



**STANDARD FORM FOR DISTRICT BYLAWS
AS AMENDED TO AND INCLUDING AUGUST 13, 2005
TO BE EFFECTIVE OCTOBER 1, 2005**

**BYLAWS
SOUTHWEST DISTRICT
OF KIWANIS INTERNATIONAL**

ARTICLE I. NAME AND TERRITORIAL LIMITS

Section 1. The name of this organization shall be the Southwest District of Kiwanis International. *(Any reference to "District" in these bylaws shall mean the Southwest District of Kiwanis International.)*

Section 2. The territorial limits of this District shall be confined to the State of Arizona, the State of New Mexico, the County of El Paso in the State of Texas, and such territories in eastern California and Southern Nevada as agreed by the Southwest District and the California-Nevada-Hawaii District and approved by Kiwanis International. Neither the District name nor territorial limits shall be changed unless permission shall first have been obtained from the International Board of Trustees.

ARTICLE II. OBJECTS

Section 1. The objects of this District shall be:

- a. To seek within the District and through the clubs of the District the attainment of the Objects of Kiwanis International as set forth in the Constitution.
- b. To increase the fellowship and cooperative effort of the clubs within the District.
- c. To cooperate with Kiwanis International in building new clubs and membership in existing clubs, educating club members, and strengthening club services within the District.
- d. To promote participation of clubs in the general objectives, programs, and policies of the District and Kiwanis International.

ARTICLE III. DIVISIONS

Section 1. The territory of this District shall be divided into several divisions.

Section 2. The territorial limits of these divisions shall be such as delineated from time to time by the District Board of Trustees.

Section 3. A majority vote of the District Board of Trustees shall be sufficient to effect a change in the number of divisions, or in the listing of clubs within divisions, provided the Lieutenant Governors from divisions affected by such change vote in favor thereof; otherwise, a two-thirds (2/3) vote of the members of the

District Board of Trustees when a quorum is present is required for the change.

Section 4. When realignment for the District becomes necessary, the District Board of Trustees will utilize the criteria and guidelines set forth in the District policies and procedures.

ARTICLE IV. MEMBERSHIP

Section 1. Every chartered Kiwanis club in this District shall be a member of this District.

Section 2. Any member club more than sixty (60) days in arrears for any indebtedness to Kiwanis International or this District shall not be considered "in good standing."

Section 3. Any member club that fails for two (2) successive years to have at least one (1) delegate present at the annual District convention and, within thirty (30) days after a request by the District Board of Trustees to furnish a satisfactory excuse for such failure, shall not be considered "in good standing."

Section 4. To retain the privileges of District membership, a club must be "in good standing," as defined from time to time by the Kiwanis International Board of Trustees.

ARTICLE V. OFFICERS

Section 1. District Officers.

- a. The officers of the District shall be the Governor,

Governor-Elect, Immediate Past Governor, Secretary, Treasurer, and a Lieutenant Governor for each division.*

*Note--After their election and before their assumption of office, all officers shall be known and designated by the titles of the offices to which they have respectively been elected followed by the term "designate."

b. No offices other than those of Secretary and Treasurer may be combined in one person. The office of Secretary and Treasurer shall be combined into a single office of District Secretary-Treasurer. The District Secretary-Treasurer shall be appointed for a one (1) year term with approval of the District Board of Trustees.

c. If in any year the Immediate Past Governor ceases to be an active, senior, or privileged member in a club of the District, the active, senior, or privileged member who served as Governor most recently prior to the Immediate Past Governor shall automatically become the Immediate Past Governor.

Section 2. The terms of all District officers shall begin on the first day of October of each year and continue for one (1) year, or until their successors shall be duly elected and qualified.

Section 3. Each District officer shall be an active, senior, or privileged member in good standing in a club of the District; and each Lieutenant Governor shall be an active, senior, or privileged member in good standing in a club in the division from which elected. The Governor and Governor Elect shall have served either as a president or secretary of a Kiwanis Club in this or another District and as a Lieutenant Governor of a division in this District, and shall have been a member of one or more Kiwanis clubs for at least five years immediately preceding candidacy for office.

Each Lieutenant Governor shall, prior to nomination to that office, have served in the office of club president or club secretary in this or another District and shall be a member of a club in the division from which elected.

Section 4. Each District officer has the duty and responsibility to:

- a. Promote the Objects and objectives of Kiwanis International; and
- b. Promote the interests of the clubs within the District.

Section 5. The Governor has the further duties and responsibilities:

- a. Be the chief executive officer of the District.

b. Under the direction and supervision of the International Board of Trustees, further the Objects of Kiwanis International and promote the interests of the clubs within the District.

c. Preside at all conventions and meetings of the District Board of Trustees.

d. Attend all Conventions, Conferences, and Council Meetings of Kiwanis International.

e. Be an ex-officio member of all standing and special committees.

f. Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Constitution and Bylaws, the Kiwanis International Board Policies and Procedures, or the District bylaws.

