



STANDARD FORM FOR CLUB BYLAWS

As amended June 27, 2008

KEY NUMBER: K12465

(If unknown, contact your club secretary.)

BYLAWS of the KIWANIS CLUB OF Almaden Valley, San Jose

ARTICLE I. OFFICIAL NAME

Section 1. This organization shall be known as Kiwanis Club of Almaden Valley, San Jose. This name shall not be changed unless permission shall first have been obtained from the International Board of Trustees.

ARTICLE II. OBJECTS

Section 1. The Objects of this club shall be the Objects of Kiwanis International, which are:

- To give primacy to the human and spiritual, rather than to the material values of life.
- To encourage the daily living of the Golden Rule in all human relationships.
- To promote the adoption and application of higher social, business, and professional standards.
- To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build a better community.
- To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

ARTICLE III. MEMBERSHIP AND CLASSIFICATION

Section 1. Membership in this club shall be primarily of the active class as herein defined. There may be only two (2) other classes of membership: senior and honorary.

Section 2. A person may hold membership in more than one (1) Kiwanis club.

Section 3. The active members shall represent a cross section of occupations in the community in which this club is located.

Section 4. Members (other than honorary) have the duty to attend meetings, participate in service projects and other activities, pay club financial obligations, wear the Kiwanis emblem, be appointed to committees, be elected as officers or directors, and attend Kiwanis conferences and conventions.

Section 5. Membership is open to persons eighteen (18) years of age and over who satisfy the qualifications for active, senior, or honorary membership.

Section 6. All members of this club must believe in and subscribe to the Objects of Kiwanis International and be of good character and community standing.

Section 7. Qualifications for Active Membership.

- a. An active member must believe in and subscribe to the Objects of Kiwanis International.
- b. An active member must be a person of good character and community standing who resides or has other community interests within the area of the chartered club.
- c. An active member must pay a membership induction fee and annual membership dues and shall be entitled to all privileges of club membership.

Section 8. Qualifications for Senior Membership.

- a. Any member who shall have been an active member in good standing of one (1) or more Kiwanis clubs for not less than ten (10) years, and who is unable to meet attendance requirements because of health, business, or other extenuating circumstances, and who shall have met such other conditions as may be prescribed by this club in these bylaws, may be elected by the Board of Directors as a senior member upon making written application.
- b. The Board of Directors shall review the list of senior members not less than once each year and shall have authority, for such reasons as seem adequate, to terminate any such senior membership or to reinstate any such member to active membership.
- c. A senior member must pay annual membership dues and shall be entitled to all privileges of club membership.
- d. A senior member must meet the standards of attendance and participation as set forth by the Board of Directors.

Section 9. Qualifications for Honorary Membership.

- a. Any person who has performed some distinguished public service may be elected by the Board of Directors as an honorary member (of which the person is not an active or senior member) for a period of one (1) year and thereafter may be reelected annually.
- b. An honorary member shall not pay either a membership induction fee or annual membership dues, and shall be entitled to all privileges of club membership, except those of voting and holding office. An honorary member shall be a paid subscriber to the official publication of Kiwanis International.
- c. An honorary member shall not be obligated to attend club meetings.

ARTICLE IV. ADMISSION TO MEMBERSHIP AND RESIGNATION

Section 1. Prospective active members shall be considered for election to membership by invitation only or by transfer from an active Kiwanis club, under the following procedures:

- a. Each proposal for membership shall be submitted by a member of this club to the Secretary or the Committee on Membership Growth and Education, which proposal shall bear the signature of the proposer and the endorsement of at least one (1) additional club member, both of whom shall be members in good standing.
- b. All proposals for membership shall be submitted to the Board of Directors for consideration.

Alternate subsection b: Check if preferred

b. All proposals for membership shall be referred to the Board of Directors, who shall inform the club members of the names of those proposed for membership which will be acted upon by the Board of Directors after a period of two (2) weeks.

- c. Each proposal for transfer may be submitted by a member of an active Kiwanis club directly to the Board of Directors for the purpose of changing club membership. Transfers must be requested within six (6) months of discontinuing active attendance in the original club.
- d. At a meeting of the Board of Directors at which a quorum is present, members shall be elected and transfers accepted by a two-thirds (2/3) vote of those present.
- e. Upon favorable action by the Board of Directors, the new and transferred members shall be notified personally concerning the action of the Board and the membership induction fee shall then be secured. The official admission into club membership shall be the date the foregoing requirements are completed, and that date shall be reported to Kiwanis International.

Section 2. Senior and honorary members shall be elected by a majority vote of the entire Board of Directors.

