

**PENNSYLVANIA DISTRICT
KIWANIS INTERNATIONAL**

BY-LAWS



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TABLE OF CONTENTS

Amendments-Articles XVIII & XIX.....14
Approval of Kiwanis International-Articles XIX.....14
Board of Trustees-Article VI.....4-5
Committees
 Credentials & Elections-Article X Section 5.....7
 Special-Article IX Section 1.....6
 Standing Committees-Articles VII & VIII.....5-6
Contracts-Article XX.....14
Conventions, Convention Procedure-Articles X & XI.....6-7
Dues, Finance, Revenue-Articles XV & XVI.....12-13
Organization
 Divisions-Article III.....3
 Membership-Article IV.....3
 -Clubs “not in good standing”
 -Article IV Sections 2 & 3.....3
Name & Territorial Limits-Article I.....3
Objects-Article II.....3
Officers and Lieutenant Governors-Elect
 -Qualifications, Terms, Duties-Article V.....3-4
 -Nominations & Election-Article XII.....8-10
 -Vacancies in Office-Article XIII.....10-11
Public Activities-Article XIV.....11-12
Rules of Order-Article XVII.....14

BY - L A W S
PENNSYLVANIA DISTRICT OF KIWANIS INTERNATIONAL

ARTICLE I
Name and Territorial Limits

SECTION 1. The name of this organization shall be the Pennsylvania District of Kiwanis International.

SECTION 2. The territorial limits of this district shall be confined to the Commonwealth of Pennsylvania. These shall not be changed unless permission shall first have been obtained from the Board of Trustees of Kiwanis International.

**ARTICLE II
Objects**

SECTION 1. The objects of this district shall be:

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.

To increase the fellowship and cooperative effort of the clubs within the district.

To cooperate with Kiwanis International in building new clubs and in educating and strengthening the clubs within the district.

To promote participation of the clubs of the district in the general objectives, programs and policies of this district of Kiwanis International.

**ARTICLE III
Divisions**

SECTION 1. The territory of this district shall be divided into the number of divisions determined by the Board of Trustees to be necessary and reasonable. The divisions shall be grouped into regions as determined by the Board of Trustees to be necessary and reasonable.

SECTION 2. The territorial limits of these divisions shall be such as shall be delineated from time to time by the District Board of Trustees. The territorial limits of the regions shall be determined by the divisions assigned to each region.

**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 to this district shall be considered not in good standing.

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

**ARTICLE V
Officers**

SECTION 1. The officers of the district shall be a Governor, a Governor-elect, the Immediate Past Governor, a Trustee for each region, Lt. Governor for each Division and Executive Director. If in any year the Immediate Past Governor ceases to be an active, privileged or senior member in a club of the district, the active, privileged or senior member who served as District Governor most recently prior to the Immediate Past Governor shall automatically become the Immediate Past Governor. The Executive Director shall, also, serve as Secretary/Treasurer. No offices other than those of Executive Director/Secretary/Treasurer may be combined in one person.

SECTION 2. Each officer shall be an active, privileged or senior member in good standing in a club of the district; and each Trustee shall be a member of a club in the region from which he or she is elected. The Governor and Governor-elect shall have served as a Lieutenant Governor of a division in the Pennsylvania District and shall have been an active member of one or more Kiwanis clubs in the Pennsylvania District for at least six (6) years. Each Trustee shall have been a member of one or more

Kiwanis Clubs for at least five (5) years shall have been a Lt. Governor and shall be active in the affairs of his or her club, division and region.

SECTION 3. The terms of the Governor and Governor-elect 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. Trustees shall serve for terms of three years and shall assume office on the first day of October following their election; no trustee may be elected to serve more than one three year term except for implementation purposes or if serving as a replacement for an unexpired trustee term. The term of the Executive Director shall be determined by the Board of Trustees and shall be set forth in a contract. For implementation purposes and with the first election only, trustees may be elected for terms of less than three years. Trustees serving only one or two years on the Board of Trustees shall be eligible to stand for election for a full three year term.

SECTION 4. The duties of the officers shall be as follows:

(a) The Governor shall be the executive officer of the district and shall preside at all conventions and at all meetings of the Board of Trustees. He or she shall be an ex-officio member of all standing and special committees. Under the direction and supervision of the Board of Trustees of Kiwanis International, the Governor shall have the duty of furthering the objects of Kiwanis International and of promoting the interests of the clubs within the district. It shall be the Governor's duty to attend any convention of Kiwanis International.

(b) The duties of the Governor-elect shall be such as are from time to time assigned by the Board of Trustees and/or Governor. He or she shall be assigned as a back up signature in case of the incapacity of the Secretary/Treasurer.

(c) The Trustee shall assist the Governor in the work of the district. They shall represent the Governor and shall have full responsibility under the direction of the Governor in supervising the district executive work in their respective regions. The Trustee shall also perform such other duties as may be assigned to them by the Governor or the Board of Trustees.