Section 6. The Governor-Elect has the further duties and responsibilities:

a. Attend the training conferences for Governors-Elect.

b. Be responsible for the training of District officers-designate.

c. Be responsible for the training of club officers and members at the District convention.

d. Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Constitution and Bylaws, the Kiwanis International Board Policies and Procedures, or the District bylaws.

e. Carry out such other duties and responsibilities as are from time to time assigned by the District Board of Trustees.

Section 7. The Immediate Past Governor shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the District Board of Trustees.

Section 8. The District Secretary-Treasurer has the further duties and responsibilities:

a. Keep all records of the District.

b. Assist the Governor and the District Board of Trustees in conducting the business of the District.

c. Be the executive in charge of the District Office and its departments and, subject to the direction and control of the District Board of Trustees, select and supervise any staff and employees.

- d. Submit to the proper officers, committees, or persons, all communications received from Kiwanis International, and cooperate with the Governor in forwarding all reports required by Kiwanis International.
- e. Attend and keep the minutes of the meetings of the District Board of Trustees and the District conventions.
- f. Attend all conventions of Kiwanis International, and if invited, attend meetings of the International Council.
- g. Keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement, of District and sponsored organization funds in the manner authorized and prescribed by the District Board of Trustees.
- h. At all times, make available for inspection by the Governor, the District Board of Trustees, or any authorized auditors, the financial accounts, records, and books of the District and its sponsored organizations.
- i. Make a report to the District at its annual convention and such other reports as directed by the Governor or the District Board of Trustees.
- j. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or the District Board of Trustees.
- k. Purchase from District funds a fidelity bond, in such amount and with such sureties, as required by the District Board of Trustees, covering all persons who are authorized to sign checks withdrawing District funds or who handle District funds or District-sponsored funds.

Section 9. The District Secretary-Treasurer has the additional following duties and responsibilities:

- a. Be a member of the Finance Committee.
- b. Regularly review and advise the District Board of Trustees on the financial condition of the District and its sponsored organizations.

Section 10. The Lieutenant Governors have the further duties and responsibilities:

- a. Assist the Governor in the work of the District.
- b. Represent the Governor and, under the direction of the Governor, supervise the District executive work in their respective divisions.
- c. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. The District Board of Trustees shall consist of the Governor, Governor-Elect, Immediate Past Governor, Secretary-Treasurer, and Lieutenant Governors, all of whom shall be voting members.

Section 2. The management and control of the affairs of the District not otherwise provided for in these bylaws shall be vested in the District Board of Trustees, subject to the supervision and control of the International Board of Trustees.

Section 3. The District Board of Trustees shall hold at least four (4) meetings during each year, one prior to October 31 at such time and place as designated by the Governor, and another in connection with the District convention at such time and place as shall be determined by the District Board of Trustees. If the first meeting is held prior to October 1, any action taken shall become effective on October 1.

Section 4. A special meeting of the District Board of Trustees may be called by the Governor or two-thirds (2/3) of the members of the entire Board.

Section 5. The District Secretary-Treasurer shall notify each member of the District Board of Trustees and the Executive Director of Kiwanis International, in writing, of the time, place, and date of any meeting at least three (3) weeks in advance of the date of such meeting.

Section 6. In the absence of the Governor (or Acting Governor, if there is one) from a meeting, the District Board of Trustees shall designate one of its members to act as chairman.

Section 7. One-half (1/2) of the total members of the District Board of Trustees shall constitute a quorum, and a majority vote of those present shall decide any question, with the exception of those questions for which a greater proportion is specifically required in these bylaws.

Section 8. Any matter requiring action by the District Board of Trustees must be submitted in writing to the District Secretary-Treasurer three (3) weeks in advance of the next scheduled meeting of the Board of Trustees. The District Secretary-Treasurer shall distribute all submitted matters and an agenda of the meeting to all the members of the Board of Trustees two (2) weeks in advance of the scheduled meeting. If such a matter is not submitted timely, the Board of Trustees will take no action upon the request unless two-thirds (2/3) of the Board members in attendance at the meeting vote to consider the matter.

Section 9. Within thirty (30) days after any special or regular meeting of the District Board of Trustees, the

District Secretary-Treasurer shall make a written report, as approved by the Governor, providing a complete synopsis of the actions taken and transmit the report to the Executive Director of Kiwanis International. A copy of the report shall either be sent to the secretary of each chartered club within the District or be published in the next District bulletin.

ARTICLE VII. COMMITTEES

Section 1. The titles, structure, and duties of District standing committees shall be those defined by the International Board of Trustees and set forth in appropriate documents of Kiwanis International.

Section 2. All of the standing committees in the District shall be specified in the District policies and procedures. Except as specified in relation to a particular committee each standing committee shall be composed of at least three (3) members who shall be appointed by the Governor-Elect prior to October 1 and shall commence serving on October 1 for a term of one (1) year.

Section 3. Each standing committee shall at all times cooperate with the appropriate Committee of Kiwanis International and promote programs suggested by the Committee among the clubs of the District.

Section 4. In addition to the special committees described below and elsewhere in these bylaws, subject to the approval of the District Board of Trustees, the Governor may appoint special committees that shall perform such duties as may be defined in their creation.