Section 3. A member may resign from this club provided that such member's indebtedness to the club has been paid. The resignation shall be submitted in writing to the Board of Directors and shall become effective when accepted by the Board. Such individual shall forfeit all interest in any funds or other property belonging to the club and all rights to the use of the Kiwanis name, emblem, insignia, or other Kiwanis Marks.

ARTICLE V. DISCIPLINE OF MEMBERS

Section 1. Any active or senior member being two (2) months in arrears in the payment of dues and/or financial obligations, by majority vote of the Board of Directors, shall stand suspended from membership and be so notified in writing by the Secretary. Upon payment of arrears and making application for reinstatement of membership, such member, within thirty (30) days from the date of such written notice, by majority vote of the board may be reinstated. If such member is not reinstated within the thirty (30) day period, the individual's membership is terminated.

Section 2. Active members shall maintain regular attendance at club meetings and shall actively participate in club activities, and the Board of Directors shall review semiannually the attendance and activity participation record of each member. The Board will then measure the personal involvement and attendance at regular club meetings of each active member. At the discretion of the Board, any active member who, without excuse, fails to regularly attend club meetings or actively participate in the activities, by majority vote of the Board, shall stand suspended and be so notified in writing by the Secretary.

Section 3. Any senior member who, without excuse, fails to meet the standards of attendance and participation in club activities set forth by the Board of Directors, by majority vote of the Board, shall stand suspended and be so notified in writing by the Secretary.

Section 4. Any suspended active or senior member, upon making application to the Board of Directors for reinstatement and expressing a willingness to meet club standards of attendance and participation, by majority vote of the Board, may be reinstated within thirty (30) days from the date of such written notice of suspension by the Secretary. If such member is not reinstated within the thirty (30) day period, the individual's membership is terminated.

Section 5. A complaint against a member charged with conduct unbecoming a member of the Kiwanis family shall be referred to a special committee appointed by the Board for the purpose of investigating, reporting, and making a recommendation before any action is taken on such charges by the Board of Directors. Proper notice of the charges, the investigation, and the hearing shall be given to such member. A member against whom such charges are sustained after a hearing before the Board may be disciplined or removed from the member's office or club by a two-thirds (2/3) vote of the entire Board.

"Conduct unbecoming a member of the Kiwanis family" (Kiwanis, Kiwanis Junior, Circle K, Key Club, Builders Club, K-Kids, and Aktion Club), is defined as any conduct that:

- a. is incompatible with the best interests of the public or of members of the Kiwanis family; -or-
- b. tends or threatens to harm the standing or reputation of the Kiwanis family in the local or global community.

Violation of the policy defining "conduct unbecoming a member of the Kiwanis family" may result in disciplinary action against the offending member. Disciplinary action can result in a private reprimand, a public reprimand, or dismissal from the organization. A private reprimand is communicated to the individual violating the "conduct policy" as a warning. A public reprimand requires notification of the district board or district governor of the individual violating the "conduct policy." Dismissal means removal from the member's office or club.

Any individual receiving written notice as provided in the applicable bylaws shall be permitted to hear all evidence against him or her and be afforded the opportunity to provide evidence in his or her defense. The appropriate ruling body shall hear the evidence and determine what sanction, if any, shall be imposed, and such decision shall be final.

Section 6. Any person whose membership has been terminated in any manner shall forfeit all interest in any club funds or other property and all rights to the use of the Kiwanis name, emblem, insignia, or other Kiwanis Marks.

ARTICLE VI. OFFICERS

Section 1. The officers shall be a President, a President-Elect, an Immediate Past President, 1 Vice-President(s) [indicate number, or zero if none], a Treasurer, and a Secretary.* If, in any year, the Immediate Past President ceases to be an active or senior member of this club, the active or senior member who served as President most recently prior to the Immediate Past President shall automatically become Immediate Past President.

***Option: Check if desired**

There may also be elective offices of Assistant Secretary, Assistant Treasurer, and such other offices as the club desires.
List such offices, if any: (40 characters per line)
 Recording Secretary _____
 Correspondence Secretary _____

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."

Section 2. Each officer shall be an active or senior member in good standing. No offices shall be combined in one person other than those of:

- a. President-Elect and Vice-President; or
- b. Secretary and Treasurer.

No person shall simultaneously serve as an elected director and an officer.

Section 3. All officers shall enter upon their official duties on the first day of October of each year and shall serve for a **term of one (1) year** or until their successors shall be duly elected and qualified.

