

**By-Laws
of
The Kiwanis Club of Adrian, Michigan**

as adapted from the standard form for Club Bylaws and Policies as prescribed by Kiwanis International and as revised by
Kiwanis International October 2012

ARTICLE 1. NAME and OBJECTS

- 1.1. This organization is the "Kiwanis Club of Adrian" K02396, which is a member of Kiwanis International and exists only by charter granted by Kiwanis International.
- 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.
 - 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

- 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.
- 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.
- 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.
- 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

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

- 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.
- 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.
- 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.
- 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 bylaws or club policy. At least fourteen (14) days previous notice of any pending vote must be given to the members.
- 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

- 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 bylaws and/or policies.
- 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 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 board.
 - 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 board.

- 4.3. Directors have such duties as usually pertain to the office or as may be assigned by the president or board.

ARTICLE 5. ELECTIONS AND VACANCIES

- 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.
- 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.
- 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.
- 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.
 - 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

- 6.1. The club board of directors (referred to in these bylaws as "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.
- 6.2. The board has the following responsibilities:
 - Provide general management of the club not otherwise delegated to the membership in these bylaws 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.
 - Perform other duties as provided in these bylaws and club policy.
- 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 bylaws or club policy.

- 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.
- 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

- 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.
- 7.2
- a. If a written allegation of 'conduct unbecoming a member of the Kiwanis family' is made against a member of a Kiwanis 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).
 - b. The Board shall consider the investigation report and determine whether to hold a hearing on the matter. The President shall notify the accused member of the investigation results and whether the Board intends to pursue the allegation(s). If a hearing is held, 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.
 - c. If either the accused member or the investigator believes that some part of the investigation or determination process was faulty, either party has the right to appeal 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.
 - d. If, at any point during the 'conduct unbecoming' process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities.

- e. 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.
 - f. The club shall retain all official records on the matter (allegation report, investigation report, hearing record, board report, and appeal record if any) as long as required by local law, and shall send a copy to the Executive Director of Kiwanis International, to be retained in a confidential file.
- 7.3. A 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 Bylaws.
- 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

- 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.
- 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.
- 8.3. The club's financial records will be examined annually by either (a) a qualified accounting firm; 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 board. A written report of the annual financial examination shall be submitted to the board.
- 8.4. The board determines the official depository/ies of club funds and designates the person(s) authorized to pay club charges.
- 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.
- 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).
- 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

- 9.1. This club's bylaws and policies will comply with all applicable laws in its local jurisdiction.
- 9.2. For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:
 - First-Kiwanis International bylaws;
 - Second-Kiwanis International policies and procedures;
 - Third-Federation bylaws (if any)
 - Fourth-District bylaws (if any)
 - Fifth-Robert's Rules of Order Newly Revised (latest edition)

ARTICLE 10. BYLAWS and POLICIES

- 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.
- 10.2. These bylaws will only be amended to comply with the Standard Form for Club Bylaws, 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 bylaws and any amendments thereto are not effective unless approved by Kiwanis International.
- 10.3. If any provision of these bylaws is determined to be invalid, all other provisions still remain in effect.
- 10.4. The club membership shall consider and adopt the mandatory club policies required by Kiwanis International, which complete provisions stated in the bylaws. 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.
- 10.5. The club board may adopt other club policies that are not in contravention of the applicable laws, club bylaws, Kiwanis International bylaws, and district and federation bylaws (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. Note: Optional Policy L has special requirements for adoption.

CLUB POLICIES "Kiwanis Club of Adrian" K02396

Mandatory Club Policies

As stated in the club bylaws (Sec. 10.4): "The club membership shall consider and adopt the mandatory club policies required by Kiwanis International, which complete provisions stated in the bylaws. 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."

Policies A-F must be considered, completed, and adopted by the club and submitted to Kiwanis International for approval with the club's bylaws.

A. CLUBS DUES AND FEES

Notes: Use this policy to state the current amount of dues and other fees(if any) for your club, (a) The dues and new member enrollment fee amounts should include the current Kiwanis International dues and fees, district dues and fees (and federation dues and fees, if any), (b) If new members are alumni of Service Leadership Programs, clubs should not charge them for Kiwanis International dues for two years after joining the club. (See Bylaws Section 8.5 regarding how club dues and fees are set.