(A) The Committee on Division Realignment: The Committee on Division Realignment shall consist of the Governor, the Governor-Elect, the Immediate Past Governor, the Secretary-Treasurer, the president of the incumbent class of Lieutenant Governors, the chairman of the Committee of Past Governors, and the president of the Past Lieutenant Governors Association (Roadrunners). The committee each year shall study and prepare a report evaluating the alignment of clubs in the District and, as it deems appropriate, shall recommend division realignment to promote (a) District growth, (b) administrative and fiscal efficiency, and (c) equitable distribution of club responsibility for each Lieutenant Governor. The committee shall submit its report to the Board of Trustees at least 30 days prior to a Board of Trustees meeting.

(B) Executive Committee: An Executive Committee of five – the Governor, the Immediate Past Governor, the Governor-Elect, the Secretary-Treasurer, and the President of the incumbent class of Lieutenant Governors – are authorized to act on behalf of the District Board of Trustees and may expend or transfer funds not in excess of \$500 per transaction. The

Executive Committee shall report its action to the next meeting of the District Board of Trustees. Four members of the Executive Committee shall constitute a quorum.

(C) Site Selection Committee: The Site Selection Committee, chaired by the Secretary-Treasurer, shall be composed of the Governor, the Governor-Elect, the Immediate Past Governor and the Secretary-Treasurer. The Committee shall report to the District Board of Trustees with recommendations for the sites of future conventions and conferences, which shall then be approved, or rejected, by the Board of Trustees.

(D) Financial Advisory Committee: The Financial Advisory Committee shall consist of the Governor, the Immediate Past Governor, the Governor-Elect, two (2) Lieutenant Governors appointed by the Governor, two (2) immediate past Lieutenant Governors appointed by the Immediate Past Governor, two (2) Lieutenant Governors-Elect appointed by the Governor-Elect, the District Secretary-Treasurer, and the chair of the committee of Past Governors. The Governor shall appoint the chair of the Financial Advisory Committee.

The primary objective of the committee is to maintain continuity and integrity of the District finances. The committee shall review current District expense reports; recommend changes in the District budget as needed and develop guidelines for the Governor-Elect in preparing the budget for the following year. The committee shall advise the Governor-Elect in the preparation of the following years budget and in other financial matters for the term of office as Governor of the District.

Section 5. All Committee members shall serve at the pleasure of and shall be subject to removal by the Governor.

ARTICLE VIII. CONVENTIONS

Section 1. The annual convention of the District shall be held at such place and date, between March 15 and September 15, as shall be mutually agreed upon by the District Board of Trustees and the International Board of Trustees, except that no District convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International. In determining the location of an annual convention, the District Board of Trustees may be guided and advised by the majority vote of the qualified delegates present and voting at an annual convention.

Section 2. An invitation from any chartered club for holding an annual convention in its city shall be

delivered in writing to the District Secretary-Treasurer.

a. District conventions shall be scheduled three years in advance in one of the four major metropolitan areas in the District – Albuquerque, Phoenix, El Paso and Tucson – alternating each year between Phoenix and Tucson on the west and Albuquerque and El Paso on the east side of the District.

b. If a community in the District, other than the four areas listed above, wishes to invite the convention to that city, the Site Selection Committee will investigate the merit of accepting the invitation and shall report to the Governor, with a recommendation, no later than six months after the invitation. The Secretary-Treasurer shall obtain and sign contracts three years in advance for the District Convention and at least two years in advance for the Midwinter Training Conference.

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

Section 4. The District Secretary-Treasurer shall mail to each chartered club and to the Executive Director of Kiwanis International an official call to the annual convention at least sixty (60) days prior to the date of the convention, and an official call for any special convention at least thirty (30) days prior to the date of such convention. The District Board of Trustees shall have full supervision and management of all conventions.

Section 5. For each convention, the Governor shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least five (5) members. All members of the Committee on Elections shall be delegates or delegates-at-large. A majority of each of the foregoing committees shall constitute a quorum.

Section 6. At any convention, each chartered club in good standing in the District shall be entitled to seat up to three (3) delegates. 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 7. Official delegates of a newly organized Kiwanis club shall be granted full privileges at District conventions if Kiwanis International has issued the charter, whether or not it has been formally presented to such club.

Section 8. The delegates and their alternates shall be active, senior, or privileged members in good standing of the chartered clubs they represent, and shall be

elected by such clubs not less than thirty (30) days prior to the date of the annual convention or less than fifteen (15) days prior to the date of any special convention. Their election shall be evidenced by a certificate to the District Secretary-Treasurer duly authenticated by the president and secretary of the club. Should any chartered club fail to so certify the election of its delegates and alternates, then the Committee on Credentials shall have the right to determine the seating of the delegates or alternates for such chartered club.

