority

KI Board Position: The Kiwanis International Board proposes this amendment for the following reasons:

- This provides an appropriate statement of duties, in line with traditional practice of Kiwanis International and the principles of good governance.

Amend Article XII, Section 1, as follows:

Article XII. Duties of Officers

Section 1. President

The President shall preside at all International conventions and at all meetings of the Board of Trustees, Executive Committee, and International Council of Kiwanis International. ~~The President ;~~ act as Chairman of the Board of Trustees; shall exercise general supervision over the activities of Kiwanis International and ~~shall~~ and perform such other duties as usually pertain to the office of President.

PROPOSED AMENDMENT 8 DISTRICT REPRESENTATION ON THE KIWANIS INTERNATIONAL BOARD

Proposed by: Kiwanis Club of Vista, California, USA

Purpose: To allow a district to have one Trustee and one higher Officer on the Kiwanis International Board at the same time.

Effective Date: October 1, 2008

Vote Required to Pass: Two-thirds

Proposer's Position: The club advocates this amendment for the following reasons:

- The wording presented for paragraph "d" is the same wording offered by the Kiwanis International Board in 2007, even though the merits were not stated by the Board in its position.
- We lose a generation of leaders by making a district wait eight years to have a candidate for trustee when a member of that district is an officer.
- Trustees and officers serve and represent Kiwanis, not districts.
- It is time for Kiwanis to have the best leaders possible "on the bus."

KI Board Position: The Kiwanis International Board supports this amendment for the following reasons:

- This amendment would allow delegates to choose the best person for the position, regardless of which district they are from.
- This would allow districts the opportunity to run a greater number of qualified candidates within a significantly shorter period of time.

Amend Article XIII, Section 1, as follows:

Article XIII. Board of Trustees

Section 1.

- d. No district may have more than one (1) ~~member on the Board of Trustees~~ Trustee and one Officer above the level of Trustee serving on the Board of Trustees during the same year(s).
- e. A district shall not have a ~~member~~ Trustee on the Board of Trustees for one (1) administrative year after another person from that district has completed ~~membership a term as a Trustee~~ on the Board of Trustees, except where necessary to fill a guaranteed seat as provided in these Bylaws.

PROPOSED AMENDMENT 9 USE OF KIWANIS MARKS

Proposed by: Kiwanis Club of Oak Lawn, Illinois, USA

Purpose: To allow certain entities other than Kiwanis clubs the automatic right to use the Kiwanis marks without charge and without specific permission from or oversight by Kiwanis International.

Effective Date: Immediately

Vote Required to Pass: Majority

Proposer's Position: The club advocates this amendment for the following reasons:

- The use of Kiwanis marks is a right given to Kiwanis clubs that comply with the International Bylaws.
- Kiwanis Peanut Day Inc. was formed in 1957. Past Kiwanis governors and lieutenant governors in good standing serve on the Kiwanis Peanut Day district committee.
- Kiwanis Peanut Day Inc. provides income to Kiwanis by consistently purchasing ads in publications and exhibiting at district and International conventions.
- Kiwanis Peanut Day Inc. has been told by many clubs it is the largest fundraiser they conduct.
- The Peanut Day Committee is a not-for-profit organization under US federal guidelines [501(c)(4)], retaining only sufficient funds to maintain an office and support the public relations activities that are necessary to continue day-to-day operations.

KI Board Position: The Kiwanis International Board does not support this amendment for the following reasons:

- Kiwanis International is committed to preserving the use of the Kiwanis marks for our clubs and districts and will not allow any groups not under the authority of the International Board to use the marks without a specific licensing agreement.
- Kiwanis' licensing program ensures that Kiwanis International controls who may and may not use its marks, assuring quality control, integrity of use, and the greatest degree of protection against liability. Such licenses should be granted only on authority of Kiwanis International, which owns the marks.
- This amendment would remove the authority of Kiwanis International over use of Kiwanis marks by entities that are not part of the Kiwanis organization. Legal counsel has advised this would expose Kiwanis to potential liability issues and dilution of its marks through lack of control.