Members will pay the following financial obligations to the club:

Currency: USD

1. Annual dues is determined by the Kiwanis club Board
2. New member enrollment fee amount: none
3. Other amount(s), if any: none

B. MEMBERS IN GOOD STANDING

A member is not considered in good standing with the club if he/she:

1. Is more than 9 months or USD \$300.00 (amount) in arrears on dues or fees owed by that member.
2. Optional: Other requirement(s)

C. OFFICERS AND DIRECTORS

1. This club has: 1 office of vice-president.
2. This club has: 7 directors
3. A vacancy in the office of president shall be filled by: the president-elect

Note: If your club has more than one vice president, this shall be assumed to be the first vice president.

D. OFFICERS AND DIRECTORS TERMS

Officers and directors terms are as follows:

1. President, president-elect, immediate past president: 1 year
2. Secretary: 1 year

Note: If appointed by the president, the secretary should have the same length of term as the president.

3. Treasurer: 1 year

4. Vice-president: 1 year
5. All directors: 2 years

Note: If either 2- or 3-year terms are chosen, the directors will be elected so that only one-half or one-third of the terms are elected each year.

E. OFFICERS AND DIRECTORS ELECTION PROCESS

The election process for this club is as follows:

1. The club secretary will be: appointed by the president and approved by the board

Note: If the club secretary is not elected, he/she will be appointed within one (1) week after elections are held.

Note: If the secretary and treasurer position are combined, the position should be elected, not appointed.

2. Volunteers will be appointed to prepare the ballot, count the votes, and certify the results.
3. Nominations may be made in advance or from the floor during the annual meeting, with the consent of those nominated.
4. Cumulative voting is not allowed.
Absentee ballots are allowed.
Proxy ballots are not allowed.
5. Ballots are only necessary when there are more nominees for an office than offices to be filled. If any ballot does not reflect a majority vote for one nominee, the nominee receiving the fewest votes will be dropped and a new vote taken for the remaining nominees; the same process will be followed until one nominee receives a majority of the votes. If there are more nominees for directors than offices to be filled, those receiving the highest number of votes will be declared elected without additional voting.
6. Electronic balloting is permitted for club elections. Secure website balloting is recommended to ensure privacy and accuracy. Use the KiwanisOne Club Management System or consult Kiwanis International for guidelines.
7. The club secretary will certify the election results to Kiwanis International (and to the district and federation, if any).
8. Incoming officers and directors are referred to as "-designate" (examples: president-elect-designate, secretary-designate, etc).
9. Additional requirements (if any) used by this club are: none

F. ANNUAL FINANCIAL REVIEW

To perform its annual financial examination as stated in Bylaws section 8.3, this club:

- Has a standing financial review committee composed of two or more qualified** club members, excluding any board members.
- Selection of the members will be determined by vote of the club board.
- Committee members' terms shall be for one year each, October 1 -September 30. It is recommended that no person serve more than three (3) consecutive terms.

Notes: An annual examination of financial records should include, but not be limited to, bank reconciliations, income, disbursements, budgets, balance sheets and income and expense statements for both the administrative and service accounts, budgets, and any other financial records or reports of the club.

If the accounting firm is affiliated with a club member, a conflict of interest form should be completed. Contact Kiwanis International for a sample form.

Qualified club members are those in good standing with the club who have financial or accounting experience.

Optional Club Policies

As stated in the club bylaws (Sec. 10.5): "The club board may adopt other club policies that are not in contravention of the applicable laws, club bylaws, Kiwanis International bylaws, and district and federation bylaws (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."

The policies listed below are for consideration by the club because they may assist in club operations. However, they are not mandatory and may or may not be adopted, at the club's discretion. Optional policies do not require approval by Kiwanis International.

G. OPTIONAL POLICY: CLUB MEETING INFORMATION

- ✓ Check here if the club wishes to have this policy
Check here if the club does not wish to use this policy.

Note: Per Bylaws section 3.2, each club is required to meet no less than once per month. The club board determines the frequency, day, time, and place of regular club meetings. The club may use this policy to list club meeting information. However, this is not a reporting mechanism; if your club's meeting information changes, please report it separately to Kiwanis International.

This club meets: weekly every Wednesday at 12:00 pm

H. OPTIONAL POLICY: ADDITIONAL DUTIES (if any) OF OFFICERS and DIRECTORS

- ✓ Check here if the club wishes to have this policy
Check here if the club does not wish to use this policy.