Section 9. All officers, all District secretaries emeriti and Past Governors and duly elected Lieutenant Governor designates of the District who are active, senior, or privileged members of a Kiwanis club of the District shall be delegates-at-large to all District conventions. A Lieutenant Governor or past Lieutenant Governor who is a member of a club in good standing in this District may represent a club in good standing from the division of which he is a member, provided such club is not otherwise represented by three delegates, and has duly elected the Lieutenant Governor or past Lieutenant Governor to club delegate status and shall have certified such election to the District Secretary-Treasurer not later than 5 p.m. on the first day of the convention.

Section 10. Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted to any convention. There shall be no voting by proxy or absentee ballot. To be accredited, a delegate or delegate-at-large must be certified according to the provision of these bylaws and must have paid a convention registration fee, if such is required.

Section 11. The District Board of Trustees may establish uniform convention registration fees to be paid by all persons attending any convention of the District. The proceeds derived from such registration fee shall be expended solely upon approval of the Board.

Section 12. The convention may propose, discuss, and adopt resolutions, and recommend matters or concerns to Kiwanis International. The convention shall also consider and act upon matters submitted to it by Kiwanis International.

Section 13. In the absence of the Governor (or Acting Governor, if there is one) from any convention of the District, the District Board of Trustees shall designate the Governor-Elect, Immediate Past Governor, or a Lieutenant Governor to act as chairman.

Section 14. A quorum at any convention of the District shall comprise the official delegates present, and representing not less than one-third (1/3) of the total number of clubs within the District.

Section 15. Within thirty (30) days after any convention, the District Secretary-Treasurer shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and shall transmit the report to the Executive Director of Kiwanis International. A copy of the report shall either be sent to the secretary of each chartered club within the District or be published in the next District bulletin.

Section 16. All funds or fees to be collected for District conventions, training conferences and International President visits shall be paid directly to the District Secretary-Treasurer or the event finance chairman designated by the Governor. The District Secretary-Treasurer shall account for such funds, make all appropriate disbursements and provide a written report on such activities within sixty (60) days after the event but not later than thirty (30) days prior to the next District Board of Trustees meeting after the event.

Section 17. 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 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. The preference will be to call a council meeting to be held during the period provided for District conventions. Such council shall be comprised of the District Board of Trustees and other persons having the status of delegates-at-large to all District conventions.

ARTICLE IX. CONVENTION PROCEDURE

Section 1. The official program of a convention as approved by the District Board of Trustees shall be the order of the day for all sessions. 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.

Section 2. Resolutions

a. Proposed resolutions may be submitted by majority vote of a club's board of directors to the District Secretary-Treasurer not less than thirty (30) days prior to the date of the District convention. Proposed resolutions may also be submitted by the District Board of Trustees or originated by the Committee on Resolutions.

b. All proposed resolutions submitted 30 days prior to the date for the District convention shall be referred to the Committee on Resolutions for its consideration and recommendation to the convention. No resolutions other than those so submitted to or originated by the Committee on Resolutions shall be considered unless

consideration thereof shall be recommended by two-thirds (2/3) vote of the District Board of Trustees. Debate on such resolutions shall not be in order until they have been reported on by the Committee on Resolutions or the Board.

Section 3. Reports of committees, communications to the 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 Kiwanian shall speak longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote. 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.

Section 4. Amendments submitted at the convention shall be presented in typed or legible print to the District Secretary-Treasurer prior to being considered by and presented to the House of Delegates. The District Secretary-Treasurer shall present such amendments to each club represented prior to any further consideration. The names of the clubs and sponsors of amendments and those who second any such amendments must be submitted with the written version.

Section 5. Unless otherwise specified in these by-laws, the convention shall be conducted according to the provisions of *Robert's Rules of Order Newly Revised*.

ARTICLE X. NOMINATION AND ELECTION OF OFFICERS

Section 1. Officers other than Lieutenant Governors

a. The election of officers, except the Lieutenant Governors and the Secretary-Treasurer shall be held at the annual convention.

b. If the District Secretary-Treasurer is not elected by the house of delegates at the annual convention, the Secretary-Treasurer who is to assume office on October 1 shall be appointed by the Governor-designate, with the approval of the District Board of Trustees-designate.

c. The official program of the annual convention shall indicate the time and place of the election of officers. The official program of the annual convention shall indicate the time for the District nominating conference, a later time for the election of officers, and the places for both. Such times and places shall be subject to

change only in accordance with the rules of convention procedure.

d. The nominating and election procedure for officers to be elected at the annual convention shall be as follows:

(1) The Governor-Elect shall be the sole candidate for the office of Governor.

(2) All candidates for the offices of Governor and Governor-Elect must submit written notice of candidacy to the District Secretary-Treasurer no later than the beginning of the first business session of the annual convention. At that session, the Secretary-Treasurer shall make a report of the candidates giving such notice. All candidates for the office of Governor-Elect shall submit a signed agreement to Kiwanis International to fulfill their duties.

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

e. 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. There shall be no voting by proxy or absentee ballot.

f. Nothing in this Article shall be construed as limiting the right to make further nominations from the floor of the convention.

g. Cumulative voting shall not be permitted.

Section 2: Nominating Conference.

a. At times and places designated and announced by the District Governor and at places designated and announced by the respective Lieutenant Governors, all at the site of and prior to the time of the nominating conference at the annual District convention, there shall be held a divisional meeting for each division in the District. The Lieutenant Governors shall preside over their respective division meetings. If the Lieutenant Governor of any division is absent from the convention, the Governor shall designate the acting presiding officer.

(1) All delegates in attendance at the

convention, from clubs in good standing, within a given division, shall be eligible to attend the meeting for that division. One-third of such delegates shall constitute a quorum at such meeting. A majority of such persons present at such meeting shall decide all choices and questions in such meeting.

(2) The meeting shall elect, upon nomination from the floor and a vote, three delegates in attendance at the convention from clubs within that division as the representatives of that division to the District nominating conference.

(3) Immediately, upon the adjournment of the division meeting, the chairman of the division meeting shall certify to the District Secretary-Treasurer the names of the three representatives to the District nominating conference.

(4) Upon receiving such certification from each division meeting, the District Secretary-Treasurer shall further certify all such representatives' names to the chairman of the District nominating conference. No person other than those whose names are so certified (except the presiding officer of the District nominating conference) shall be permitted to attend the District nominating conference.

(5) The chair of the District nominating conference shall be the Immediate Past Governor or, if absent, the immediate predecessor, and so on, but without vote. In the event of the absence of all the past Governors, the conference shall select one of its members to act as chairman with the right to vote. The conference shall further select one of its members to act as secretary, and the chairman of the conference shall appoint such tellers as may be considered necessary.

(6) Two-thirds of the representatives as certified to the Secretary-Treasurer shall constitute a quorum at the conference.

(7) Upon completion of organization as above outlined, the conference shall proceed to select the candidates for the offices of Governor and Governor-Elect. The candidates are to be selected and submitted to the convention in accordance with the following provisions:

(i) The conference shall submit to the convention the name of the Governor-Elect as the sole candidate for the office of Governor and shall submit all candidates for the office of Governor-Elect. However, if more than three candidates are suggested to the conference for any of said offices, the conference shall vote (by such means as the conference shall determine) on the candidates for such office separately. In such vote the three candidates receiving the highest number of votes for such office shall be submitted by

the conference to the convention.

(ii) No person shall be submitted to the conference as a candidate for any office without the consent of said person being first obtained nor without assurance that said person will attend the training outlined by Kiwanis International.

(8) Prior to the convening of the next regular session of the convention succeeding the adjournment of the conference, the presiding officer of the conference shall certify to the District Secretary-Treasurer the result of the conference as to all recommendations for nominations for each office, same to be verified by the tellers and secretary of the conference, said record to be preserved by the District Secretary-Treasurer until the adjournment of the convention.

(9) When the nomination of candidates for District office shall become the order of business of the annual convention, the conference report shall be presented by the District Secretary-Treasurer.

b. Nothing in this section shall be construed as limiting the right to make further nominations from the floor of the convention.

Section 3. Committee on Elections

a. Before the election, the District Secretary-Treasurer shall make available to the Committee on Elections a list of the delegates and delegates-at-large as shown by the report of the Committee on Credentials.

b. The Committee of Elections shall have general charge of the election and of distributing and counting the ballots.

c. The Committee on Elections shall report promptly to the convention the results of the balloting and the report shall be signed by a majority of the committee.

Section 4. Election of Lieutenant Governor and Lieutenant Governor-Elect.

a. The Lieutenant Governor of each division shall hold, not later than the second week in April, a conference for the purpose of electing a Lieutenant Governor and a Lieutenant Governor-Elect. The Lieutenant Governor shall designate the time and place of this conference. Written notice shall be sent, not later than 10 days prior to the conference, to the president of each club in the division, and to all Past Governors and Past Lieutenant Governors of that division who are active, senior, or privileged members of a club in the division.

b. The personnel of the conference shall be the president and immediate past president of each club in

the division, or their duly elected alternates, the Lieutenant Governor of the division, and all Past Governors and Past Lieutenant Governors of that division who are still active, senior, or privileged members of a club in the division.

c. The official representatives to the conference shall be the president and immediate past president of each club in the division or their designated alternates. The Lieutenant Governor shall also invite all Past Governors and all past Lieutenant Governors who are still active, privileged, or senior members of a club of the division.

d. The representatives present, representing not less than two-thirds (2/3) of the clubs of the division, shall constitute a quorum at the conference, and each club shall have one (1) vote for each representative present. The Lieutenant Governor and the Past Governors and Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote, except in the event of a tie vote, in which case the Lieutenant Governor shall be entitled to vote.

e. The immediate past Lieutenant Governor shall be chairman of the conference or, if absent, the immediate predecessor, and so on. In the absence of a past Lieutenant Governor, the conference shall elect one of its members as chairman. The conference shall elect one of its members as secretary, and such tellers as may be necessary.

f. Upon completion of organization as above outlined, the conference shall proceed to elect a Lieutenant Governor and a Lieutenant Governor-Elect. The Lieutenant Governor-Elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations from the floor.

g. A majority of all valid votes cast for each office shall be necessary for elections. In the event that no candidate receives a majority of valid votes cast, a new elections shall take place immediately, and the person receiving the fewest number of votes shall be eliminated. This procedure shall be followed until one person receives a majority vote. No person shall be submitted to the conference as a candidate for Lieutenant Governor or Lieutenant Governor-Elect without the consent of said person first being obtained. Each candidate for Lieutenant Governor shall give assurances of a willingness and ability to carry out the duties and responsibilities of the office of Lieutenant Governor, to attend the leadership education conferences and to officially visit the clubs of the division.

h. A Lieutenant Governor-Elect is not a District officer.

i. The division conference shall be guided by the principles, traditions, and precedents of Kiwanis International in its election of officers, and particularly consider the ability, the service, and experience in Kiwanis of a proposed candidate.

j. The Lieutenant Governor shall certify the results of the election to the District Secretary-Treasurer and Kiwanis International immediately following the conference.

ARTICLE XI. VACANCIES IN OFFICE

Section 1. In the event of a vacancy in the office of Governor, during an administrative year, by a two-thirds (2/3) vote of the entire District Board of Trustees, the Board shall elect a past Governor, Lieutenant Governor, or past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the District to become Governor for the unexpired term.

Section 2. In the event of a vacancy in the office of Governor-Elect during an administrative year, the vacancy for the unexpired term shall be filled by the District Board of Trustees, by a two-thirds (2/3) vote of the entire District Board, from the Lieutenant Governors or past Lieutenant Governors who are active, senior, or privileged members of Kiwanis clubs in the District.

Section 3. In the event of a vacancy in the office of District Secretary-Treasurer during the administrative year, the Governor shall appoint a qualified member of a chartered club of the District to fill that office for the unexpired term. This appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

Section 4. In the event of a vacancy in the office of Lieutenant Governor during an administrative year, the Governor shall notify the presidents of the affected division that a replacement Lieutenant Governor may be elected by a conference of the division within thirty (30) days from the date of such vacancy. In the absence of a replacement being elected by a division conference, the Governor shall appoint a qualified member of a chartered club in the same division to fill the office for the unexpired term, which appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

Section 5. In the event after election and before October 1 of disability or inability of the District officer to serve for the year for which elected, the District Board of Trustees-Designate for said year shall proceed forthwith to appoint or elect the successor in the manner provided for filling vacancies in office during the administrative year. The Governor-Designate shall give reasonable notice of the time and place of such election

and, if absent or disabled, the Governor of the District shall act.

Section 6. In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of the office, the District Board of Trustees shall elect, by a two-thirds (2/3) vote of the entire District Board, a past Governor, Lieutenant Governor, or past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the District to become Acting Governor until the Governor is able to resume the duties of the office. While the Governor is incapacitated, the Acting Governor shall be the executive officer of the District and shall have all the duties, responsibilities, and authority given to the Governor by these bylaws and the Constitution and Bylaws of Kiwanis International. If, after a period of sixty (60) days, it appears to the District Board of Trustees that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of office, the Board may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in such office as contained in these bylaws.

ARTICLE XII. REMOVAL OF OFFICERS

Section 1. Whenever it shall appear to the Governor or two-thirds (2/3) of the District Board of Trustees that a member of the Board may be failing to perform the duties of that office or is engaging in conduct unbecoming a member of the Board, written notice of the alleged facts shall be given to that member within thirty (30) days.

A special meeting of the Board to consider the alleged facts shall be held within thirty-five (35) days thereafter, unless a regularly scheduled meeting shall take place within such thirty-five (35) day period, with at least twenty-one (21) days written notice being given to all members of the Board of such facts and meeting. Delivery of such notice shall be deemed effective five (5) days after such notice is mailed. The member of the Board so accused shall have the right to attend such meeting, be presented with the alleged facts, and be given the opportunity to provide a defense to such charges as provided in Kiwanis procedure.

In the event that the Board, by a two-thirds (2/3) vote of the entire Board, finds such member is not performing the duties of such office or has engaged in conduct unbecoming a member of the Board and takes action as provided in Kiwanis procedure or declares such office vacant, such vacancy shall be filled as provided in the Constitution and Bylaws.

Section 2: "Conduct unbecoming a member of the District Board of Trustees" is defined as any conduct that:

(1) is incompatible with the best interests of the public or of members of Kiwanis, and/or

(2) tends to harm the standing of Kiwanis in the local or global community, as further defined in the Kiwanis International Board Policy on “Conduct Unbecoming a Member of the Board.”

ARTICLE XIII. PUBLIC ACTIVITIES

Section 1. The District may, from time to time, express by proper means its attitude on questions of public importance and any proposed legislation affecting communities within the territory of the District, provided that no Kiwanis clubs outside the District are affected by the same.

Section 2. When Kiwanis clubs outside the District are affected by any such public question or proposed legislation, before expressing an opinion, the District shall refer the matter, with its recommendation, to the International Board of Trustees. Upon approval of the recommendation by the International Board, the District may publicly express its opinion through legal and proper means.

Section 3. The District shall not be used in any way for political purposes, nor shall it as a District actively participate in the political candidacy of any person.

Section 4. Notwithstanding Sections 1, 2, and 3 above, no substantial part of the activities of the District shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the District shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. The District shall take no action on any public question or proposed legislation until the same shall first have been received and considered by the District Board of Trustees.

Section 6. The District shall not participate in any political activity, which is inconsistent with Article II of these bylaws.

Section 7. Recognizing the fellowship value of club visits, the District establishes the Inner Circle, Middle Circle, and Outer Circle club visitation awards. The Inner Circle award shall be presented to all clubs that visit all other clubs in their division during an administrative year following the guidelines as established by Kiwanis International. 1) For clubs having a membership of twenty (20) or less members, a minimum of two (2) members in attendance will be required to constitute an Interclub meeting. 2) For clubs having a membership of twenty-one (21) to thirty

(30) members, a minimum of three (3) members in attendance will be required to constitute an Interclub meeting. 3) For clubs having a membership of thirty-one (31) or more members, a minimum of four (4) members in attendance will be required to constitute an Interclub meeting.

The Middle Circle award shall be presented to all clubs who complete the Inner Circle award requirements and visit at least one club in half of the divisions in the District with two (2) or more Kiwanians during an administrative year. The Outer Circle award shall be presented to all clubs who visit at least one club in every division in the District with two (2) or more Kiwanians during an administrative year.

ARTICLE XIV. REVENUE

Section 1. Each member club may be assessed dues by the District for each of its members, with the exception of its honorary members, the sum of \$.25 per annum as the subscription price of the District bulletin, and \$19.75 per annum as dues. The total amount shall be due annually on 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 upon the membership 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 add fee and registration fees for District conventions or conferences.

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 on March 31st; Payment for clubs organized between May 1 and August 31 shall be due on May 31st.

Section 3. New member add fees, as established by the house of delegates, shall be paid to the District in the amount of \$15.00.

Section 4. A Kiwanis club shall be relieved of any obligation to pay District dues for any club member for a period of two years from the date of joining the club, provided such member was a former member of a Kiwanis International Sponsored Program. The financial obligations to said member’s local club and the subscription to the district bulletin shall remain

payable.

Section 5. Registration fees for District conventions and conferences, as established by the District Board of Trustees, shall also be paid to the District.

Section 6. The dues to be paid to the District by any new club admitted to membership during any fiscal year shall be prorated according to the unexpired portion of the fiscal year in which said club was chartered.

Section 7. Members who belong to more than one Kiwanis club:

a. Shall pay all mandatory dues and fees to each club (and to each District and federation, if applicable) and to Kiwanis International and shall be eligible for life member status in only one club.

b. Must designate which club is their primary club. Life member status eligibility and subscription to the official publication shall be based on the member's primary club.

c. May represent only one club for voting purposes at District or International functions.

Section 8. No financial obligation other than the revenues provided in this Article shall be placed upon the clubs by the District, and no voluntary contribution for any District activity shall be requested of any club by the District except:

a. By a two-thirds (2/3) vote of the delegates at a convention; or

b. By a two-thirds (2/3) vote upon a referendum submitted to all clubs of the District; and with the approval of the International Board of Trustees.

Section 9. Any Kiwanian in good standing holding active, privileged or senior membership in a Kiwanis club of the District may be granted DISTRICT LIFE MEMBER status by being sponsored by his/her club's board of directors or by a current District officer and by payment of a one-time fee of twenty (20) times the annual District dues, less the subscription fee for the District bulletin.

a. Upon a Kiwanian attaining the status of DISTRICT LIFE MEMBER of the District, the member's club is relieved of any further District dues obligation for that member. The member's financial obligation to the local club and to Kiwanis International remains unchanged.

b. The quota of DISTRICT LIFE MEMBERS available in any administrative year shall be under the control of and within the discretion of the District

Board of Trustees.

c. All DISTRICT LIFE MEMBER fees paid to the District shall be placed in a restricted fund status by the District Secretary-Treasurer. These funds become a dedicated principal, which cannot be used for operation of the District except by a two-thirds vote of the delegate body at a regularly scheduled convention of the District. The interest generated from these memberships shall become part of the budgeted income for each fiscal year.

ARTICLE XV. FINANCE

Section 1. The fiscal year of the District shall begin on October 1 and terminate on the following September 30.

Section 2. Not later than October 15, the District Board of Trustees shall approve a budget of estimated revenues and expenses, including capital expenditures, for the year.

Section 3. The books of account of the District shall be audited at least once each administrative year by an independent auditing firm selected by the District Board of Trustees. A copy of the audit report shall be sent to the Executive Director of Kiwanis International by March 31 and to members of the current District Board of Trustees.

Section 4. The audit must be certified.

Section 5. The District Board of Trustees shall determine the official depository or depositories and shall designate those persons who shall sign checks. District funds may be deposited in financial institutions or other investment vehicles meeting criteria established by the District Board of Trustees. In establishing investment criteria, the Board of Trustees shall emphasize security and preservation of District funds, with investment income being secondary.

