

BYLAWS



KIWANIS CLUB OF COLDWATER, MICHIGAN



ARTICLE I

OFFICIAL NAME

Section 1. This organization shall be known as Kiwanis Club of COLDWATER, MICHIGAN

This name 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 club shall be:

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 good will.

ARTICLE III

MEMBERSHIP AND CLASSIFICATION

Classes of Membership

Section 1. Membership in this club shall be primarily of the active class as herein defined. There may be only three (3) other classes of membership, viz., privileged, senior, and honorary.

Active Membership

Sec. 2. (a) The active membership of this club shall consist of men of good character and community standing residing or having other community interests within the area of this club.

(b) The active membership of this club shall be composed of a cross section of those who are engaged in recognized lines of business, vocation, agriculture, institutional or professional life; or who, having been so engaged, shall have retired. The number of members in any one given classification shall not exceed twenty percent (20%) of the total active membership.

(c) No man shall be eligible to membership in this club who holds membership (other than honorary) in any other Kiwanis club or service club of like character.

(d) An active member shall pay a membership fee and annual membership dues, and shall be entitled to all the privileges of this club.

Privileged Membership

Sec. 3. (a) A privileged member is a member of this club, who has been an active member in good standing of one or more Kiwanis clubs for a number of years, not less than ten (10), and who has met such other conditions as were prescribed in these bylaws, and who was elected a privileged member prior to July 31, 1963.

(b) No member may be elected a privileged member after July 31, 1963.

(c) A privileged member shall pay annual membership dues and shall be entitled to all privileges of this club. He shall be

excused from conformity to the attendance rule for active and senior members.

(d) The Board of Directors shall review annually the list of privileged members and shall have authority, for such reasons as seem adequate, to terminate any member's privileged membership.

Senior Membership

Sec. 4. (a) Any active member of this club who shall have been an active member in good standing of one or more Kiwanis clubs for no fewer than fifteen (15) years, and who is unable to meet attendance requirements because of health, business, or other extenuating circumstances, and who shall have met such other conditions as may be prescribed by these bylaws, may be elected a senior member upon making written application.

(b) A senior member shall meet the standards of attendance and participation as set forth by the Board of Directors, which standards shall include attendance at no fewer than twelve (12) club meetings annually. A senior member shall pay annual membership dues and shall be entitled to all privileges of this club.

(c) Annually, the Board of Directors shall, at its first meeting, review the membership of each senior member and shall have the authority to either renew such senior membership for a period of one year, or for such reasons as seem adequate, to terminate the senior membership and reinstate such member as an active member.

Honorary Membership

Sec. 5. (a) Any man who has performed some distinguished public service and who is not an active, privileged, or senior member of this club, may be elected as an honorary member of this club for the period of one (1) year and thereafter may be re-elected from year to year.

(b) An honorary member shall pay neither membership fee nor annual membership dues, and shall be entitled to all privileges of the club except those of voting and holding office. He shall be a paid subscriber to The Kiwanis Magazine.

ARTICLE IV

ADMISSION TO MEMBERSHIP AND RESIGNATION

Section 1. Prospective active members shall be considered for membership under the following procedure:

(a) A Proposal for Membership shall be submitted to the Secretary or the Committee on Membership Development on which shall appear the endorsement of at least two (2) members in good standing.

(b) The proposals for membership shall be referred to the Board of Directors.*

**[Note—Clubs desiring to give notice to members concerning those proposed for membership (before action of the Board) may add to this section the following: "who shall inform the club members of the names of those proposed for membership which will be acted upon by the Board of*

Directors after a period of two (2) weeks."]

(c) At a meeting of the Board of Directors at which a quorum is present, members shall be elected by a two-thirds (2/3) vote of those present.

(d) Upon favorable action by the Board of Directors the new member shall be personally notified concerning the action of the Board and the membership fee shall then be secured.

Sec. 2. Senior and honorary members shall be elected by a majority vote of the entire Board of Directors (quorum required).