Amend Article VII, Section 6, as follows:

Article VII. Discipline of Clubs

Section 6. Each club that continues to comply with these Bylaws is granted a revocable nonexclusive license to use the service marks and collective-

membership marks owned by Kiwanis International in connection with its activities as a member of Kiwanis International. Kiwanis International has the exclusive right to control such usage of the Kiwanis marks by a club and to control the nature, quality, and uniformity of the services and membership of clubs in connection with which the Kiwanis marks are used. Applying for or maintaining membership in Kiwanis International by a club constitutes a waiver of all separate or independent rights of such club in the Kiwanis marks and acceptance of the terms and conditions under which the club is licensed to use the Kiwanis marks.

Every Kiwanis club and district in good standing and which continues to comply with these bylaws is granted a revocable nonexclusive license and right to use the Kiwanis name, service marks, and collective membership marks in connection with its activities as a Kiwanis club or district of Kiwanis International without any additional fee, including, without limitation, any licensing fee to Kiwanis International. Said usage shall be in accordance with policies for proper usage, including the nature, quality, and uniformity of such usage as established by Kiwanis International. Any nonprofit corporation or other type of nonprofit legal entity established under the authority granted from either a Kiwanis club, district, or Kiwanis International whose members are all members of a Kiwanis club in good standing shall similarly have the revocable, nonexclusive license and right to use the Kiwanis name, service marks, and collective membership marks in accordance with policies for proper usage applicable to Kiwanis clubs and districts without further fee, charge, or cost.

- a. If a club fails to comply with any of the provisions of these Bylaws or fails to comply with the nature and quality of the services and membership required by Kiwanis International for the use of the Kiwanis marks, then the Board of Trustees shall give the last-reported president and secretary of such club written notice, stating the nature and character of the noncompliance. The club shall have sixty (60) days from the date of the mailing of the written notice to cure or correct the noncompliance and to provide certification of compliance in writing to the Board of Trustees. If the noncompliance is not cured or corrected by the club within the sixty (60) days, then the license to use the Kiwanis marks shall be revoked immediately and automatically at the end of such sixty (60) day period without further notification from Kiwanis International. Such immediate and automatic revocation of the license to use the Kiwanis marks shall not constitute automatic revocation or suspension of the charter or membership of the club. Any such revocation or suspension of the charter or membership of the club shall be done as prescribed herein.
- b. The license to use the Kiwanis marks is terminated immediately and automatically when any club resigns or disaffiliates or when its charter is revoked or suspended for any reason.
- c. In the event the license granted to a club to use the Kiwanis marks is suspended or revoked, the club and its members shall immediately cease the use of the Kiwanis marks and any marks confusingly similar thereto. Failure to do so will result in immediate and irreparable harm to Kiwanis International for which there is no adequate remedy at law. Therefore, Kiwanis International shall be entitled to obtain temporary restraining orders and preliminary and permanent injunctions against such use.
- d. Any suspended or revoked license may be reinstated by a majority vote of the entire Board of Trustees. All decisions with respect to the revocation or reinstatement of a license to use the Kiwanis marks shall be final.

PROPOSED RESOLUTION CELEBRATING AND FOSTERING DIVERSITY

WHEREAS Kiwanis International is a global organization with members of different cultures, genders, religions, ethnic backgrounds, abilities and ages; and

WHEREAS all Kiwanians commit to creating a deep understanding and appreciation of our diversity and diverse perspectives; and,

WHEREAS this commitment leads to recruitment of new members and brings increased diversity to our clubs and expanded service to our communities; and

WHEREAS our commitment to diversity, as embraced by all levels of leadership and reflected in our membership composition, is key to our becoming club, community, state, province, country, and world leaders;

THEREFORE, BE IT RESOLVED that the delegates assembled at the 2008 International Convention in Orlando, Florida, and all Kiwanis leaders and members take action to create a culture and club environment that develops and nurtures mutual respect for all and celebrates our differences.



Kiwanis[®]
International

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