Section 6. The necessary traveling expenses of all District officers, when engaged in the business of the District, may be paid by the District in accordance with the provisions of the budget.

Section 7. The necessary expenses of the Governor incurred in attending the Convention, Council, and any conference of Kiwanis International may be paid by the District in accordance with the provisions in the budget).

Section 8. Total disbursements in any year shall not exceed the gross amount of the budget adopted by the District Board of Trustees in each year.

Section 9. Reserve Funds. The District Secretary-Treasurer shall establish the following restricted reserve

funds. The amount contributed each year into each respective reserve fund shall be identified in the annual District budget in accordance with the District Policies and Procedures as approved by the District Board of Trustees. All money deposited into and all interest earned by each reserve fund shall only be used for the purposes for which the fund was created.

- a. Overseas Conventions
- b. International Candidate Support
- c. Capital Expense Fund

ARTICLE XVI. CANDIDATES FOR INTERNATIONAL OFFICE

Section 1. Any candidate for Kiwanis International office shall be confirmed in accordance with procedures set forth herein. No candidate shall be presented by the District or any club thereof in any other manner.

Section 2. Any club in good standing may propose a past District Governor, who is currently an active, privileged or senior member of a club within the District, to become the candidate of the District for the office of international trustee at the time of a future convention of Kiwanis International. Such proposal shall be forwarded to the District Secretary-Treasurer in the form of a resolution adopted by the Board of Directors of the proposing club.

Section 3. Upon receipt of a proposal or proposals for nomination, the District Secretary-Treasurer shall notify the District Governor and all members of the District Board of Trustees.

Section 4. The District Board of Trustees, at its next meeting, shall consult with the candidate, or candidates if there is more than one, and review the requirements of service on the Kiwanis International Board. The Board of Trustees may also consult with any past International Officer in the District and with the Chairman of the Committee of Past Governors regarding the candidate(s). If, after consultation with the Board of Trustees, each candidate agrees to have his/her name submitted, the Board of Trustees shall then submit the name(s) to the House of Delegates at the next annual District convention with its recommendations.

Section 5. Voting at the Annual District Convention shall be by written ballot. Election to be the District's candidate shall require a two-thirds (2/3) majority of those present in the House of Delegates. If no candidate receives the required two-thirds (2/3) majority the candidate receiving the fewest votes will be eliminated and an additional vote by written ballot will be taken.

Section 6. In the case of an incumbent trustee or other officer of Kiwanis International who desires to run for re-election or higher office, said officer shall inform the District Board of Trustees of that desire. At the time of the District convention next preceding the election in which the individual is to run, the District Board of Trustees shall submit a resolution in proper form to the District House of Delegates. The delegates shall vote on the resolution, a majority being required to confirm the candidacy on behalf of the District.

Section 7. Upon acceptance and confirmation of any candidate to be presented for any international office in the name of the District, the District Secretary-Treasurer shall within 30 days notify the Executive Director of Kiwanis International of the name, club, and the year in which the individual is to be presented as a candidate. If the year is not known at this time, the District Secretary-Treasurer shall so state and shall advise Kiwanis International when the information becomes available.

ARTICLE XVII. NATIONAL OR LOCAL REQUIREMENTS

Section 1. Provisions required by national or local laws are as follows:

Not applicable.

ARTICLE XVIII. 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 Constitution and Bylaws
Second--Kiwanis International Policies and Procedures

ARTICLE XIX. PARLIAMENTARY AUTHORITY

Section 1. *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these bylaws.

ARTICLE XX. AMENDMENTS

Section 1. Amendments to these 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 voting at any 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

District Secretary-Treasurer at least sixty (60) days prior to the date of the convention. The Secretary-Treasurer shall send a copy of all proposed amendments to the secretary of each chartered club not less than thirty (30) days prior to the date of the convention.

Section 2. If these bylaws are in conflict with the Kiwanis International Constitution and Bylaws, current or as amended in the future, this District shall amend these bylaws to bring them into conformity with the Kiwanis International Constitution and Bylaws.

ARTICLE XXI. SEVERABILITY

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

ARTICLE XXII. APPROVAL OF KIWANIS INTERNATIONAL

Section 1. These bylaws and all amendments or additions, including any districting, redistricting, or grouping of clubs, shall not be effective unless approved by the International Board of Trustees.

ARTICLE XXIII. NON-PROFIT ORGANIZATION

Section 1. The District shall operate as a non-profit organization incorporated within the laws of the State of Arizona.

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

Adopted by the Southwest District
of Kiwanis International:

APPROVED BY KIWANIS INTERNATIONAL

August 13, 2005
(date)

(date)

(District Governor) **John Finley**

(District Secretary) Rose Ann Dodson

BY _____
Executive Director of Kiwanis International

Note--Two (2) copies of these bylaws or any amendments shall be forwarded to the Executive Director of Kiwanis International and one copy will be returned to the District with the noted approval.

Standard Form for Bylaws
(Adopted by Kiwanis International Board of Trustees - October 4, 1998)

[3/99 – 1,000]

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