(d) The Secretary/Treasurer shall perform the following duties: (1) Keep a record all receipts and disbursements made in the manner authorized by the Board of Trustees. (2) Sign all checks for approved expenditures. (3) Maintain the books of the District which at all times shall be open to the inspection of the Governor, Board of Trustees and any authorized auditor. (4) Keep all records of the district, the minutes of the convention and the minutes of all meetings of the Board of Trustees. (5) Collect all funds due the district and deposit the same in the district depository and furnish a monthly statement of all receipts and expenditures to the Governor and Governor-elect. (6) Be bonded in such amount as shall be fixed by the Board of Trustees, the premium of which shall be paid by the district. (7) Submit to the proper officials and committees all communications received from Kiwanis International. (8) Cooperate with the Governor in forwarding all official reports required by Kiwanis International. (9) Report to the annual convention and at such other times as the Governor and Board of Trustees shall require. (10) Perform such other duties as may be assigned by the Governor and the Board of Trustees.

SECTION 5. Lieutenant Governor and Lieutenant Governor-elect:

(a) Each division in the district shall have a Lt. Governor and Lieutenant Governor-elect, who shall not be considered a District Officer.

(b) Each Lt. Governor and Lieutenant Governor-elect shall be an active, privileged or senior member in good standing in the division from which he or she is elected; shall have been a member of one or more Kiwanis clubs for at least four years; shall be, or have been a club president; or shall have served as a club secretary for at least two (2) years; and shall be active in the affairs of his or her club and his or her division.

(c) Lt. Governors and Lieutenant Governors-elect shall not be members of the District Board of Trustees, but they shall be entitled to attend all meetings of the district, of the District Board of Trustees, and of the division from which they are elected. Lt. Governor-elects shall be furnished all information from the district office as is furnished to the Lieutenant Governors. Lieutenant Governors-elect shall devote their time to familiarizing themselves with the duties and responsibilities of the office of Lieutenant Governor and the operation of their division and the district.

(d) The Lieutenant Governors shall assist the Governor and the Board of Trustees in the work of the district. They shall represent the Governor and shall have full responsibility under the direction of the Governor and Board of Trustees in supervising the district executive work in their respective divisions. The Lieutenant Governors shall also perform such other duties as may be assigned to them by the Governor or the Board of Trustees.

ARTICLE VI

Board of Trustees

SECTION 1. The Board of Trustees shall consist of the Governor, the Governor-elect, the Immediate Past Governor, Trustees and the Secretary/Treasurer Executive Director. Additionally, the Circle-K District Governor and the Key Club District Governor and a representative of the Pennsylvania Kiwanis Foundation Board shall be non-voting, exofficio members of the Board of Trustees.

SECTION 2. The management and control of the affairs of the district not otherwise provided for in these bylaws shall be vested in the Board of Trustees, subject to the direction of the Board of Trustees of Kiwanis International.

SECTION 3. The Board of Trustees shall hold at least four (4) meetings during each fiscal year, one not later than 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 Board of Trustees. If the first meeting shall be held prior to October 1, any action taken shall become effective on October 1. All meetings shall be held within the district except that the Board of Trustees may meet at the International Convention. Any meeting of the Board of Trustees may be held by teleconference and/or video conference provided that all board members and other persons are able to fully participate in the teleconference and/or video conference.

SECTION 4. A special meeting of the Board of Trustees may be called by the Governor or upon written application of two-thirds (2/3) of the Board of Trustees filed with the District Secretary/Treasurer Executive Director.

SECTION 5. The Secretary/Treasurer Executive Director shall notify each member of the 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. All Lt. Governors shall, also, receive notice of each meeting.

SECTION 6. In the absence of the Governor or Acting Governor (if there is one) from a meeting, the 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 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. Within thirty (30) days after any special or regular meeting of the Board of Trustees, the Secretary/Treasurer Executive Director shall make a report of the proceedings of the meeting, comprising a complete synopsis of all action taken, and shall transmit a copy thereof to the Executive Director of Kiwanis International, each member of the Board of Trustees, and a copy to each chartered club Lt. Governor within the district. Additionally, each chartered club shall receive a complete synopsis of all actions approved or rejected by the Board of Trustees at each meeting and shall be entitled, upon request, to a complete copy of the minutes of each meeting.

ARTICLE VII Standing Committees

SECTION 1. The basic committee structure shall include the following standing committees:

- | | |
|--------------------------|---------------------------------------|
| a) Circle K Clubs | (b) Laws, Regulations and Resolutions |
| c) Key Clubs | (d) Builders Club |
| e) Kiwanis Kids programs | (f) Aktion Club |
| g) Key Leader | (h) Past District Governors |
| i) Audit | (j) District Foundation Nominating |

SECTION 2. (a) Each standing committee except the Committee of Past District Governors and the Committee on Convention shall have at the number of members the Committee chair and/or Governor see fit unless otherwise prescribed in these bylaws.

(b) The Committee of Past District Governors shall be composed of Past District Governors of this district who are still members of Clubs within the district. The Chairman of the Committee of Past District Governors shall be the most recent Past District Governor preceding the Immediate Past District Governor.

(c) The District Audit Committee shall consist of Kiwanians who are not members of the Board of Trustees and do not occupy any position of authority over any of the funds of the District. They must also be qualified in accounting and willing to devote the time necessary to perform the duties of the committee as outlined in Article VIII, Section 10.