Alternate Section 3: Check if preferred

Section 3. The following officers shall enter upon their official duties on the first day of October of each year and shall serve for a **term of two (2) years** or until their successors shall be duly elected and qualified: **Indicate which officers below:**

- President, President-elect, and Immediate Past President
- Vice-President
- Treasurer
- Secretary

Section 4. The President has the following duties and responsibilities:

- a. Be the executive officer of this club.
- b. Preside over all meetings of the club and the Board of Directors.
- c. Promote the Objects of Kiwanis International and the positive image of Kiwanis in the community.
- d. Be an ex-officio member of all standing and special committees.
- e. Present the views of the club to the district and the views of the district to the club.
- f. Promote membership growth and the building of new Kiwanis clubs.
- g. Be one of the club delegates to the International and district conventions.
- h. Attend district conferences and division meetings.
- i. Perform such other duties and responsibilities as usually pertain to such office.

Section 5. In the absence of the President, [check only one of the following: the President-Elect; or Vice-President] shall preside at all meetings of this club and of the Board of Directors.

Section 6. The President-Elect has the following duties and responsibilities:

- a. Be the only nominee for the office of President.
- b. Prepare for service as President for the following year.
- c. While serving as President-designate, attend the International and district conventions, district conferences, and training conference for club presidents-designate.
- d. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

Section 7. The Immediate Past President shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors, including attending the division meeting for the selection of the Lieutenant Governor and Lieutenant Governor-elect.

Section 8. The Vice-President(s) shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

Section 9. The Treasurer has the following duties and responsibilities:

- a. Receive all funds paid to this club and promptly deposit them in the official depositories.
- b. Disburse funds on order of the Board of Directors.
- c. Maintain the club financial accounts and records.

d. At all times, make available for inspection by the President, the Board, or any authorized auditors, the financial accounts and records of the club.

e. Make a financial report to the Board monthly, at the annual meeting of the club, and at such other times as the President or Board may require.

f. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board.

Option: Check if desired for the Club Treasurer:

g. Give bond in such form and amount as may be required by the Board.

Section 10. The Secretary has the following duties and responsibilities:

- a. When Secretary-designate, attend the training conference for club secretaries-designate.
- b. Keep the club books and records, including membership and attendance.
- c. At all times, make available for inspection by the President, the Board of Directors, or any authorized auditors, the club books and records.
- d. Keep minutes of the meetings of the club, Board, and committees.
- e. Present all bills to the Board for approval.
- f. Submit to the proper officers, committees, or members all communications received from Kiwanis International or the district.
- g. Promptly reply to correspondence and submit all official reports required by Kiwanis International or the district.
- h. Submit reports to the club at such times as the President or Board may require.
- i. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board.

Option: Check if desired for the Club Secretary:

j. Give bond in such form and amount as may be required by the Board.

Section 11. Other officers (if any) shall perform such duties as usually pertain to such offices or as may be assigned by the President or Board of Directors.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers and 5 * [indicate number] elected directors. [Note: The Kiwanis International Bylaws require at least five (5) elected directors.]

Section 2. Each director shall be an active or senior member in good standing.

Section 3. The directors shall enter upon their official duties on the first day of October of each year and shall serve for a **term of two (2) years** or until their successors shall be duly elected and qualified. To ensure continuity on the Board of Directors, one- and two-year terms are required in the initial election.

Alternate Section 3: Check if preferred

Section 3. The Directors shall enter upon their official duties on the first day of October of each year and shall serve for a **term of one (1) year** or until their successors shall be duly elected and qualified.

Alternate Section 3: Check if preferred

Section 3. The directors shall enter upon their official duties on the first day of October of each year and shall serve for a **term of three (3) years** or until their successors shall be duly

elected and qualified. To ensure continuity on the Board of Directors, one-, two-, and three-year terms are required in the initial election.

Section 4. The Board of Directors shall determine the policies and activities of the club, elect and discipline members, approve the budget, approve all bills, take counsel with committees, and have general management of the club.

Section 5. The Board of Directors shall meet regularly at least once each month and hold additional meetings at the call of the President or a majority of the Board. At the discretion of the Board, the committee chairmen shall meet in joint session with the Board.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of all business, except in cases where a larger vote of the entire Board is required under these bylaws.

ARTICLE VIII. CONTINUING OR LONG-TERM PROJECTS

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

ARTICLE IX. RECONSIDERATION OF BOARD ACTION

Section 1. Whenever a petition signed by a majority of the entire club membership alleges that a decision of the club Board of Directors should be reconsidered by the membership of the club, the club secretary shall give at least fourteen (14) clear days written notice to the entire membership of a special meeting to reconsider the decision of the club Board of Directors in question. Such meeting shall be held within thirty (30) days of the date of the petition. Service of such notice shall be deemed effective five (5) days after such notice is mailed. At this meeting, the decision of the club Board of Directors may be reversed by a two-thirds (2/3) vote of those members present.

