

Kiwanis Club of Evansville – Green River Indiana, Inc.

Amended and Restated Code of By-Laws

(Adopted July 9, 2014)

ARTICLE 1 NAME AND OBJECTS

Section 1.1. This organization is the “**Kiwanis Club of Evansville – Green River Indiana, Inc.**” (the “**Club**”) which is a member of Kiwanis International and exists only by charter granted by Kiwanis International.

Section 1.2. The primary purpose of this Club is to improve the quality of life for children and families worldwide by adhering to the Objects of Kiwanis International, which are:

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

ARTICLE 2 MEMBERS

Section 2.1. Adults of good character and good community standing may be admitted to membership in this Club by invitation or by transfer from another Kiwanis club upon no less than a majority vote of the Board.

Section 2.2. Members in good standing are entitled to all rights and privileges of the Club. To be in good standing, members are obligated to pay the dues and fees provided in Club policy and comply with any other criteria provided in Club policy.

Section 2.3. Members not in good standing may be suspended or removed by no less than a majority vote of the Board. At least fourteen (14) days previous notice of such pending action must be provided to the member. The member will have the right to appear to present his/her case to the Board on or before the meeting at which action will be determined.

Section 2.4. A member may resign by submitting written notice to the Club. Any member who resigns or has been removed from Club membership forfeits all interest in any Club funds or property and all rights to use any Kiwanis marks.

ARTICLE 3
OPERATIONS

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

Section 3.2. The Board will determine the frequency, day, time, and place of regular Club meetings, no less than once each month. Special Club meetings may be called, and scheduled meetings may be cancelled or rescheduled, by a majority vote of the Board or Club members, provided at least 48 hours previous notice is given. Subject to laws of local jurisdiction, Club members may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as otherwise allowed by law. Participation constitutes attendance. Normal Club meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.

Section 3.3. One meeting each year between January 1 and May 15 will be designated as the annual meeting for Club elections. At least 30 days previous notice of the annual meeting must be given to members.

Section 3.4. This Club may have standing committees as determined by a majority vote of the Board and defined in Club policy. The President may create and appoint additional committees as desired to conduct Club goals and activities, subject to approval by the Board, with their purpose, term, and duties defined upon creation.

Section 3.5. At least one-third (1/3) of the Club members in good standing constitutes a quorum, and no less than a majority vote of the members present and voting is required to approve all business unless otherwise provided in these By-Laws or Club policy. At least fourteen (14) days previous notice of any pending vote must be given to the members.

Section 3.6. This Club may host activities to inform Club and community members about matters of public interest. However, this Club will not express any opinion or take any action regarding any candidate, legislation, or other matters of a political nature.

ARTICLE 4
OFFICERS AND DIRECTORS

Section 4.1. The officers will be a President, Immediate Past President, President-Elect, Treasurer, and Secretary. The officers may also include one or more Vice-President(s), if so defined in Club policy. This Club will also have a minimum of three (3) directors as stated in Club policy. No offices may be held by the same person except those of Secretary and Treasurer, and no person shall simultaneously serve as an officer and a director. This Club may also have such other offices as may be required by the laws of local jurisdiction. The names, terms, and duties of such offices, as well as the processes for elections and filling of vacancies, will be included in relevant provisions of the Club's By-Laws and/or policies.

Section 4.2. Officers' duties are as defined below and as may be additionally provided in Club policy:

- The President acts as the Club's executive officer; presides at all meetings of the members and the Board; and regularly reports to both groups;
- The Secretary keeps the Club's records; promptly reports membership changes to Kiwanis International; keeps minutes of Club and Board meetings; files required reports (if any) with local, national, and other government authorities; and regularly reports to the members and the Board;
- The Treasurer handles and accounts for all Club funds on authority of the Board; maintains Club financial records; and regularly reports to the members and the Board; and
- The President-Elect, Immediate Past President, and Vice-President (if any) have duties as usually pertain to the office or as may be assigned by the President or the Board.

Section 4.3. Directors have such duties as usually pertain to the office or as may be assigned by the President or the Board.

ARTICLE 5

ELECTIONS AND VACANCIES

Section 5.1. Each officer and director (and nominees for same) must be a member in good standing with this Club. Any qualified, consenting member may be nominated either in advance or from the floor, according to Club policy.

Section 5.2. The Immediate Past President is the most recent President willing and able to serve. The Secretary may be either appointed or elected, as provided in Club policy. All other officers and directors, including the Secretary unless he/she is appointed, will be elected at the Club's annual meeting by a majority vote, following a process provided in Club policy.

Section 5.3. The President, Immediate Past President, President-Elect, Treasurer, Secretary, and Vice-President(s), (if any) will serve one-year or two-year terms as provided in Club policy, beginning October 1 of each year. Directors may serve up to three-year terms, as provided in Club policy, with each term beginning October 1 after election.

Section 5.4. Vacancies will be filled as follows:

- President: by the President-Elect, Immediate Past President, or Vice-President (if any), as provided in Club policy;
- Immediate Past President: by the most recent President willing and able to serve; and
- For all other officers and directors, new elections will be held within 60 days, provided at least fourteen (14) days previous notice of the meeting and nomination(s) is given to the members. However, if the Secretary is appointed, the President will appoint someone to fill the vacancy, subject to approval by the Board.

ARTICLE 6
BOARD OF DIRECTORS

Section 6.1. The Club Board of Directors (referred to in these By-Laws as the “**Board**”) consists of the President, Immediate Past President, President-Elect, Treasurer, Secretary, Vice-President(s) (if any), and all directors, and such other positions as may be required by the laws of local jurisdiction.