(d) The committees shall be responsible to the Governor and the District Board of Trustees and shall make such reports as requested. All committee chairs and members of committees, except the committee of Past District Governors, shall be subject to removal by the Governor.

(e) The District Foundation Nominating Committee shall consist of at least one member from the District Board of Trustees, one member of the Pennsylvania Kiwanis Foundation Board of Directors and at least three (3) additional members.

ARTICLE VIII Duties of Standing Committees

SECTION 1. The duties of all committees shall be determined by direction provided by these bylaws, Kiwanis International, the District Governor and/or the District Board of Trustees.

SECTION 2. The Committee on Circle K Clubs shall assist Kiwanis clubs in establishing Circle K Clubs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Clubs. The committee shall also be responsible for the proper carrying out of the Circle K District organization's administrative functions in accordance with the Kiwanis District Board's approval.

SECTION 3. The Committee on Key Clubs shall assist Kiwanis clubs in establishing Key Clubs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Clubs. The Committee shall also be responsible for the proper carrying out of the Key Club District organization's administrative functions in accordance with the Kiwanis District Board's approval.

SECTION 4. The Committee on Builders Clubs shall assist Kiwanis clubs in establishing Builders Clubs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Clubs. The committee shall also be responsible for the proper carrying out of the Builders District organization's administrative functions in accordance with the Kiwanis District Board's approval.

SECTION 5. The Committee on Kiwanis Kids programs shall assist Kiwanis clubs in establishing Kiwanis Kids programs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Clubs. The Committee shall also be responsible for the proper carrying out of the Kiwanis Kids programs District organization's administrative functions in accordance with the Kiwanis District Board's approval.

SECTION 6. The Committee on Aktion Clubs shall assist Kiwanis clubs in establishing Aktion Clubs and shall promote the concept of continuing an effective sponsorship upon the part of the sponsoring Kiwanis Clubs. The committee shall also be responsible for the proper carrying out of the Aktion District organization's administrative functions in accordance with the Kiwanis District Board's approval.

SECTION 7. The Committee on Key Leader shall plan and promote the Key Leader program in accordance with direction from Kiwanis International and the Kiwanis District Board.

SECTION 8. The Committee on Laws, Regulations & Resolutions shall examine the district bylaws and shall submit any recommendations concerning revisions thereof to the Board of Trustees and shall cooperate with the Board of Trustees in drafting proposed amendments authorized by the Board of Trustees, and shall make a report on all properly proposed amendments to the district bylaws to be acted upon by any convention. The Committee shall also cooperate with the Board of Trustees in interpreting the spirit of the district bylaws and in securing the proper observance of obligations, standards and practices arising there under including the adjustment of any grievances. The committee shall also have the authority to originate resolutions and to modify, combine, and edit all resolutions submitted to it. The committee chair shall serve as District Parliamentarian.

SECTION 9. The Committee of Past District Governors shall consider and report to the District Board of Trustees its conclusion on all matters referred to it. It shall initiate subjects for consideration and report to said board its conclusions. A summary of its proceedings shall be provided to each member of the committee, and to the District Governor and District Executive Director/Secretary/Treasurer. The committee shall meet at the time of the district convention and may hold other meetings at the call of the chairman.

SECTION 10. The District Audit Committee shall complete an audit of the year end Financial Statements prepared by the independent accounting firm appointed by the Board of Trustees and shall prepare a report on the financial statements and a report on the District's internal accounting control based on the study and evaluation made in the audit of the financial statements. Copies of these reports shall be distributed to each member of the Board of Trustees, Lt. Governors, Past Governors and each chartered Kiwanis Club in the district.

SECTION 11. Each standing committee shall at all times cooperate with the appropriate committee of Kiwanis International in promoting to the clubs of the district any program suggested by such international committee.

SECTION 12. The District Foundation Nominating Committee shall select a slate of candidates to serve three (3) year term as directors on the Pennsylvania Kiwanis Foundation Board and to be submitted for election at the annual meeting of the District Foundation.

ARTICLE IX

Special Committees

SECTION 1. Special committees may be appointed by the Governor with approval from the District Board of Trustees and shall perform such duties as may be defined in their creation. All committee members shall be subject to removal by the Governor.

ARTICLE X Convention

SECTION 1. The annual convention of the district shall be held at such place and date, between the fifteenth day of March and the fifteenth day of September, but not within thirty (30) days prior to or following a convention of Kiwanis International, as shall be mutually agreed upon by the Board of Trustees of the district and the Board of Trustees of Kiwanis International. In determining the location of a given annual convention, the Board of Trustees shall be guided and advised by the report of the Committee on Convention. After selecting a convention site, the Board of Trustees shall select a Convention Host Committee.

SECTION 2. Any Kiwanis Club in good standing in the District and with Kiwanis International may submit an invitation to hold a district convention in a city or area of their choice. Commercial convention facilities also may submit proposals for consideration. All such invitations and/or proposals should be submitted in writing to the District Secretary/Treasurer not later than the first day of October three (3) years prior to the year for which the invitation/proposal is extended. The Secretary/Treasurer shall refer all such matters to the Committee on Convention for investigation and appropriate recommendation to the Board of Trustees.