ARTICLE X. COMMITTEES

Section 1. The basic standing committee structure for clubs is established by the International Board of Trustees. The basic structure should include separate committees that address community services, sponsored youth, Young Children: Priority One, human and spiritual values, club administration, membership growth and education, public relations, and finance and fund raising. This structure, along with the duties and responsibilities of standing committees, shall be included in annual club and district officer guidebooks and/or manuals.

Section 2. Where and when the opportunity exists to extend Kiwanis through the sponsorship of a new Kiwanis club, the President shall appoint a Committee on New Club Building. This committee shall have the responsibilities as outlined in the procedures for new club building established by Kiwanis International.

Section 3. Where desired, there shall be the option of expanding the committee structure by creating other standing committees which would enable the club to function more effectively in terms of its own needs and interests. The duties of such committees shall be determined at the time they are created.

Section 4. Each standing committee shall be composed of three (3) or more members and shall serve for a term of one (1) year, commencing on the first day of October. All members of a committee are appointed by and are subject to removal by the President. Each committee shall be responsible to the President and shall make such reports as the President or Board of Directors may direct.

Section 5. Subject to the approval of the Board of Directors, special committees may be appointed by the President and they shall perform such duties as may be defined in their creation.

Section 6. Each committee shall cooperate with the appropriate Kiwanis International or district committee(s) to promote, when practical, programs suggested by such committee(s).

ARTICLE XI. MEETINGS

Section 1. Choose only one of the Alternates listed below:

Alternate: Check if selected

Section 1. This club shall hold one (1) weekly meeting. The day and place shall be determined by the Board of Directors.

Alternate: Check if selected

Section 1. This club shall hold two (2) regularly scheduled meetings per month. The day and place shall be determined by the Board of Directors.

***Note**—The Bylaws of Kiwanis International provide that a club shall have the option to hold regularly scheduled meetings not less than two (2) each month and not more than one (1) in any week.

Section 2. If the club's regular meeting falls on a legal holiday or eve thereof, the Board may reschedule the meeting for another day during the affected week or cancel the meeting, provided not more than two (2) regular meetings are cancelled during the administrative year.

Section 3. The club may hold such other meetings as the Board or membership may desire.

Section 4. The regular weekly meetings shall not be more than one (1) hour and thirty (30) minutes in duration, except on special occasions as approved by the Board of Directors.

Section 5. The annual meeting of this club should be held at a regular meeting no earlier than the first meeting in April and no later than the second week in May. The membership shall be given at least two (2) weeks notice of the date and place of the annual meeting. One-third (1/3) of the active and senior members of the club shall constitute a quorum.

ARTICLE XII. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. The election of officers and directors, except the Secretary, shall be held at the annual meeting.

Option: Check if desired

This club requires the election of the Secretary by the club at the annual meeting, in which case, Sections 7 and 8 of this Article are also hereby considered changed to conform with such modification.

Section 2. Voting shall be by ballot and shall not be cumulative. Only active and senior members present and in good standing may vote. Kiwanis clubs may make available to each member in good standing the option to vote electronically or by paper ballot for annual club officer elections. There shall be no voting by proxy or absentee ballot.

Section 3. At a regular meeting at least five (5) weeks prior to the annual meeting, the President shall appoint a Nominating Committee. The committee shall consist of not less than five (5) members and, if possible, a majority shall be Past Presidents. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations, with the consent of those nominated, and to prepare a ballot for the election of such officers and directors.

Section 4. At least two (2) weeks before the annual meeting, the Nominating Committee shall submit:

- a. the President-Elect as its sole nominee for the office of President;
- b. a list of nominees not exceeding two (2) in number for each office to be filled; and

- c. a list of nominees not exceeding the number of directors to be elected plus three (3).

At least one (1) week before the annual meeting, at a regular meeting of the club, nominations from the floor may be made for any office and, when so made, together with the list submitted by the Nominating Committee, shall then be the list of nominees submitted for an election of officers and directors.

Section 5. The President shall appoint an Elections Committee consisting of not more than seven (7) members. The duties of this committee shall be to distribute, collect, and count the ballots and report the results to the President, who shall announce them. A majority of all votes cast shall be necessary to elect any officer. If any ballot does not have a majority for a nominee for any office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot, the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

Section 6. If the names of more than the number of directors to be elected are placed in nomination, the individuals who receive the highest number of votes up to the number to be elected shall be declared elected.