Section 6.2. The Board has the following responsibilities:

- Provide general management of the Club not otherwise delegated to the membership in these By-Laws or Club policy;
- Assure the Club complies with applicable governmental rules and regulations;
- Determine the good-standing status of members in accordance with Club policy; and
- Perform other duties as provided in these By-Laws and Club policy.

Section 6.3. A majority of the members of the entire Board constitutes a quorum, and a majority vote of the Board members present and voting is required for all business unless otherwise provided in these By-Laws or Club policy.

Section 6.4. The Board will meet regularly at a designated place and time that it determines. The Board may hold special meetings at the call of the President or a majority vote of the Board, provided at least forty-eight (48) hours previous notice is given to Board members of the date, time, place, and topic(s). Subject to laws of local jurisdiction, the Board may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as otherwise allowed by law. Participation constitutes attendance. Normal Board meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.

Section 6.5. The Board may take no action in conflict with an action of the membership. Other than disciplinary measures, an action of the Board may be rescinded or amended by two-thirds (2/3) vote of the Club members present and voting, provided at least fourteen (14) days previous notice is given to the members.

ARTICLE 7
DISCIPLINE

Section 7.1. “Conduct unbecoming a member of the Kiwanis family” is defined in Kiwanis International Policy as any conduct that:

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

Section 7.2. If a written allegation of “conduct unbecoming a member of the Kiwanis family” is made against a member of this Club, the Club President shall immediately request from Kiwanis International a copy of the detailed procedures to be followed by clubs and shall

appoint a special investigator to investigate the matter (or, if the Club President is accused, the Immediate Past President shall act).

a. If the investigation concludes that there is a reasonable basis for the allegation, the President shall notify the accused member and refer the matter to the Club Board to conduct a hearing to decide the matter. The Board shall then meet and report its decision, whether the member did or did not engage in “conduct unbecoming” and, based on that decision, the appropriate disciplinary action, if any, as follows: informal counseling, a verbal reprimand, written reprimand, suspension from office or Club membership, or removal from office or Club membership. The determination of the discipline should be based on the seriousness of the unbecoming conduct. All disciplinary actions shall be documented in Club records. If a member is removed from the Club for “conduct unbecoming”, the Club shall notify the District Governor and District Secretary as a matter of record.

b. If either the accused member or the investigator believes that some part of the investigation or determination process was faulty or the determination was incorrect, either party has the right to appeal in writing the Board’s decision(s) to the Club membership. The appeal shall be heard at a special meeting of the Club members in good standing. The decision of the Club membership to uphold, reverse or change the Board’s decisions(s) shall be final.

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

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

e. The Club shall retain all official records on the matter (allegation report, investigation report, hearing record, Board report, and appeal record if any) in a confidential file as long as required by applicable law, and shall send a copy to the Executive Director of Kiwanis International, to be retained in a confidential file.

Section 7.3. The Club shall discipline any member whose conduct is determined by the Club to be “conduct unbecoming a member of the Kiwanis family,” or else the Club shall be considered out of compliance with acceptable standards of Kiwanis International and may have its charter suspended or revoked as provided in the Kiwanis International By-Laws.

Section 7.4. If an officer or director is alleged by the President or a majority vote of the Board to be failing to perform his/her duties, the Board will investigate the allegation and determine the matter at a special meeting in executive session held within forty-five (45) days after the investigation is complete or as soon as reasonably possible. Written notice of the allegation, investigation, and meeting must be given to the accused member at least thirty (30) days prior to the hearing. The accused member will be permitted to attend the hearing and present a

defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire Board, the position will be declared vacant.

ARTICLE 8
FUNDS AND ACCOUNTING

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

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

Section 8.3. The Club's financial records will be examined annually by either: (a) a qualified accounting firm not affiliated with any Club member; or b) a standing financial review committee, as provided in Club policy. The Club's accounting records will be available for inspection by the accounting firm or the committee and, upon request, by the President or the Board. A written report of the annual financial examination shall be submitted to the Board.

Section 8.4. The Board determines the official depository/ies of Club funds and designates the person(s) authorized to pay Club charges.

Section 8.5. Club membership dues, fees, and other assessments, as provided in Club policy, must be approved by two-thirds (2/3) vote of the members present and voting, provided at least fourteen (14) days previous notice of the vote and proposed amount is given to the members.

Section 8.6. The Club Board will provide for the prompt payment of all dues, fees, and other obligations to Kiwanis International and to its district and federation (if any).

Section 8.7. If this Club ceases operations for any reason, the Club Board will provide for proper distribution of Club funds or other assets, in accordance with applicable law. Funds or assets not otherwise designated will be transmitted to the Kiwanis International Foundation or the district foundation.

ARTICLE 9
AUTHORITIES

Section 9.1. This Club's By-Laws and policies will comply with all applicable laws in its local jurisdiction.

Section 9.2. For authority on all matters not covered by these By-Laws, the following documents will apply, in this order of priority:

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

ARTICLE 10
BY-LAWS AND POLICIES

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

Section 10.2. These By-Laws will only be amended to comply with the Standard Form for Club By-Laws, as approved now or in the future by Kiwanis International. Amendments may be adopted by two-thirds (2/3) vote of the Club members present and voting, provided at least fourteen (14) days previous notice is given to the members. These Club By-Laws and any amendments thereto are not effective unless approved by Kiwanis International.

Section 10.3. If any provision of these By-Laws is determined to be invalid, all other provisions still remain in effect.

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

Section 10.5. The Club Board may adopt other Club policies that are not in contravention of the applicable laws, Club By-Laws, Kiwanis International By-Laws, and district and federation By-Laws (if any) by at least a majority vote of the Club Board members present and voting, provided at least fourteen (14) days previous notice is given to the Board members.