SECTION 3. Special conventions of the district shall be called by the Governor upon request of a majority of the chartered clubs in good standing or upon the written request of three-fourths (3/4) of the members of the Board of Trustees filed with the Secretary/Treasurer.

SECTION 4. The 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 the same. The Board of Trustees shall have full supervision and management of all conventions.

SECTION 5. At each duly called convention or prior thereto the Governor shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least five (5) members. The Committee on Credentials shall have general charge of certification of delegates at the annual convention of the district and shall certify to the convention in session the number of delegates present and registered. The Committee on Elections, all members being delegates or delegates-at-large shall have general charge of the elections including the distributing and counting of ballots.

SECTION 6. Each Chartered club in good standing in the district shall be entitled in any convention to three (3) delegates. Each chartered club at the time of the selection of delegates for the convention may choose one (1) alternate for each delegate. Official delegates of newly organized Kiwanis Clubs shall be granted full privileges at district conventions after the charter has been issued by Kiwanis International whether or not then formally presented to such clubs.

SECTION 7. The delegates and their alternates shall be active, privileged or senior members in good standing of the chartered clubs they represent, or occupy the office of Lieutenant Governor or be a past Lieutenant Governor in the Division of which the club is a member, in which case the Lieutenant Governor or a Past Lieutenant Governor may represent any one club in his division which will not be represented otherwise. All delegates and alternates, including a Lieutenant Governor or a Past Lieutenant Governor representing a club shall be elected by such clubs not less than thirty (30) days prior to the date of the annual convention nor less than fifteen (15) days prior to the date of any special convention, and 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 certify its delegates and alternates as herein set forth, then the Lieutenant Governor or District Secretary/Treasurer shall have the right to certify to the Committee on Credentials who shall have the right to determine the seating of the delegates or alternates for each chartered club.

SECTION 8. The elective officers, the Secretary/Treasurer and Past Governors of the district who are active, privileged or senior members of a Kiwanis club of the district shall be delegates-at-large to all conventions.

SECTION 9. Each accredited delegate or delegate-at-large present shall be entitled to vote on each question submitted in any convention. There shall be no voting by proxy.

SECTION 10. The Board of Trustees may establish a uniform convention Registration fee 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 of Trustees.

SECTION 11. The convention may propose, discuss, and adopt resolutions recommending legislation to Kiwanis International. It shall also consider and act upon matters submitted to it by Kiwanis International.

SECTION 12. In the absence of the Governor or Acting Governor (if there is one) from any convention of the district, the Board of Trustees shall designate the governor-elect, the Immediate Past Governor, or a Trustee to act as chairman.

SECTION 13. 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 14. Within ninety (90) days after the convention, the Secretary/Treasurer shall make a financial accounting of the convention and transmit a copy thereof to the Executive Director of Kiwanis International, a copy to each chartered club within the district, and a copy to each member of the Board of Trustees.

ARTICLE XI Convention Procedure

SECTION 1. The official program of a convention as approved by the 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. All resolutions submitted sixty (60) days prior to the date of the district convention shall be referred to the Committee on Resolutions for its consideration and recommendation to the convention. No resolutions other than those submitted or originated by the Committee on Resolutions shall be considered unless consideration thereof shall be recommended by two-thirds (2/3) vote of the Board of Trustees. Debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions.

SECTION 3. Reports of committees, communications to the convention, resolutions presented by the Committee on Resolutions, and all motions save such as are "undebatable" may be debated upon the floor of the convention, unless by a two-thirds (2/3) vote the convention decides to dispose of them without debate.

ARTICLE XII Nomination and Election of Officers, Trustees, Lt. Governors and Lieutenant Governors-Elect

SECTION 1. The election of officers except the Lieutenant Governors, Trustees and the Executive Director shall be held at the annual convention. The official program of the annual convention shall indicate the time for the election of Officers, and the place, and such time and place shall be subject to change only in accordance with the rules of convention procedure.

SECTION 2.

(a) The Trustee of each region shall no later than September 15th of the year preceding the expiration of the Trustee's term, by twenty-one days (21) days written notice to the Lt. Governor & Lt. Governor-elect of each division in the region and the president of each club of the region, call a conference for the purpose of electing a Trustee. The time and place of this conference shall be designated by the Trustee.

(b) The personnel of the conference shall be the president, president-elect and immediate past president of each club in the region, or their duly elected alternates, the Lieutenant Governors of the divisions, and all Past Governors and all Past Trustees and all Past Lieutenant Governors still active, privileged, or senior members of a club of the region.

(c) The representatives of one-third (1/3) of the clubs of the region shall constitute a quorum at the conference, and each club shall have one vote for each representative present. The Trustee, Lieutenant Governor, Past Governors, Past Trustees and Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote, except, however, in the event of a tie vote, in which case the Trustee shall be entitled to vote.

(d) The Trustee shall be chairman of the conference, or in his/her absence his/her immediate predecessor, and so on. In the absence of a Past Trustee, 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.

(e) Upon completion of organization as above outlined, the conference shall proceed to elect a Trustee. The candidates for Trustee shall be those candidates who have been nominated by their club and division and have filed the appropriate nomination form with the District Office by September 15th of the election year. When more than one name is presented to the conference, a ballot vote shall be taken. The person receiving a majority of the votes cast shall be declared elected. If no one candidate receives a majority, the voting shall be repeated after dropping the candidate receiving the fewest votes each time until one person receives a majority vote. No person shall be submitted to the conference as a candidate for Trustee without the consent of said person first being obtained. Each candidate for Trustee shall give assurance that he/she will fulfill the duties and responsibilities of Trustee.

(f) The regional conference shall, in the consideration of all names presented, be guided by the principles, traditions and precedents of Kiwanis International in its election of officers, and particularly consider the ability, service and Kiwanis experience of a proposed candidate.

(g) The Trustee shall certify the results of the election to the District Executive Director by not later than December 15th immediately following the election.

(h) From the time of their election until such time as they officially assume office (October 1), the Kiwanian elected at this conference shall assume the position of Trustee-elect. The Trustee-elect shall devote their time to familiarizing themselves with the duties and responsibilities of the office of Trustee and the operation of their region and the district.

Note: If approved, these elections, which would be for trustee terms starting in the 2011-12 year, would be first held in the 2010-11 administrative year.

SECTION 3.

(a) The Lieutenant Governor of each division shall no later than the second week in April, by ten (10) days written notice to the president of each club of the division, call a conference for the purpose of electing a Lieutenant Governor and a Lieutenant Governor-elect. The time and place of this conference shall be designated by the Lieutenant Governor.

(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 all Past Lieutenant Governors still active, privileged, or senior members of a club of the division.

(c) The representatives of two-thirds (2/3) of the clubs of the division shall constitute a quorum at the conference, and each club shall have one vote for each representative present. The Lieutenant Governor and Past Governors and Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote, except, however, in the event of a tie vote, in which case the Lieutenant Governor shall be entitled to vote.

(d) The Immediate Past Lieutenant Governor shall be chairman of the conference, or in his/her absence his/her 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.

(e) 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, unless other nominations are made from the floor. When more than one name is presented to the conference, a vote shall be taken. The person receiving a majority of the votes cast shall be declared elected. If no one candidate receives a majority, the voting shall be repeated after dropping the candidate receiving the fewest votes each time 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 assurance that he/she will attend leadership education conferences held for his/her district, division and clubs as outlined by Kiwanis International and that he/she will officially visit the clubs in his/her division.

(f) The division conference shall, in the consideration of all names presented, be guided by the principles, traditions and precedents of Kiwanis International in its election of officers, and particularly consider the ability, service and Kiwanis experience of a proposed candidate.

SECTION 4.

(a) A District Nominating Conference need not be held unless:

(1) the incumbent Governor-elect is unable for any reason to serve as Governor; or,

(2) there are more than two announced candidates for the office of Governor-elect. In lieu of a District Nominating Conference the Board of Trustees shall obtain assurances from each candidate for Governor and Governor-elect that if elected the candidate will fulfill all of the duties of the office. When the convention program calls for the nomination and election of officers,

the District Governor or other presiding officer shall call for nominations for each candidate and shall provide for nominations from the floor. This shall include the placing of the name of the incumbent Governor-elect as candidate for the office of Governor and nominations by their sponsors of the announced candidates for Governor-elect. If the incumbent Governor-elect is unable to furnish the required assurance of ability to serve for any reason, or if there are more than two announced candidates for Governor-elect, a Nominating Conference must be held in accordance with the provisions of Article XII, Section 3 (b) and Section 4.

(b) At times designated and announced by the 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. If the Lieutenant Governor of any division is absent from the convention, the place of meeting and the presiding officer thereof for his/her division shall be designated by the Governor.

SECTION 5.

(a) All delegates in attendance at the convention from clubs within a given division shall be eligible to attend the meeting for that division; and one-third (1/3) of such delegates shall constitute a quorum at such meeting; and a majority of such persons present at such meeting shall decide all choices and questions in such meeting.

(b) The Lieutenant Governors shall preside over their respective division meetings. In the absence of any Lieutenant Governor, the presiding officer for the meeting for that division shall be designated by the Governor.

(c) The meeting shall proceed forthwith, upon nomination from the floor and a vote, to elect three (3) delegates in attendance at the convention from clubs within that division as the representatives of that division to the district nominating conference.

(d) The chair of each division meeting shall then, immediately upon the adjournment of the division meeting, certify the names of the three said representatives to the district nominating conference to the District Secretary/Treasurer.

(e) Upon receiving such certification from such division meeting, the District Secretary/Treasurer shall further certify all such representatives' names to the chair of the district nominating conference, and 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.

(f) The chair of the conference shall be the Immediate Past Governor, or in the absence of the Immediate Past Governor his/her immediate predecessor, and so on, but without vote. In the event of the absence of all Past Governors, the conference shall select one (1) of its members to act with the right to vote. The conference shall further select one (1) of its members to act as secretary, and the chair of the conference shall appoint such tellers as may be considered necessary.

(g) Two-thirds (2/3) of the representatives as certified to the District Secretary/Treasurer shall constitute a quorum at the conference.

(h) 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.

Unless the incumbent Governor-elect has indicated an inability to serve as Governor, the conference shall submit his/her name as its sole candidate for the office of Governor. If the incumbent Governor-elect is unable to serve as Governor for any reason, the conference shall submit to the convention at least one but not more than two candidates for the office of Governor. Also, when there are more than two (2) announced candidates for the office of Governor-elect, the conference shall vote by such means as it shall determine, and the two (2) candidates receiving the highest number of votes shall be submitted to the convention by the nominating conference.

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 from said candidate that he/she will attend the training schools held for his/her district, division and club as outlined by Kiwanis International.

(i) Prior to the convening of the next regular session of the annual 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 nomination 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.

(j) When the nomination of candidates for district officers shall become the order of business of the annual convention, the report of the conference shall be presented by the District Secretary/Treasurer.

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

SECTION 6. The Committee on Elections shall have general charge of the election and of distributing and counting the ballots. Before the election, the District Secretary/Treasurer shall provide the Committee on Elections with a list of the delegates and delegates-at-large, as shown by the report of the Committee on Credentials. The Governor and Governor-elect shall be chosen by ballot by the delegates and delegates-at-large present and voting. There shall be no voting by proxy. A majority of all votes cast shall be necessary to determine the choice of any officer to be elected. In the event that any ballot cast does not show a majority for any particular office, the Governor shall 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 on each ballot the same procedure shall be followed until some nominee shall have received a majority of all votes cast. Cumulative voting shall not be permitted. 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 7. The District Secretary/Treasurer shall be selected annually by the Board of Trustees at a meeting held between April 1st and May 31st. The conditions of employment, including termination thereof, and the compensation, shall be fixed by the Board of Trustees and reduced to writing in the form of a contract.

SECTION 8. In the event that any year the Board of Trustees shall by resolution determine that there exists a condition of widespread emergency so affecting the district as to compel cancellation of the annual district convention, the Board of Trustees shall then have the power to elect district officers for the normal term of office, and to transact all other business that could otherwise be transacted at an annual district convention, at a council meeting held during the period provided for the district convention, such council to be comprised of the Board of Trustees and other persons having the status of delegates-at-large to all district conventions. Such council shall formulate its own procedure.

SECTION 9. The name or names of any member or members of the district, consent in writing to advance to an elective office on the International level of Kiwanis and desiring to secure the sponsorship of the district, shall be presented to the district convention preceding the international convention at which such office is to be considered. Such presentation will be sponsored by the club of such member. A member, to be selected, must receive a majority of the votes of the members of the House of Delegates.

ARTICLE XIII Vacancies in Office

SECTION 1. In the event, during an administrative year of a vacancy in the office of Governor, the Board of Trustees shall elect a Past Governor or one of the Trustees or former Trustees who is an active, privileged or senior member of a Kiwanis club in the district to become Governor for the unexpired term. In the event during an administrative year of a vacancy in the office of Governor elect, the vacancy shall be filled by the Board of Trustees from the Trustees or former Trustees who are active, privileged or senior members of Kiwanis clubs in the district.

SECTION 2. In the event during an administrative year of a vacancy in the office of Trustee or Lieutenant Governor the Board of Trustees shall elect a qualified member of a chartered club of the same region or division to fill the office for the unexpired term.

SECTION 3. Whenever it shall appear to the Governor that the Governor-elect, any Trustee, any Lieutenant Governor, or the District Executive Director is failing to perform the duties of his/her office, the Governor shall give such district officer or Lt. Governor immediate notice of the fact and shall call a meeting of the Board of Trustees to be held not less than three (3) weeks thereafter to consider such facts and any reasons why the office shall not be declared vacant. In the event that the Board of Trustees shall find the alleged facts to be true, said Governor shall have the power to declare such office vacant, and the Board of Trustees shall proceed to elect a new officer or Lt. Governor to fill such vacancy, provided that in the instance of the office of Trustee or Lieutenant Governor the new Trustee or Lieutenant Governor shall be elected from the same region or division of the office so declared vacant.

SECTION 4. In the event during an administrative year of a vacancy in the office of Executive Director the Board of Trustees shall elect a qualified member of a chartered club of the district to fill the office for the unexpired term.

SECTION 5. In the event, after the officer's election and before October 1st, of disability or inability of a district officer or Lt. Governor to assume the office for which he/she was elected, the Board of Trustees-designate for said year shall proceed forthwith to the election of a successor in the manner now provided for filling vacancies in office during the administrative year. The Governor designate shall give reasonable notice of the time and place of such action and in the absence or disability of the Governor designate, the Governor of the district shall act.

SECTION 6. In the event that the Governor shall be temporarily so incapacitated as to be unable to discharge the duties of office, the Board of Trustees may appoint a Past Governor, or one of the Trustees or former Trustees, who is an active, privileged or senior member of a Kiwanis club in this district, to become Acting Governor until the Governor is able to reassume the duties of office. While the Governor is so incapacitated, the Acting Governor shall be the executive officer of the district and shall have all the duties, responsibilities, and the authority given to the Governor by these bylaws and the Constitution and By-laws of Kiwanis International. If, after a period of sixty (60) days, it shall appear to the Board of Trustees that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of office, the Board of Trustees may declare the office of

Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in office as contained in these bylaws.

ARTICLE XIV 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 of the district are affected by the same.

SECTION 2. When Kiwanis clubs outside of the district are affected by any such public questions or such proposed legislation, 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.

ARTICLE XV Revenue

SECTION 1. Each member club shall pay to the district for each of its members, with the exception of honorary members, the sum of \$30.00 per annum as dues. The total amount shall be due annually on October 1, payable not later than sixty (60) days thereafter, and is to be based upon the annual membership report of the respective clubs to Kiwanis International as of September 30. The total amount shall include all district charges other than the registration fee for district convention.

PROVISO: Between October 1, 2010, and October 1, 2012:

- For clubs organized between September 1 and December 31:
 - For the year 2010-11, payment shall be based on the club roster as of September 30, 2010, and shall be due October 1, 2010, and payable no later than November 30, 2010.
- For clubs organized between January 1 and April 30:
 - For the year 2010-11, payment shall be based on the club roster as of Sept. 30, 2010, and shall be due December 1, 2010, and payable no later than January 31, 2011;
 - For the year 2011-12, payment shall be based on the club roster as of September 30, 2011, and shall be due October 1, 2011, and payable no later than November 30, 2011.
- For clubs organized between May 1 and August 31:
 - For the year 2010-11, payment shall be based on the club roster as of Sept. 30, 2010, and shall be due February 1, 2011, and payable no later than March 31, 2011;
 - For the year 2011-12, payment shall be based on the club roster as of Sept. 30, 2011, and shall be due December 1, 2011, and payable no later than January 31, 2012;
 - For the year 2012-13, payment shall be based on the club roster as of September 30, 2012, and shall be due October 1, 2012, and payable no later than November 30, 2012.

SECTION 2. The dues to be paid to the district by any new club admitted to membership during any fiscal year, shall be pro-rated according to the unexpired portion of the fiscal year in which said club was completed.

SECTION 3. No financial obligations other than the annual dues, herein provided, shall be placed upon the clubs by the district. No voluntary contribution for any district activity shall be requested of all clubs by the district except the Pennsylvania Kiwanis Foundation and the Pennsylvania District Kiwanis Outreach Program. All other solicitation shall require a two-thirds (2/3) vote upon a referendum submitted to all clubs of the district, and with the approval of the Board of Trustees of Kiwanis International.

SECTION 4. In accordance with the schedule below, each member club shall pay to the District prorata District dues for each new member for the remainder of the billing period. Member clubs shall not have to pay the District new member interim dues for new members who are former members of a Circle K Club or a Key Club.

October & November:	\$30.00
December & January:	\$25.00
February & March:	\$20.00
April & May:	\$15.00
June & July:	\$10.00
August & September:	\$5.00

SECTION 5. Any Kiwanian holding active privileged or senior membership in a club in good standing in the District, may be granted District Life Member Status with a one time payment on a fee of fifteen (15) times the annual District Dues as prescribed in Article XV. Section 1. Upon granting of a Kiwanian's District Life Member Status, the member's club is thereby relieved of any further dues obligation to the Pennsylvania District of Kiwanis International for that member. The financial obligations to the said member's local club and Kiwanis International (including dues, the Kiwanis Magazine and the Kiwanis International insurance) shall remain payable. Pennsylvania District Life Member Status shall be in force only during the time the member is a member of an affiliated Kiwanis Club in the Pennsylvania District. The quota of District Life Memberships available in any administrative year shall be determined by the Board of Trustees of the Pennsylvania District.

SECTION 6. A Kiwanis club shall be relieved of any obligation to pay District dues for any club member for a period of two (2) years from the date of joining that club, provided such member was a former member of a Kiwanis International sponsored program. The financial obligations to said member's local club, the subscription to the KIWANIS magazine and the premium payable to defray the cost of the Kiwanis International Liability insurance shall remain payable.

SECTION 7. District Dues payments made after December 1st (for the first half installment) and June 1st (for the second half installment) shall be subject to an interest charge of 12% annually for every day that the payment comes in after December 1st or June 1st.

SECTION 8. Each member club shall pay in advance to the District, for its entitled three (3) delegates to the Annual District Convention, a sum equal to three (3) times the individual registration fee as established in this amendment. The registration fee shall be billed together with District dues in equal semi-annual installments of one-half (1/2) thereof, each October 1 and April 1 of each administrative year, and payable not later than sixty (60) days thereafter. The registration fee must be paid by all clubs, regardless of whether or not they have three (3) delegates in attendance at the District Convention. Once paid, a club shall receive credit for the registration fee for three (3) representatives. The individual registration fee shall be \$25.00. For those clubs with more than three (3) representatives, the additional representatives shall, also, pay a registration fee established by the District Board of Trustees but not exceeding \$25.00. The registration fee shall not exceed twenty-five dollars (\$25.00) without amending this Section in the manner prescribed in the District Bylaws. The convention registration fee shall be earmarked for the specific purpose of paying for and defraying the expenses of the Annual District Convention and may not be used for another purpose. Upon application by a club to the District Board of Trustees and for good cause shown, including but not limited to financial hardship or other special circumstances, the Board may, at its discretion, waive payment of all or a portion of the convention registration fee for a club.

ARTICLE XVI
Finance

SECTION 1. The fiscal year of the district shall begin on the first day of October of each year.

SECTION 2. At the first meeting of the Board of Trustees, a budget of estimated income and expenditures for the year shall be approved and adopted by the Board.

SECTION 3. Total disbursements in any year shall not exceed the gross amount of the budget adopted by the Board of Trustees in each year.

SECTION 4. At its first meeting the Board of Trustees shall appoint a District Audit Committee in accordance with Article VII, Sections 1 and 3 of these Bylaws. Also, the Board shall appoint an independent accounting firm to prepare year-end financial statements for the prior fiscal year in conformity with generally accepted accounting principles and to perform such additional services as the District may request in writing. These financial statements and the reports of the District Audit Committee must be submitted within three (3) months after the close of the Districts prior fiscal year.

SECTION 5. The Board of Trustees shall determine the official depository or depositories.

SECTION 6. The Board of Trustees shall designate the official or officials who shall sign checks.

SECTION 7. The necessary traveling expenses of all district officers when engaged in the business of the district shall be paid by the district in accordance with the provisions of the budget.

SECTION 8. The necessary expenses of the Governor, Governor-elect and Secretary/Treasurer incurred in attending any convention of Kiwanis International shall be paid by the district under the provisions of the approved budget.

SECTION 9. Of the dues paid, as provided in Section 1 of Article XV, the sum of sixty (60) cents shall be applied to and deposited towards the expenses of financing the district convention.

SECTION 10. (a) Effective October 1, 2002, up to \$50,000.00 may be withdrawn from the \$170,859.00 principal proceeds from the 1986 sale of the district office building in Camp Hill, Pennsylvania for the purposes of managing the District's cash position and cash flow. The money withdrawn shall not be used to balance any years' budget and shall not be used to operate or conduct any special programs or initiatives. The principal funds withdrawn under this Article shall be repaid to an investment account at an appropriate time determined in the discretion of the District Board of Trustees.

(b)The remaining proceeds, of the original \$170,859.00 from the sale in 1986 of the district office building in Camp Hill, Pennsylvania shall be prudently invested and only the income there from may, if necessary, be used to meet the regularly budgeted expenses of the District. Any proposed temporary or permanent use of any remaining portion of the original principal not withdrawn under sub- section (a) above must be submitted to each chartered club in the District by the District Secretary/Treasurer not less than (30) days prior to the date of the annual convention of the District and must have the approval of two-thirds (2/3) of the qualified delegates present and voting at an annual convention of the District; or, alternatively, must have the written approval of two-thirds (2/3) of the clubs in good standing in the District upon a referendum submitted to all clubs in the District.

SECTION 11. No member of the Board of Trustees shall be held personally liable for monetary damages as a result of any act or omission by such Trustee unless such act or omission constitutes (a) a breach of or failure to perform the duties of Trustee in compliance with the standards of fiduciary care prescribed by the Pennsylvania Directors Liability Act, or (b) self-dealing, willful misconduct or recklessness. However, this provision shall not limit the liability of any Trustee for any act or omission committed in contravention of any criminal statute or with respect to the payment of taxes.

SECTION 12. The District shall produce at least two (2) issues of the District Bulletin (the Keystone Kiwanian) in each administrative year.

ARTICLE XVII

Rules of Order

SECTION 1. "Robert's Rules of Order" Shall be the parliamentary authority for all matters of procedure not specifically covered in these bylaws.

ARTICLE XVIII

Amendments

SECTION 1. Amendments to the bylaws, if in conformity with the Constitution and Bylaws of Kiwanis International, may be adopted by a two-third (2/3) vote of the delegates and delegates-at-large present and voting at any annual 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 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 each chartered club not less than thirty (30) days prior to the date of the convention.

ARTICLE XIX
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 Board of Trustees of Kiwanis International.

ARTICLE XX
CONTRACTS

SECTION 1. No person, except the District Governor or District Secretary/Treasurer, after authorization by the District Board of Trustees, may enter into and sign a contract, pledge or commitment which contains a potential financial obligation to the District or any of its Administrative Divisions individually or collectively.

SECTION 2. No person, except an officer or member of a member club, after authorization by that member club's Board of Directors, may enter into and sign a contract, pledge or commitment which contains a potential financial obligation to that club.

SECTION 3. Any person who enters into and signs a contract, pledge or commitment which contains a potential financial obligation to the District, any of its Administrative Divisions or any of its member clubs contrary to the provisions of Sections 1 and 2 of this Article shall be held personally responsible and liable for such contract, pledge or commitment.

SECTION 4. Only by formal written motion may the District Board of Trustees authorize a contract, pledge or commitment to be entered into and signed on behalf of the District or any of its Administrative Divisions by other than the District Governor or District Secretary/Treasurer.

SECTION 5. Contracts executed for services such as meals, entertainment and so forth provided in direct connection with official visits of the District Governor involving one or more Divisions may be executed without prior approval of the District Board of Trustees.

ARTICLE XXI
Not-For-Profit Organization

SECTION 1. The District shall operate as a not-for-profit organization incorporated within the laws of the Commonwealth of Pennsylvania.

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.