Sec. 3. Any member may resign from this club provided that all his indebtedness to the club has been paid. The resignation shall be submitted in writing to the Board of Directors, and shall become effective when accepted by the Board.

ARTICLE V

DISCIPLINE

Section 1. Any active, privileged or senior member being two (2) months in arrears in the payment of dues and/or financial obligations shall, at the direction of the majority vote of the Board of Directors, (quorum required), stand suspended and shall be so notified in writing by the Secretary. Such member upon payment of arrears and upon making application for reinstatement to the Board of Directors, may by majority vote by the Board of Directors (quorum required) be reinstated within thirty (30) days of the date of aforesaid written notice from the Secretary. In case such member be not so reinstated within thirty (30) days of aforesaid written notice from the Secretary, he shall be dropped from the membership.

Sec. 2. The Board of Directors shall review semi-annually the individual active membership of this club based on the following criteria: Regular attendance at club meetings, which is vital to the successful functioning of the club, and individual membership participation in club activities.

(a) The Board of Directors will then measure the personal involvement and attendance at regular club meetings of each active member. At the discretion of the Board of Directors any active member who, without excuse, shall fail to regularly attend club meetings or actively participate in the activities of this club, shall, at the direction of a majority vote of the Board of Directors (quorum required) stand suspended and shall be so notified in

writing by the club Secretary.

(b) Any senior member who, without excuse, shall fail to meet the standards of attendance and participation set forth by the Board of Directors shall, at the direction of a majority vote of the Board of Directors (quorum required) stand suspended and shall be so notified in writing by the Secretary.

(c) Such member upon making application for reinstatement to the Board of Directors, may by a majority vote of the Board of Directors (quorum required) be reinstated within thirty (30) days. In case such member shall not be reinstated within thirty (30) days, he shall be automatically dropped from the membership.

Sec. 3. Any member charged with conduct unbecoming a Kiwanian and against whom such charges are sustained, after due and proper hearing before the Board of Directors, may be expelled from membership by a two-thirds (2/3) vote of the entire Board of Directors. All complaints shall be referred to a special committee appointed for the purpose of making an investigation, report and recommendation before any action is taken on such charges by the Board of Directors.

Sec. 4. Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club and all right to the use of the Kiwanis name, emblem, or other insignia.

ARTICLE VI

OFFICERS*

Section 1. The officers of this club shall be a President, the Immediate Past President, Vice-President (*indicate whether one or more*), a Treasurer and a Secretary.** If, in any year, the Immediate Past President ceases to be an active, privileged, or senior member of this club, the active, privileged, or senior member who served as President of this club most recently prior to the Immediate Past President shall automatically become Immediate Past President.

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

(Alternative Section)

Section 1. The officers of this club shall be a President, the Immediate Past President, a First Vice-President, a Second Vice-President (*additional numbered Vice-Presidents may be here provided for*), a Treasurer and a Secretary.** If, in any year, the Immediate Past President ceases to be an active, privileged, or senior member of this club, the active, privileged, or senior member who served as President of this club most recently prior to the Immediate Past President shall automatically become Immediate Past President.

***[Note—If desired, there may be a President-elect, an Assistant Treasurer, an Assistant Secretary or any or all of these officers.]*

Sec. 2. Each officer shall be an active, privileged, or senior member in good standing. No offices other than those of Secretary and Treasurer shall be combined in one person and no person shall simultaneously serve as an elected director and an officer.

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

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

(a) The President, when he is President-designate, shall attend the training conference for club Presidents-designate. He shall be the executive officer of his club and shall preside over all meetings of the club and the Board of Directors. He shall be an ex-officio member of all standing and special committees. He shall present the views of the club to the district and perform a like function for the district in relation to the club. He shall promote the growth of Kiwanis in adjacent territory and shall cooperate with any sponsoring committee of his club. He shall act as one of the delegates of the club to the district convention. He shall

perform such other duties as usually pertain to the office of President.

(b) Any Vice-President, in the absence of the President, shall preside at all meetings of this club and of the Board of Directors. The Vice-President shall also perform such other duties as usually pertain to that office, or as may be assigned him by the President or the Board of Directors.

(Alternative Section)

(b) The First Vice-President, in the absence of the President, shall preside at all meetings of this club and of the Board of Directors. In the absence of the President and the First Vice-President, the Second Vice-President shall preside at meetings of this club and of the Board of Directors. (If there are additional numbered Vice-Presidents, additional sentences like the immediately preceding one should be here included pertaining to their power to preside.) The Vice-Presidents shall also perform such other duties as usually pertain to that office or as may be assigned them by the President or the Board of Directors.

(c) The Treasurer shall receive from the Secretary all funds paid to this club and shall deposit the same in the official depositories and shall disburse same on order of the Board of Directors. He shall countersign all checks. His accounts and books shall at all times be open to the inspection of the President, the Board of Directors, and any authorized auditors. He shall make a report at the annual meeting of the club and at such other times as the President or Board of Directors may require.*

(d) The Secretary, when he is Secretary-designate, shall attend the training conference for club Secretaries-designate. He shall keep the records of membership, attendance, and membership fees and dues, and minutes of the meetings of this club, Board of Directors, and committees. He shall present all bills to the Board of Directors for approval and shall sign all checks for their payment. He shall collect all funds due this club and shall promptly turn the same over to the Treasurer, taking the Treasurer's receipt therefore. He shall submit a report to the annual meeting of the club and at such other times as the President or the Board of Directors may require. He shall submit to the proper officials and committees or to the club, all communications received from Kiwanis International and the district. He shall submit all official reports required by the International and district organizations.†

(e) The Immediate Past President, and the President-elect (if any), and the Assistant Secretary (if any), and the Assistant Treasurer (if any) shall perform such duties as may be assigned to each of them from time to time by the Board of Directors.

*[Note—A provision may be added providing bond for the Treasurer as follows: "The Treasurer shall give bond in such form and amount as may be required by the Board of Directors."]

†[Note—A provision may be added providing bond for the Secretary as follows: "The Secretary shall give bond in such form and amount as may be required by the Board of Directors."]

ARTICLE VII BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers and of 4* elected directors.

*[Note—Not less than five (5).]

Sec. 2. Each director shall be an active, privileged, or senior member in good standing.

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

‡[Note—This provision may be modified in case a club prefers to divide the Board of Directors into two and not more than three classes in which plan the directors would

serve for a term of not less than one (1) year nor more than three (3) years and a certain number, as nearly equal as may be, would be elected each year.]

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

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

Sec. 6. A quorum of the Board of Directors shall be a majority.

ARTICLE VIII COMMITTEES

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

- a. Club Meeting
- b. Membership Growth and Education
- c. Youth Services
- d. Citizenship Services
- e. Support of Spiritual Aims
- f. Sponsored Youth (Circle K Clubs and/or Key Clubs)
- g. Major Emphasis Programs*

*[Note—The President shall have the right to assign the current Major Emphasis Program(s) to the Youth and/or Citizenship Services Committees rather than appoint this committee.]

Sec. 2. Where and when the opportunity exists to extend Kiwanis through the sponsorship of a new Kiwanis club, the president shall appoint a Committee on New Club Building. This

committee shall have the responsibilities as outlined in the procedures for new club building established by Kiwanis International.

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

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

Sec. 5. Special committees may be appointed by the President and they shall perform such duties as may be defined in their creation.

[Note—If because of size of membership and/or special needs and interests, a club desires to incorporate other standing committees in its bylaws, such additional standing committees may be named and duties defined by attaching to these bylaws an addendum to Articles VIII and IX.]

ARTICLE IX DUTIES OF STANDING COMMITTEES

Section 1. The Committee on Club Meeting shall provide for the most effective club meeting possible for each week of the administrative year. Areas of responsibility involved include the club meeting program, music, house, reception, fellowship and inter-club relations, as well as other areas which the committee may deem pertinent.

Sec. 2. The Committee on Membership Growth and Education shall devise ways and means of maintaining an adequate membership of such standards as are provided in these bylaws. The committee shall consider all proposals for membership, and shall submit its recommendations to the Board of Directors. The committee shall also devise effective plans for the orientation and

induction of new members and the utilization of all members. The committee shall also promote the concept of regular attendance at club meetings.

Sec. 3. The Committee on Youth Services shall study, devise and suggest methods and means to assist boys and girls to adjust themselves to their environment and become adapted to the social, economic, and moral demands which they may encounter, and shall develop ways and means of assisting in the guidance of youth in the selection of proper and suitable vocations, as well as other areas which the committee may deem pertinent.

Sec. 4. The Committee on Citizenship Services shall study, devise and suggest methods and means whereby this club can render effective community services. Areas of concern shall include agriculture, conservation, environment, pollution, public

and business affairs, international relations, safety, as well as other areas which the committee may deem pertinent.

Sec. 5. The Committee on Support of Spiritual Aims shall co-operate on broad and non-denominational lines with religious leaders and groups in their communities to create a greater individual and public consciousness of the importance of religious and spiritual values.

Sec. 6. The Committee on Sponsored Youth shall devise ways and means to establish Key Clubs in high schools and/or Circle K Clubs in the universities and colleges, within the territorial limits of this club, and shall encourage and promote the activities of all Key Clubs and/or Circle K Clubs sponsored by this club.

Sec. 7. The Committee on Major Emphasis Programs shall study, devise and suggest methods and means to implement the current Major Emphasis Program(s) of Kiwanis International.

ARTICLE X MEETINGS

Section 1. This club shall hold a weekly meeting on such day and at such time and place as shall be determined by the Board of Directors. It may hold such other meetings as the Board of Directors or membership may desire. The regular weekly meetings shall not be more than one (1) hour and thirty (30) minutes in duration, except on special occasions as approved by the Board of Directors.

Sec. 2. The annual meeting of this club shall be the last * regular weekly meeting

in ... APRIL (see note)*

The membership of this club shall be given at least two (2) weeks' notice of the date and place of the annual meeting. One-third (1/3) of the active, privileged, and senior members of the club shall constitute a quorum.

**[Note—as required by the Bylaws of Kiwanis International, the annual meeting of a club shall not be held earlier than the first meeting in April and not later than the second meeting in May.]*

ARTICLE XI NOMINATION AND ELECTION OF OFFICERS

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

**[Note—This provision may be modified to require the election of the Secretary also by the club at the annual meeting in which case Sections 7, 8, and 9 will have to be changed to conform with such modifications in Section 1.]*

Sec. 2. Voting shall be by ballot and shall not be cumulative. Only active, privileged, and senior members present and in good standing may vote. There shall be no voting by proxy.

Sec. 3. At a regular meeting of the club at least five (5) weeks prior to the date of the annual meeting, the President shall appoint a committee, to be known as the Nominating Committee. This committee shall consist of five (5) members, and if possible, a majority shall be Past Presidents of the club. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations, with consent of those nominated, and to prepare a ballot for the election of such officers and directors.

Sec. 4. At least two (2) weeks before the annual meeting, the Nominating Committee shall submit* a list of nominees not exceeding two (2) in number for each office to be filled and a list of nominees not exceeding the number of directors to be elected plus three (3). At least one (1) week before the annual meeting, nominations from the floor of a regular meeting of the club may be made for any office or that of a director and when so made together with the list submitted by the Nominating Committee shall then be the list of nominees submitted to the club for an election of officers and directors.

**[If Article VI, Section 1, provides for the office of President-elect, insert at this point the words "the President-elect as its sole nominee for the office of President and shall submit."]*

[Note—Those clubs preferring a plan of general primary nomination should delete the last sentence of Section 3 and substitute for Section 4 the following: "The committee shall cause to be prepared a primary ballot listing all offices (add the words "except the President" if Article VI, Section 1, provides for a President-elect) to be filled at the annual meeting. Said ballot shall be delivered to the Secretary, who, at least four (4) weeks prior to the date of the annual meeting, shall mail a copy of the same to each eligible member of this club. Each member shall indicate on the ballot his choice for the nominee for each office (add the words "except that of President" if Article VI, Section 1, provides for a President-elect), and shall deliver the ballot to the chairman of the committee three (3) weeks prior to the date of the annual meeting. The committee shall count the ballots and two (2) members receiving the highest num-

ber of votes for each of the offices of President (add the word "elect" if a President-elect is provided for in Article VI, Section 1), Vice-President and Treasurer shall be the nominees for these offices respectively, and the members [number to be elected plus three (3)] receiving the highest number of votes for the office of director shall be the nominees for that office. (If Article VI, Section 1, provides for the office of President-elect, add "The President-elect shall be the sole nominee of the committee for the office of President.")]

Sec. 5. On the day of the annual meeting the President shall appoint a committee to be known as the Committee on Elections consisting of not more than seven (7) members. The duties of this committee shall be to distribute, collect, and count the ballots and report the results to the President who shall announce the same to the club. 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 does not show a majority for any nominee for any particular office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

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

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

Sec. 8. In the case of a vacancy in the office of President*, the Vice-President shall succeed to the office. In the case of a vacancy in the office of (President-elect if this office is provided for in Article VI, Section 1) Vice-President, Treasurer, or Director, the vacancy shall be filled by the club at a regular meeting, upon one (1) week's notice of nomination or nominations by the Board of Directors. In the case of a vacancy in the office of the Secretary, the vacancy shall be filled by the Board of Directors.

**[Note—If two or more Vice-Presidents are provided in Article VI, Section 1, change the last part of this sentence to: "one of the Vice-Presidents shall be elected by the club to fill the vacancy at the next regular meeting." If more than one numbered Vice-President is provided in Article VI, Section 1, change this sentence to read: "In the case of*

a vacancy in the office of the President, the First Vice-President shall succeed to the office. In the case of a vacancy in the office of the First Vice-President, the Second Vice-President shall succeed to the office. In the case of a vacancy in the office of the (President-elect, if this office is provided for in Article VI, Section 1) Second Vice-President, Treasurer, or Director, the vacancy shall be filled by the club at a regular meeting upon one (1) week's notice of nomination or nominations by the Board of Directors."]

Sec. 9. In the event, after his election and prior to October

first, of disability or inability of an officer-designate, except the Secretary, or of a director-designate to serve for the term for which he was elected, the vacancy shall be filled by the club at a regular meeting, upon one (1) week's notice of nomination or nominations by the Board of Directors-designate. In case of a vacancy in the office of Secretary for the following year, the vacancy shall be filled by the Board of Directors-designate.

Sec. 10. Nothing contained in this article shall be construed as limiting the right to make further nominations from the floor of the meeting.

ARTICLE XII

INTERNATIONAL AND DISTRICT OBLIGATIONS

Section 1. In full recognition of the values of International and district fellowship and cooperation available to this club and its members through its privileges and rights of participation in the government and activities of Kiwanis International and the district with which it is affiliated, it is hereby declared a major policy of this club to exercise fully those privileges and rights and to discharge promptly and fully all obligations imposed upon it by the Constitution and Bylaws of Kiwanis International and by the district bylaws.

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

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

Sec. 4. Delegates and alternates to all conventions of Kiwanis International and of the district at which this club is obligated to be represented shall be elected by this club at dates sufficiently in advance of such meetings to comply with the Bylaws of Kiwanis International and the district bylaws. Provision for the expense of such representation shall be made by the Board of Directors in making the financial budget of this club. The Board of Directors shall also provide for the proper representation at any other International and district meeting of Kiwanis in which this club has the privilege of participation.

ARTICLE XIII

OFFICIAL PUBLICATION

Section 1. In conformity with Article XIII of the Constitution of Kiwanis International, the club hereby makes it a condition of membership that each of the active, privileged, senior, and honorary members shall become a bona fide paid subscriber to the official publication of Kiwanis International and shall continue as such as long as he remains a member. Such subscription shall be collected by this club from each member as a part of his

regular dues and the same shall be forwarded to the Secretary of Kiwanis International.

Sec. 2. This club shall act as the agent of its member subscribers to the official publication, and shall enter such subscriptions in its books in a special subscription account, and shall forward the subscription price of the official publication to the Secretary of Kiwanis International.

ARTICLE XIV

PUBLIC ACTIVITIES

Section 1. The club shall seek by fair discussions at its meeting and in other ways, to keep its members informed on all questions of public importance and any proposed legislation affecting the community, state,* or nation in which this club is located.

*[Note—A club in Canada will change "state" to "province".]

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

Sec. 3. When any other Kiwanis club is affected by any such public questions or such proposed legislation, this club may refer this with favorable or unfavorable recommendation to the Kiwanis

district, if only a club or clubs within the district are affected, and to Kiwanis International, if a club or clubs outside the district are affected. After action in such matter by the district and Kiwanis International respectively, this club may give expression to its attitude, provided that such action is consistent with that of the district or Kiwanis International.

Sec. 4. No action on any public question or proposed legislation shall be taken by this club until the same shall first have been submitted to the Committee on Citizenship Services, and the recommendations of that committee have been received and considered by the Board of Directors.

Sec. 5. This club shall not be used in any way for political purposes nor shall it, as a club, actively participate in the political candidacy of any person.

ARTICLE XV

REVENUE

Section 1. The membership fee shall be \$.12.00..., payable upon election to membership.

Sec. 2. The annual dues shall be \$.70.00..., payable**
35.00... 6 Mo. or 70.00 annually

*[Note—The amount should not be less than \$36.00.]

**[Note—Weekly, monthly, quarterly or otherwise.]

Sec. 3. Revenue from sources other than those defined in this article may be raised as determined by the Board of Directors

and approved by a two-thirds (2/3) vote of the active, privileged, and senior members present at any regular meeting of this club, provided written notice shall have been given the members at least two (2) weeks prior to the meeting.

Sec. 4. Monies received from fund raising projects in which the public participates or from members or others for the activities sponsored by this club shall be segregated from the administrative funds of this club and shall be used only for the charitable, educational, religious, and eleemosynary activities of the club.

ARTICLE XVI

FINANCE

Section 1. Not later than the fifteenth day of October a budget of estimated income and expenditures for the year* shall be adopted by the Board of Directors.

*[Note—A provision for a semi-annual budget is permissible.]

Sec. 2. This club's books of account shall be audited at least

once each year. The auditors shall be named by the Board of Directors.

Sec. 3. The Board of Directors shall determine the official depository or depositories.

Sec. 4. In case of the inability of persons designated to sign checks to perform their functions, the Board of Directors shall designate those who shall act as substitutes.

**ARTICLE XVII
RULES OF ORDER**

Section 1. "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically cov-

ered by these bylaws.

**ARTICLE XVIII
AMENDMENTS**

Section 1. Any amendment of these bylaws, if in conformity with the Constitution and Bylaws of Kiwanis International, may be adopted by two-thirds ($\frac{2}{3}$) vote of the active, privileged, and senior members present at any meeting of this club, provided

written notice of the proposed amendment shall have been given the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy.

ARTICLE XIX

APPROVAL OF KIWANIS INTERNATIONAL

Section 1. These bylaws and all amendments or additions shall not be effective unless approved by Kiwanis International.

Adopted... Jan. 26 th. 1981

Kiwanis Club of Coldwater, Mich.

By... Jack Lintner

President

W. H. Lucas

Secretary

Approved... JAN 30 1981

KIWANIS INTERNATIONAL

By... Jack H. McLeavel