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

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

ARTICLE XIII. VACANCIES IN OFFICE

Section 1. In the case of a vacancy in the office of President, [choose only one: the President-Elect; or Vice-President*] shall succeed to the office. In the case of a vacancy in the office of President-Elect, Vice-President, Treasurer, or Director, the vacancy shall be filled at a regular club meeting, upon one (1) week's notice of nomination(s) by the Board of Directors. In the case of a vacancy in the office of Secretary, the vacancy shall be filled by the Board.

***Note**—If your club has more than one (1) Vice-President, this shall be assumed to be "the first Vice-President."

Section 2. After the election and prior to October 1, in the event of the disability or inability to serve by an officer-designate or director-designate, except the Secretary, the vacancy shall be filled at a regular club meeting, upon one (1) week's notice of nomination(s) by the Board of Directors-designate. In case of a vacancy in the office of Secretary for the following year, the vacancy shall be filled by the Board of Directors-designate.

ARTICLE XIV. REMOVAL OF OFFICERS OR DIRECTORS

Section 1. Whenever it shall appear to the President or a majority of the club Board of Directors, or by a petition signed by a majority of the entire club membership and presented to the club Board of Directors, that an officer or director may be engaging in conduct unbecoming a member of the Kiwanis family or is failing to perform the duties of that office, the Club Board shall give written notice of the alleged facts to the officer or director within thirty (30) days.

A meeting of the entire club membership to consider the alleged facts shall be held within thirty (30) days thereafter, with at least fourteen (14) days clear notice being given to the entire membership of such meeting. Service of such notice shall be deemed effective five (5) days after such notice is mailed. In the event that the club, by a two-thirds (2/3) vote of the entire membership, finds that the officer or director has engaged in conduct unbecoming a member of the Kiwanis family or is not performing the duties of such office and declares such office vacant, the membership shall proceed forthwith to elect a new officer or director to fill such vacancy.

ARTICLE XV. INTERNATIONAL AND DISTRICT OBLIGATIONS

Section 1. This club shall exercise fully the privileges and rights of membership in Kiwanis International and the district and shall discharge promptly all obligations imposed by Kiwanis International and the district.

Section 2. The Board of Directors shall provide for the prompt review, approval, and forwarding of all reports required or requested by Kiwanis International or the district.

Section 3. The Board of Directors shall provide for the prompt payment of all dues and other obligations to Kiwanis International or the district.

Section 4. The President and President-designate should act as club delegates to the International and district conventions.

Section 5. In the event the President or President-designate is unable to attend the district or International convention, this club should elect alternate delegates.

Section 6. Delegates and alternates to all conventions or other meetings of Kiwanis International or the district shall be elected at dates sufficiently in advance of such meetings to comply with the Kiwanis International Bylaws and district bylaws. Provision for expenses of such representatives shall be made in the club administrative budget. The Board of Directors shall also provide for the proper representation at any other International and district meetings of Kiwanis in which this club has the privilege of participation.

Section 7. If this club is also affiliated with a federation, the rights, privileges, and obligations set forth in this Article which apply to a district also apply to the federation.

ARTICLE XVI. OFFICIAL PUBLICATION*

NOTE: This Article applies to clubs in the U.S. and English-speaking parts of Canada only.

Section 1. Each active, senior, and honorary member of a chartered club in the United States and Canada, excluding the French-speaking clubs in Canada, shall be a paid subscriber to the official publication of Kiwanis International. The subscription price shall be collected from each active and senior member as a part of that member's regular dues. If spouses are both members of a Kiwanis club, one spouse may choose not to subscribe to the official publication. A member who belongs to more than one (1) Kiwanis club must designate their primary club to which the subscription to the official publication will be paid.

Section 2. This club shall enter the subscriptions for the official publication in its books in a special subscription account, and such subscriptions shall be forwarded to Kiwanis International.

ARTICLE XVII. PUBLIC ACTIVITIES

Section 1. This club, by fair discussions at its meetings and in other ways, is encouraged to keep its members and the community informed on all questions of public importance and any proposed legislation affecting the community in which this club is located.

Section 2. This club shall have the right, and it shall be its duty, from time to time to give expression by proper means of its attitude on such public questions and such proposed legislation, provided that no other Kiwanis club is affected by the same.

Section 3. When any other Kiwanis club or clubs within the district are affected by any such public questions or proposed legislation, before expressing an opinion, this club must refer the matter, with a favorable or unfavorable recommendation, to the District Board of Trustees. If a club or clubs outside the district are affected, the club must refer the matter to the International Board of Trustees. Upon approval of the recommendation by the district or International Board, respectively, the club may publicly express its opinion through legal and proper means.