Officer's and directors' duties, other than those defined in the club bylaws, are as follows:

- The Club Secretary shall be responsible for Club Membership Billing
- The Vice President shall serve as chairperson of the Program Committee

I. OPTIONAL POLICY: STANDING COMMITTEES (if any)

- ✓ Check here if the club wishes to have this policy
Check here if the club does not wish to use this policy.

This club has the following standing committees:

1. Committee Name: Program Committee
Purpose: Provide an informative program each general membership meeting.
Duties: Chaired by the Vice President
2. Committee Name: Community Impact Committee
Purpose :Grow and develop grants giving process within the community Duties: Oversee the grants process and meet regularly throughout the year to review and analyze grants giving process, application and audit process. The Community Impact Committee shall consist of nine members, including the current club president, the president-elect, one additional Club board member to be appointed by the Club president, three members at-larae elected to rotating 3-year terms, and three past-presidents appointed by the president to rotating 3-year terms, (therefore each year the current club president would appoint a past president to the Community Impact Community Impact Committee')

J. OPTIONAL POLICY: OTHER CLUB POSITIONS (if any)

- Check here if the club wishes to have this policy
- ✓ Check here if the club does not wish to use this policy.

K. OPTIONAL POLICY: ELECTRONIC TRANSMISSION

- ✓ Check here if the club wishes to have this policy
Check here if the club does not wish to use this policy.
1. As used in these bylaws, electronic transmission refers to any form of communication that does not directly involve the physical transmission of paper, creates a record that may be retained and retrieved by the recipient and may be directly reproduced in paper form by the recipient though an automated process. As used in these Bylaws, "written" or "writing" will include communications of electronic communication, including but not limited to fax and email.

2. Notices of meetings, waivers of notice of meetings, written consents and votes may be transmitted by electronic transmission. When a notice or communication is transmitted electronically, the notice or communication is deemed to be given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. A Club member, officer or director will be deemed to have consented to the use of e-mail upon providing the Club Secretary with a valid e-mail address.
3. Votes taken by the Officers and Board of Directors may be transmitted electronically. Such votes require an affirmative response by 100% of the Directors and Officers

L. OPTIONAL POLICY: SPECIAL MEMBERSHIP TYPES

- ✓ Check here if the club wishes to have this policy
Check here if the club does not wish to use this policy.

Note: Use this policy to state any special types of membership the club may establish. If the club has no special membership types, disregard this option.

Clubs are urged to use caution and give thorough advance consideration before adopting any special types of membership. Adoption of special types of membership requires a three-fourths (3/4) vote of the club membership present and voting. Be aware that the only membership type recognized by Kiwanis International for dues, voting, or any other purposes is active (regular) membership and that full dues and fees must be paid by the club to Kiwanis International and the district (and federation, if any) for all members reported on the annual club roster, regardless of any discounts the club may grant for some membership types. All dues-paying members have the right of voting on club issues and holding club office or director positions, as provided in Section 2.2 of the club bylaws.

This club has the following special types of memberships with the stated criteria and benefits for each.

1. Special membership type (name): Senior Membership
Special criteria: 15 Years Membership to Kiwanis International
Special benefits: Annual dues are at a discounted rate of \$125 and senior members pay for cost of meal at meeting.

M. OPTIONAL POLICY

- ✓ Check here if the club wishes to have this policy
Check here if the club does not wish to use this policy.

Note: A club policy on an additional topic(s): (1) may not be in contravention of other Kiwanis governing documents or applicable local laws; (2) should assist club operations in a strategic way; (3) should be long-term, lasting multiple years, until or unless changed or rescinded; (4) must be properly adopted as stated in Section 10.5 of the Standard Form for Club Bylaws.

1. POLICY TITLE: Dissolution

Club Policy Description:

In the event of dissolution of the Kiwanis Club of Adrian, the remaining assets, after the satisfaction of all obligations of the organization, shall be distributed to existing, not-for-profit, Adrian, Michigan organizations to be determined by the Club's Board of Directors and for the purposes of supporting educational development for young children, encouraging economic development, or creating and supporting recreation opportunities for the Adrian Community.

ADOPTION AND APPROVAL of Club Bylaws, Mandatory Policies, and Optional Policies

CLUB ADOPTION



Signature, Club Secretary

7-3-25

Date Adopted by the Club: