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A For the 2008 calendar year, or tax year beginning 10-01-2008 , and ending 09-30-2009				
B Check if applicable	Please use IRS label or print or type. See Specific Instructions.	C Name of organization KIWANIS INTERNATIONAL - OHIO DISTRICT		D Employer identification number 34-4478933
Address change		Number and street (or P O box, if mail is not delivered to street address) Room/suite 6161 BUSCH BLVD No 220		E Telephone number (614) 848-5000
Name change				
Initial return		City or town, state or country, and ZIP + 4 COLUMBUS, OH 432292554		F Group Exemption Number 0026
Termination				
Amended return				
Application pending				

☒ **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**
 G Accounting method ☐ Cash ☒ Accrual
 Other (specify) ▶

I Website:  WWW.OHIOKIWANIS.ORG		H Check  ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)
J Organization type (check only one)— ☒ 501(c)(4)  (insert no.)  4947(a)(1) or  527		

K Check ☐ if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 411,960

Part I	Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I)
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Revenue	1	Contributions, gifts, grants, and similar amounts received	1	216,639
	2	Program service revenue including government fees and contracts	2	182,043
	3	Membership dues and assessments	3	
	4	Investment income	4	8,068
	5a	Gross amount from sale of assets other than inventory	5a	30
	b	Less cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	30
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here 		
	a	Gross revenue (not including \$ ____ 0 ____ of contributions reported on line 1)	6a	175
	b	Less direct expenses other than fundraising expenses	6b	354
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	-179
	7a	Gross sales of inventory, less returns and allowances	7a	
	b	Less cost of goods sold	7b	
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
	8	Other revenue (describe  _____)	8	5,005
	9	Total revenue (add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8)	9	411,606
	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	94,300
	13	Professional fees and other payments to independent contractors	13	6,546
Expenses	14	Occupancy, rent, utilities, and maintenance	14	12,630
	15	Printing, publications, postage, and shipping	15	2,580
	16	Other expenses (describe  _____)	16	321,594
	17	Total expenses (add lines 10 through 16)	17	437,650
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-26,044
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	236,051
	20	Other changes in net assets or fund balances (attach explanation) 	20	-1,420
	21	Net assets or fund balances at end of year (combine lines 18 through 20)	21	208,587

(See the instructions for Part II)		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	146,118	22 127,468
23	Land and buildings		23
24	Other assets (describe )	154,604	24 132,888
25	Total assets	300,722	25 260,356
26	Total liabilities (describe )	64,671	26 51,769
27	Net assets or fund balances (line 27 of column (B) must agree with line 21) .	236,051	27 208,587

Part III Statement of Program Service Accomplishments (See the instructions for Part III)		Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, optional for others)	
What is the organization's primary exempt purpose? <u>TO PROVIDE ADMINISTRATIVE SUPPORT FOR THE OHIO DISTRICT KIWANIS GROUPS</u>			
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title			
28 WE ARE A MEMBER SERVICE ORGANIZATION WHOSE MEMBERS PROVIDE COMMUNITY SERVICE IN THEIR LOCAL AREAS. WE ALSO PROVIDE ADMINISTRATIVE SUPPORT FOR 260 OHIO DISTRICT KIWANIS CLUBS WHICH HAVE 9,200 MEMBERS, 226 KEY CLUBS WITH 12,153 MEMBERS, AND 21 CIRCLE K CLUBS WITH 505 MEMBERS. SUPPORT IS IN THE FORM OF COLLECTING DUES, PUBLISHING NEWSLETTERS, SETTING UP AND MANAGING MEETING AND CONVENTIONS. NEWSLETTERS WERE SENT TO OVER 10,000 MEMBERS. (Grants \$ 0) If this amount includes foreign grants, check here . . . ☐		28a	437,650
29 (Grants \$) If this amount includes foreign grants, check here . . . ☐		29a	
30 (Grants \$) If this amount includes foreign grants, check here . . . ☐		30a	
31 Other program services (attach schedule) (Grants \$) If this amount includes foreign grants, check here . . . ☐		31a	
32 Total program service expenses (add lines 28a through 31a)		32	437,650

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV)				
(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
See Additional Data Table				

Additional Data

Software ID:

Software Version:

EIN: 34-4478933

Name: KIWANIS INTERNATIONAL - OHIO DISTRICT

Form 990EZ, Part IV - List of Officers, Directors, Trustees, and Key Employees

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
BDAVID WHITEMAN PO BOX 14339 COLUMBUS,OH 43214	DISTRICT SECRETARY 40 00	51,125	3,148	0
David G Schlaudecker 316 Adams Street Toledo,OH 43604	Director 2 00	0	0	0
Craig M Wallace 455 Fox Run Road Findlay,OH 45840	Director 2 00	0	0	0
Karen K Cisco 6921 St Rte 703 E Celina,OH 45822	Director 2 00	0	0	0
William B McCormick 301 N Center St Belle Center,OH 43310	Director 2 00	0	0	0
William C Pees 141 Crossridge Dr Kettering,OH 45429	Director 2 00	0	0	0
Michael A Rudolph 200 Morgan Circle Oxford,OH 45056	Director 2 00	0	0	0
Amy Zimmerman 7294 Berwood Dr Cincinnati,OH 45243	Director 2 00	0	0	0
Theresa K Backscheider 7878 Hunt Club Dr Mason,OH 45040	Director 2 00	0	0	0
David R Jennings 3921 Pocahontas Ave Cincinnati,OH 45227	Director 2 00	0	0	0
Kathy J Kelch 16800 Purdum Rd Logan,OH 43138	Director 2 00	0	0	0
Leonard J Hubert 3808 Columbus Rd Granville,OH 43023	Director 2 00	0	0	0
Rita F Corbin 537 Bonnington Way Gahanna,OH 43230	Director 2 00	0	0	0
James W Howard 3280 Megan Dr ColumBUS,OH 43221	Director 2 00	0	0	0
Al Allender 257 Green Valley Dr Howard,OH 43028	Director 2 00	0	0	0
Robert E Columber 278 Barks Rd W Marion,OH 43302	Director 2 00	0	0	0
James Ludban PO Box 42 Willard,OH 44890	Director 2 00	0	0	0
Mark R Stewart 226 Middle Ave Elyria,OH 44035	Director 2 00	0	0	0
Carol C Tuck 1338 Allen Ct Rocky River,OH 44116	Director 2 00	0	0	0
Daniel Corrigan 4889 Highland Place Ct Richmond Heights,OH 44143	Director 2 00	0	0	0
Stephen M Catalano 4742 Wilshire Dr Copley,OH 44321	Director 2 00	0	0	0
Stanley D Wallace 3776 Greenrock Dr Uniontown,OH 44685	Director 2 00	0	0	0
Joseph R Lemon 3525 Wise Lane McConnellsville,OH 43756	Director 2 00	0	0	0
Gerald G Jensen 3141 Highland Dr Silver Lake,OH 44224	Director 2 00	0	0	0
Larry R Coleman 136 Montgomery Lane Mingo Junction,OH 43938	Director 2 00	0	0	0
Janice Marx 14415 Auburn Rd Newbury,OH 44065	Director 2 00	0	0	0
Gregory G Leach 3766 Everett Rd Richfield,OH 44286	Director 2 00	0	0	0
James P Rose 707 Jerry Dr Hubbard,OH 44425	Director 2 00	0	0	0
Kip Crain 2788 Vinton Woods Dr Wooster,OH 44691	Governor 2 00	0	0	0
Donald Parker 2477 Farley Dr Hilliard,OH 43026	Governor Elect 2 00	0	0	0
Leroy Martin 4290 Ridgewood Rd Copley,OH 44321	I P Governor 10 00	0	0	0
Gerald E Duerk 3743 Quadrant Dr North Bend,OH 45052	Treasurer 2 00	0	0	0

Part V

Other Information (Note the statement requirements in the instructions for Part VI.)

Yes

No

33

Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity

33

No

34

Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes 

34

Yes

35

*If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but **not** reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T*

a

Did the organization have unrelated business gross income of \$1,000 or more or 6033(e) notice, reporting, and proxy tax requirements?

35a

No

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

35b

36

Was there a liquidation, dissolution, termination, or substantial contraction during the year? *If "Yes," complete applicable parts of Schedule N*

36

No

37a

Enter amount of political expenditures, direct or indirect, as described in the instructions 

37a

0

b

Did the organization file **Form 1120-POL** for this year?

37b

38a

Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee **or** were any such loans made in a prior year and still unpaid at the start of the period covered by this return?

38a

No

b

If "Yes," complete Schedule L, Part II and enter the total amount involved

38b

39

501(c)(7) organizations. Enter

a

Initiation fees and capital contributions included on line 9

39a

b

Gross receipts, included on line 9, for public use of club facilities

39b

40a

Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911 , section 4912 , section 4955 

b

Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? *If "Yes," complete Schedule L, Part I.*

40b

No

c

Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958  0

d

Enter amount of tax on line 40c reimbursed by the organization  0

e

All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?

40e

No

41

List the states with which a copy of this return is filed  _____

42a

The books are in care of  B DAVID WHITEMAN Telephone no  (614) 848-5000
6161 BUSCH BLVD SUITE 220
Located at  COLUMBUS, OH ZIP + 4  43229

b

At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
If "Yes," enter the name of the foreign country  _____
See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**

42b

Yes

No

c

At any time during the calendar year, did the organization maintain an office outside of the U S ?
If "Yes," enter the name of the foreign country  _____

42c

No

43

Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041**—Check here  
and enter the amount of tax-exempt interest received or accrued during the tax year 

43

44

Did the organization maintain any donor advised funds? *If "Yes", Form 990 must be completed instead of Form 990-EZ.*

44

No

45

Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? *If "Yes", Form 990 must be completed instead of Form 990-EZ.*

45

No

complete the tables for lines 50 and 51.

		Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	
48	Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "yes," complete Schedule E	48	
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a	
b	If "Yes," was the related organization(s) a section 527 organization?	49b	
50	Complete this table for the five highest compensated employees (other than officers, directors, trustees, and key employees) who received more than \$100,000 of compensation from the organization. If there are none, enter "None."		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Total number of other employees paid over \$100,000 				

51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there are none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
Total number of other independent contractors receiving over \$100,000		

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge				
	*****		2010-01-25		
	Signature of officer		Date		
	B David Whitman District Secretary Type or print name and title				
Paid Preparer's Use Only	Preparer's signature Daniel P Lacey		Date 2010-01-25	Check if self-employed ☐	Preparer's PTIN (See Gen Inst X)
	Firm's name (or yours if self-employed), address, and ZIP + 4 CLARK SCHAEFER HACKETT & CO 150 E CAMPUS VIEW BLVD SUITE 100 COLUMBUS, OH 43235		EIN 12-3456789		
			Phone no (614) 885-2208		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

TY 2008 Other Assets Schedule**Name:** KIWANIS INTERNATIONAL - OHIO DISTRICT**EIN:** 34-4478933

Description	Beginning of Year Amount	End of Year Amount
accounts receivable	26,725	7,453
prepaid expenses	4,917	0
deposits	960	960
investments - other securities	115,856	120,380
Other Depreciable Assets	6,146	4,095

TY 2008 Other Changes in Net Assets Schedule

Name: KIWANIS INTERNATIONAL - OHIO DISTRICT

EIN: 34-4478933

Description	Amount
Unrealized loss on investments	-1,420

TY 2008 Other Expenses Schedule**Name:** KIWANIS INTERNATIONAL - OHIO DISTRICT**EIN:** 34-4478933

Description	Amount
payroll taxes	6,290
office expense	4,934
travel	4,812
conferences, conventions, meetings	243,157
depreciation	2,663
insurance	1,985
other admin	24,821
maintenance of equipment	14,888
training	8,486
telephone	3,119
sponsored youth support	188
bank fees	1,410
gifts, banners, pins	1,863
miscellaneous	1,231
moving expense	1,747

TY 2008 Other Liabilities Schedule**Name:** KIWANIS INTERNATIONAL - OHIO DISTRICT**EIN:** 34-4478933

Description	Beginning of Year Amount	End of Year Amount
accounts payable	59,694	46,336
deferred income	4,977	5,433

TY 2008 Other Revenues Schedule

Name: KIWANIS INTERNATIONAL - OHIO DISTRICT

EIN: 34-4478933

Description	Amount
miscellaneous	5,005

**TY 2008 Transfers Personal Benefits
Contracts Declaration**

Name: KIWANIS INTERNATIONAL - OHIO DISTRICT

EIN: 34-4478933

Declaration: The organization did not, during the year, receive any funds, directly,or indirectly, to pay premiums on a personal benefit contract.The organization, did not, during the year, pay any premiums, directly,or indirectly, on a personal benefit contract.

OHIO DISTRICT OF KIWANIS INTERNATIONAL

BYLAWS

Ohio District of Kiwanis International
6161 Busch Blvd, Suite 220
Columbus, OH 43229-2554

This version of the Bylaws of the Ohio District represents the most current in print. The Delegates to the district convention approved it on August 15, 2009. All previous versions are obsolete and should be filed or discarded.

Published August 15, 2009

Bylaws of the Ohio District of Kiwanis International

ARTICLE I. NAME AND TERRITORIAL LIMITS

Section 1. The name of this organization shall be the Ohio District of Kiwanis International.

Section 2. The territorial limits of this district shall be confined to the state of Ohio. Neither the district name nor territorial limits shall be changed unless permission shall first have been obtained from the International Board of Trustees.

ARTICLE II. OBJECTS

Section 1. The objects of this district shall be:

- a. 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.
- b. To increase the fellowship and cooperative effort of the clubs within the district.
- c. To cooperate with Kiwanis International in building new clubs and membership in existing clubs, educating club members, and strengthening club services within the district.
- d. To promote participation of clubs in the general objectives, programs, and policies of the district and Kiwanis International.

ARTICLE III. DIVISIONS

Section 1. The territory of this district shall be divided into divisions.

Section 2. The territorial limits of these divisions shall be delineated from time to time by the District Board of Trustees.

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 not be considered "in good standing."

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

"in good standing."

Section 4. To retain the privileges of district membership, a club must be "in good standing," as defined from time to time by the Kiwanis International Board of Trustees.

Section 5. Any member Club that fails to submit one half (1/2) or more of the required Official Monthly Club Reports, as described in the District Policy Manual, for two (2) successive years or fails to submit the required Annual Club Achievement Report for two (2) successive years and that does not furnish a satisfactory reason for such failure to the District Board of Trustees within thirty (30) days after an official request therefore, shall be considered not "in good standing."

ARTICLE V. OFFICERS

Section 1. District Officers.

- a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and a Lieutenant Governor for each division.*

*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."

- b. No offices may be combined in one person.

- c. If in any year the Immediate Past Governor ceases to be an active, senior, or privileged member in a club of the district, the active, senior, or privileged member who served as Governor most recently prior to the Immediate Past Governor shall automatically become the Immediate Past Governor.

Section 2. The terms of all district officers 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.

Section 3. Each district officer shall be an active, senior, or privileged member in good standing in a club of the district; and each Lieutenant Governor shall be an active, senior, or privileged member in good standing in a club in the division from which elected.

Section 4. Each district officer has the duty and responsibility to:

- a. Promote the Objects and objectives of Kiwanis International; and
- b. Promote the interests of the clubs within the district

Bylaws of the Ohio District of Kiwanis International

Section 5. The Governor has the further duties and responsibilities:

- a. Be the chief executive officer of the district.
- b. Under the direction and supervision of the International Board of Trustees, further the Objects of Kiwanis International and promote the interests of the clubs within the district.
- c. Preside at all conventions and meetings of the District Board of Trustees.
- d. Attend all Conventions, Conferences, and Council Meetings of Kiwanis International.
- e. Be an ex-officio member of all standing and special committees.
- f. Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Constitution and Bylaws, the Kiwanis International Board Policies and Procedures, or the district bylaws.

Section 6. The Governor-elect has the further duties and responsibilities:

- a. Attend the training conferences for governors-elect.
- b. Be responsible for the training of district officers-designate.
- c. Be responsible for the training of club officers and members at the district convention.
- d. Perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Constitution and Bylaws, the Kiwanis International Board Policies and Procedures, or the district bylaws.
- e. Carry out such other duties and responsibilities as are from time to time assigned by the District Board of Trustees.

Section 7. The Immediate Past Governor shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the District Board of Trustees.

Section 8. The District Secretary has the further duties and responsibilities:

- a. Keep all records of the district.

b. Assist the Governor and the District Board of Trustees in conducting the business of the district.

c. Be the executive in charge of the District Office and its departments and, subject to the direction and control of the District Board of Trustees, select and supervise the staff and employees.

d. Submit to the proper officers, committees, or persons, all communications received from Kiwanis International, and cooperate with the Governor in forwarding all reports required by Kiwanis International.

e. Attend and keep the minutes of the meetings of the District Board of Trustees and the district conventions.

f. Attend all Conventions of Kiwanis International, and if invited, attend meetings of the International Council.

g. Keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement, of district and sponsored organization funds in the manner authorized and prescribed by the District Board of Trustees.

h. At all times, make available for inspection by the Governor, the District Board of Trustees, or any authorized auditors, the financial accounts, records, and books of the district and its sponsored organizations.

i. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board of Trustees.

j. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or the District Board of Trustees.

k. Give bond for the faithful discharge of the duties of such office, in such amount and with such sureties as are required by the District Board of Trustees.

Section 9. The District Treasurer has the further duties and responsibilities:

a. Be a member of the Finance Committee.

b. Regularly review and advise the District Board of Trustees on the financial condition of the district and its sponsored organizations.

c. Make a report at the annual convention.

d. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

Bylaws of the Ohio District of Kiwanis International

e. Give bond for the faithful discharge of the duties of such office, in such amount and with such sureties as are required by the District Board of Trustees.

f. The Treasurer shall be financial advisor to Ohio District Circle K and Key Club and shall assist in preparation of their budgets.

Section 10. The Lieutenant Governors have the further duties and responsibilities:

- a. Assist the Governor in the work of the district.
- b. Represent the Governor and, under the direction of the Governor, supervise the district executive work in their respective divisions.
- c. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. The District Board of Trustees shall consist of the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and Lieutenant Governors. The District Secretary shall be a member of the District Board of Trustees, but shall be without vote.

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

Section 3. The District Board of Trustees shall hold at least three (3) meetings during each year, one prior to October 31 at such time and place as designated by the Governor, one at the Mid-Year Conference, and another in connection with the district convention at such time and place as shall be determined by the Board. If the first meeting is held prior to October 1, any action taken shall become effective on October 1. Any meeting of the Board of Trustees may be held by videoconference or teleconference. All persons participating in such a meeting must be able to hear each other at the same time (and, if a videoconference, to see each other as well). A meeting may be held in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such a meeting.

Section 4. A special meeting of the District Board of Trustees may be called by the Governor or two-thirds (2/3) of the members of the entire Board.

Section 5. The District Secretary shall notify each member of the District 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.

Section 6. In the absence of the Governor (or Acting Governor) from a meeting, the District 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 District 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 District Board of Trustees, the District Secretary shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and transmit the report to the Executive Director of Kiwanis International. A copy of the report shall either be sent to the secretary of each chartered club within the district or be published in the next district bulletin.

ARTICLE VII. COMMITTEES

Section 1. The titles, structure, and duties of district standing committees shall be those defined by the International Board of Trustees and set forth in appropriate documents of Kiwanis International.

Section 2. Each standing committee shall at all times cooperate with the appropriate Committee of Kiwanis International and promote programs suggested by the Committee among the clubs of the district.

Section 3. Subject to the approval of the District Board of Trustees, special committees may be appointed by the Governor and shall perform such duties as may be defined in their creation.

Section 4. All committee members shall be subject to removal by the Governor.

Section 5. The Executive Committee, shall consist of the District Governor, who shall serve as Chair, the Immediate Past District Governor, the District Governor-Elect, the District Treasurer, and the President of the current class of Lt. Governors. The District Secretary shall be a member without voting privileges. The Committee shall have the power to act for the Board of Trustees in intervals between meetings and shall possess all the powers of the Board of Trustees.

Bylaws of the Ohio District of Kiwanis International

Section 6. The Finance and Structure Committee shall have eleven (11) members and consists of two (2) Past Governors, one (1) Past Treasurer (these three to be selected by their respective groups), Governor, Governor-Elect, District Treasurer, Immediate Past Treasurer, two (2) members elected by the Delegate Assembly, the President of the current class of Lt. Governors and a Lt. Governor appointed by the Governor. The Past Governors and Past Treasurer will serve staggered three (3) year terms. Neither the Past Governors nor the Past Treasurer shall serve consecutive terms. Other members of the committee shall serve for a term of one (1) year. The Committee shall determine the method of selecting their Chair who shall not be an elected District Officer. The name of the Chair shall be submitted to the Governor-Elect prior to September 1.

In the event of a vacancy in one of the elected offices to the Finance and Structure Committee during an administrative year, the Board of Trustees shall elect a qualified Lt. Governor or a Past Lt. Governor who is an active, privileged, or senior member of a Kiwanis Club in the District to fill the office for the unexpired term.

The Finance and Structure Committee administers the District Finances, Budget, and Office Procedures under the direction of the District Board of Trustees. The Committee submits recommendations to the District Governor relative to the employment of the District Secretary, all office personnel, and an outside auditor. The Committee meets quarterly beginning in October at the District Office, and it reports to the District Board of Trustees at all District Board Meetings and to the delegates at the District Convention. It shall take under advisement all matters referred to it for consideration, including the hearing of grievances, and make its recommendations to the appropriate District body.

Section 7. Any meeting of a District Committee may be held by videoconference or teleconference. All persons participating in such a meeting must be able to hear each other at the same time (and, if a videoconference, to see each other as well). A meeting may be held in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such a meeting.

ARTICLE VIII. CONVENTIONS

Section 1. The annual convention of the district shall be held at such place and date, between March 15 and September 15, as shall be mutually agreed upon by the District Board of Trustees and the International Board of Trustees, except that no district convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International. In determining the location of an annual

convention, the District Board of Trustees may be guided and advised by the majority vote of the qualified delegates present and voting at an annual convention.

Section 2. An invitation from any chartered club for holding an annual convention in its city shall be delivered in writing to the District Secretary.

Section 3. Special conventions of the district shall be called by the Governor upon the request of a majority of the chartered clubs in good standing, or upon the request of three-fourths (3/4) of the members of the District Board of Trustees.

Section 4. The District Secretary 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 such convention. The District Board of Trustees shall have full supervision and management of all conventions.

Section 5. For each convention, the Governor shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least three (3) members. All members of the Committee on Elections shall be delegates or delegates-at-large.

Section 6. At any convention, each chartered club in good standing in the district shall be entitled to seat up to three (3) delegates. Two (2) of the delegates should be the club president and president-designate. To assure proper representation, each chartered club may choose up to three (3) alternate delegates. A Past Lieutenant Governor may serve as a delegate at the District Convention for any one (1) club in their division upon invitation, if properly certified.

Section 7. Official delegates of a newly organized Kiwanis club shall be granted full privileges at district conventions if the charter has been issued by Kiwanis International, whether or not it has been formally presented to such club.

Section 8. The delegates and their alternates shall be active, senior, or privileged members in good standing of the chartered clubs they represent, and shall be elected by such clubs not less than thirty (30) days prior to the date of the annual convention or less than fifteen (15) days prior to the date of any special convention. Their election shall be evidenced by a certificate to the District Secretary duly authenticated by the president and secretary of the club. Should any chartered club fail to so certify the election of its delegates and alternates, then the Committee on Credentials shall have the right to determine the seating of the delegates or alternates for such chartered club.

Bylaws of the Ohio District of Kiwanis International

Section 9. All officers, District Chairs of Standing Committees, Past Governors, and Past Treasurers of the district, who are active, senior, or privileged members of a Kiwanis club of the district shall be delegates-at-large to all district conventions.

Section 10. Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted to any convention. There shall be no voting by proxy or absentee ballot. To be accredited, a delegate or delegate-at-large must be certified according to the provision of these bylaws and must have paid a convention registration fee, if such is required.

Section 11. The District Board of Trustees may establish uniform convention registration fees 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.

Section 12. The convention may propose, discuss, and adopt resolutions, and recommend matters or concerns to Kiwanis International. The convention shall also consider and act upon matters submitted to it by Kiwanis International.

Section 13. In the absence of the Governor (or Acting Governor) from any convention of the district, the District Board of Trustees shall designate the Governor-elect, Immediate Past Governor, or a Lieutenant Governor to act as chairman.

Section 14. 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 15. Within thirty (30) days after any convention, the District Secretary shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and shall transmit the report to the Executive Director of Kiwanis International. A copy of the report shall either be sent to the secretary of each chartered club within the district or be published in the next district bulletin.

Section 16. In the event that in any year the District Board of Trustees shall determine by resolution that there exists a condition of emergency in the district that compels cancellation of the annual district convention, the Board shall then establish procedures to transact any and all business that would normally be transacted by and at such convention. The preference will be to call a council meeting to be held during the period provided for district conventions. Such council shall be comprised of the Board

and other persons having the status of delegates-at-large to all district conventions.

ARTICLE IX. CONVENTION PROCEDURE

Section 1. The official program of a convention as approved by the District 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. Resolutions

a. Proposed resolutions may be submitted by majority vote of a club's board of directors to the District Secretary not less than thirty (30) days prior to the date of the district convention. Proposed resolutions may also be submitted by the District Board of Trustees or originated by the Committee on Resolutions.

b. All proposed resolutions shall be referred to the Committee on Resolutions for its consideration and recommendation to the convention. No resolutions other than those so submitted to or originated by the Committee on Resolutions shall be considered unless consideration thereof shall be recommended by two-thirds (2/3) vote of the District Board of Trustees. Debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions or the Board.

Section 3. Reports of committees, communications to the international convention, resolutions, amendments, and all motions may be debated during the House of Delegates, except those "undebatable" under *Robert's Rules of Order Newly Revised*, or unless the convention, by a two-thirds (2/3) vote, dispenses with debate. No Kiwanian shall speak longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote. The members of the Committee on Resolutions shall have the privilege of the floor during the time that the resolutions are being considered by the delegate body, but no member of the Resolutions Committee shall have the right to vote on the resolutions, unless said member is an accredited delegate. (4/99)

ARTICLE X. NOMINATION AND ELECTION OF OFFICERS

Section 1. Officers Other than Lieutenant Governors

a. The election of officers, except the Lieutenant Governors and the District Secretary, shall be held at the annual convention.

Bylaws of the Ohio District of Kiwanis International

b. The District Secretary, who is to assume office on October 1, shall be appointed by the Governor- designate, with the approval of the District Board of Trustees- designate.

c. The official program of the annual convention shall indicate the time and place of the election of officers.

d. The nominating and election procedure for officers to be elected at the annual convention shall be as follows:

(1) The Governor-elect shall be the sole candidate for the office of Governor.

(2) All candidates for the offices of Governor , Governor-elect, and Treasurer must submit written notice of candidacy to the District Secretary no later than the beginning of the first business session of the annual convention. At that session, the Secretary shall make a report of the candidates giving such notice. All candidates for the office of Governor-elect shall submit a signed agreement to Kiwanis International to fulfill their duties. (10/02)

(3) A majority of all valid votes cast for each position shall be necessary for the election of the Governor, Governor-elect, and Treasurer. In the event that any ballot cast for Governor, Governor-elect, or Treasurer does not show a majority for any nominee for the foregoing offices, the Governor shall designate a time and a 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 succeeding ballot, the same procedure shall be followed until a nominee shall have received a majority of all valid voted cast.

e. The voting shall be by ballot only where there are two (2) or more candidates for the same office. Only accredited delegates or delegates-at-large shall be allowed to vote. There shall be no voting by proxy or absentee ballot.

f. Nothing in this Article shall be construed as limiting the right to make further nominations from the floor of the convention.

g. Cumulative voting shall not be permitted.

Section 2. Committee on Elections

a. Before the election, the District Secretary shall make available to the Committee on Elections a list of the delegates and delegates-at-large as shown by the report of the Committee on Credentials.

b. The Committee of Elections shall have general charge

of the election and of distributing and counting the ballots.

c. 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 3. Election of Lieutenant Governor and Lieutenant Governor-elect.

a. The Lieutenant Governor of each division shall hold, not later than March 1, 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. Written notice shall be sent, not later than 10 days prior to the conference, to the president of each club in the division, and to all Past Governors and Past Lieutenant Governors of that division who are active, senior, or privileged members of a club in the division.

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 Past Lieutenant Governors of that division who are still active, senior, or privileged members of a club in the division.

c. The representatives present, representing not less than two-thirds (2/3) of the clubs of the division, shall constitute a quorum at the conference, and each club shall have one (1) vote for each representative present. The Lieutenant Governor and the Past Governors and Past Lieutenant Governors in attendance at the conference shall have the privilege of the floor without the right to vote, except 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, if absent, the 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 number 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. However, nothing shall preclude additional nominations from the floor.

A majority of all valid votes cast for each office shall be necessary for elections. In the event that no candidate receives a majority of valid votes cast, a new elections shall take place immediately, and the person receiving the

Bylaws of the Ohio District of Kiwanis International

fewest number of votes shall be eliminated. This procedure shall be followed 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 assurances of a willingness and ability to carry out the duties and responsibilities of the office of Lieutenant Governor, to attend the leadership education conferences and to officially visit the clubs of the division.

f. A Lieutenant Governor-elect is not a district officer.

g. The division conference shall be guided by the principles, traditions, and precedents of Kiwanis International in its election of officers, and particularly consider the ability, the service, and experience in Kiwanis of a proposed candidate.

h. The Lieutenant Governor shall certify the results of the election to the District Secretary and Kiwanis International immediately following the conference

ARTICLE XI. VACANCIES IN OFFICE

Section 1. In the event of a vacancy in the office of Governor, during an administrative year, by a two-thirds (2/3) vote of the entire District Board of Trustees, the Board shall elect a Past Governor, Lieutenant Governor, or Past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the district to become Governor for the unexpired term.

Section 2. In the event of a vacancy in the office of Governor-elect during an administrative year, the vacancy for the unexpired term shall be filled by the District Board of Trustees, by a two-thirds (2/3) vote of the entire District Board, from the Lieutenant Governors or Past Lieutenant Governors who are active, senior, or privileged members of Kiwanis clubs in the district.

Section 3. In the event of a vacancy in the office of Secretary or Treasurer during the administrative year, the Governor shall appoint a qualified member of a chartered club of the district to fill that office for the unexpired term. This appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

Section 4. In the event of a vacancy in the office of Lieutenant Governor during an administrative year, the Governor shall notify the presidents of the affected division that a replacement Lieutenant Governor may be elected by a conference of the division within thirty (30) days from the date of such vacancy. In the absence of a replacement being elected by a division conference, the Governor shall

appoint a qualified member of a chartered club in the same division to fill the office for the unexpired term, which appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

Section 5. In the event after election and before October 1 of disability or inability of the district officer to serve for the year for which elected, the District Board of Trustees-designate for said year shall proceed forthwith to appoint or elect the successor in the manner provided for filling vacancies in office during the administrative year. The Governor-designate shall give reasonable notice of the time and place of such election and, if absent or disabled, the Governor of the district shall act.

Section 6. In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of the office, the District Board of Trustees shall elect, by a two-thirds (2/3) vote of the entire District Board, a Past Governor, Lieutenant Governor, or Past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the district to become Acting Governor until the Governor is able to resume the duties of the office. While the Governor is incapacitated, the Acting Governor shall be the executive officer of the district and shall have all the duties, responsibilities, and authority given to the Governor by these bylaws and the Constitution and Bylaws of Kiwanis International. If, after a period of sixty (60) days, it appears to the Board that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of office, the Board may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in such office as contained in these bylaws.

ARTICLE XII. REMOVAL OF OFFICERS

Section 1. Whenever it shall appear to the Governor or a majority of the District Board of Trustees that an officer may be engaging in conduct unbecoming a Kiwanian or is failing to perform the duties of that office, the District Board shall give written notice of the alleged facts to the officer within thirty (30) days.

A special meeting of the Board to consider the alleged facts shall be held within 35 days thereafter, with at least 21 clear days written notice being given to all members of the Board of such meeting. Service of such notice shall be deemed effective five (5) days after such notice is mailed. In the event that the Board, by two-thirds (2/3) vote of the entire Board, finds the officer has engaged in conduct unbecoming a Kiwanian or is not performing the duties of such office and declares such office vacant, a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these bylaws.

Bylaws of the Ohio District of Kiwanis International

ARTICLE XIII. 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 the district are affected by the same.

Section 2. When Kiwanis clubs outside the district are affected by any such public question or proposed legislation, before expressing an opinion, 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. No action on any public question or proposed legislation shall be taken by the District until the same shall first have been submitted to the Committee on Community Services and the recommendation of that Committee have been received and considered by the Board of Trustees of the District.

Section 5. Notwithstanding Sections 1, 2, 3, and 4 above, no substantial part of the activities of the district shall be 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 XIV. REVENUE

Section 1. Each member club shall pay to the district for each of its members, with the exception of its honorary members, the sum of \$26.00 per annum as dues. Annual dues payments shall be due and payable according to the club's organization date as follows:

- Payment for clubs organized between September 1 and December 31 shall be due on December 31st.
- Payment for clubs organized between January 1 and April 30 shall be due on March 31st.
- Payment for clubs organized between May 1 and August 31 shall be due on May 31st.

The total amount shall include all district charges other than the new member add fee and registration fees for district conventions or conferences.

Section 2. 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 a member was a former member of a Kiwanis International sponsored program.

Section 3. New member add fees, as established by the house of delegates, shall be paid to the district in the amount of \$5.00.

Section 4. Registration fees for district conventions and conferences, as established by the District Board of Trustees, shall also be paid to the district.

Section 5. The dues payable to the district by any new club admitted to membership during any fiscal year shall begin the first day of the next billing period immediately following the organization date of the club.

Section 6. No financial obligation other than the revenues provided in this Article shall be placed upon the clubs by the district, except:

- a. By a two-thirds (2/3) vote of the delegates at a convention; or
 - b. By a two-thirds (2/3) vote upon a referendum submitted to all clubs of the district;
- and with the approval of the International Board of Trustees.

Section 7. Each Kiwanis Club in the Ohio District which sponsors a Key Club shall pay annually to the District a sponsorship fee of \$100.00 for each sponsored Key Club.

ARTICLE XV. FINANCE

Section 1. The fiscal year of the district shall begin on October 1 and terminate on the following September 30.

Section 2. Not later than October 15, the District Board of Trustees shall approve a budget of estimated revenues and expenses, including capital expenditures, for the year.

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. The books of account of the district shall be subject to review at least once each administrative year by an independent auditing firm selected by the District Board of Trustees. The review shall be a financial review except that every fourth year shall be an audit. A copy of the financial review or audit report shall be sent to the Executive Director of Kiwanis International by March 31st and to members of the current District Board of Trustees.

In the official publication of the Ohio District, annually, no later than the April issue, the Board of Trustees will publish the balance sheet and statement of receipts and

Bylaws of the Ohio District of Kiwanis International

expenditures of the Ohio District for previous fiscal year, including financial statements for the Ohio District Key Club and Ohio District Circle K, along with an auditor's statement attesting to the work performed for the Ohio District.

Section 5. The audit need not be certified.

Section 6. The District Board of Trustees shall determine the official depository or depositories and shall designate those persons who shall sign checks. The Board of Trustees shall annually approve and shall provide bonding, in an amount determined by the Board of Trustees, of all officials approved to sign checks and of all employees who handle funds.

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

Section 8. The necessary expenses of the Governor incurred in attending the Convention, Council, and any conference of Kiwanis International may be paid by the district.

Section 9. The Board of Trustees shall annually approve and shall provide Directors and Officers Liability insurance for all Officers and Directors of the District.

ARTICLE XVI (Reserved)

ARTICLE XVII. OTHER AUTHORITIES

Section 1. For authority on all matters not specifically covered by these bylaws, the following documents, current or as amended in the future, shall be consulted in order of priority to determine such matters:

- First--Kiwanis International Constitution and Bylaws
- Second--Kiwanis International Policies and Procedures

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

Section 1. "Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these bylaws.

ARTICLE XIX. AMENDMENTS

Section 1. Amendments to these bylaws, if in conformity with the Constitution and Bylaws of Kiwanis International, may be adopted by a two-thirds (2/3) vote of the delegates and delegates-at-large voting at any 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 District Secretary at least sixty (60) days

prior to the date of the convention. The Secretary shall send a copy of all proposed amendments to the secretary of each chartered club not less than thirty (30) days prior to the date of the convention.

Section 2. If these bylaws are in conflict with the Kiwanis International Constitution and Bylaws, current or as amended in the future, this district shall amend these bylaws to bring them into conformity with the Kiwanis International Constitution and Bylaws.

ARTICLE XX. SEVERABILITY

Section 1. In the event that any provision of these bylaws is held invalid, all other provisions shall remain in effect.

ARTICLE XXI. NOT-FOR-PROFIT ORGANIZATION

Section 1. The district shall operate as a not-for-profit organization incorporated within the laws of the State of Ohio.

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.

ARTICLE XXII. 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 International Board of Trustees.

APPROVED BY KIWANIS INTERNATIONAL
on

by

see next page

Bylaws of the Ohio District of Kiwanis International

Adopted by the Ohio District of Kiwanis International:

August 15, 2009

(Date)

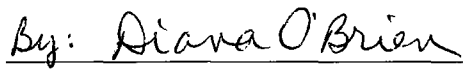
 Ph.D.
(District Governor)

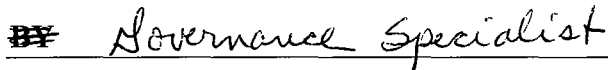

(District Secretary)

APPROVED BY KIWANIS INTERNATIONAL

Oct. 14, 2009

(Date)

By: 

 Governance Specialist

OHIO DISTRICT OF CIRCLE K INTERNATIONAL

DISTRICT BYLAWS

(Amended. 52nd Annual House of Delegates- February 21, 2009)

ARTICLE I

Name and Territorial Limits

Section 1. The name of this organization shall be the Ohio District of Circle K International.

Section 2. The territorial limits within which this district shall function shall be co-extensive with the territorial limits of the Ohio District of Kiwanis International unless other territorial limits are petitioned by the Kiwanis and Circle K District Boards and such petition is approved by the Circle K International Board of Trustees and the Kiwanis International Board of Trustees.

ARTICLE II

Objects

Section 1. The objects of this district shall be:

- To accept and promote the Objects of Circle K International as outlined in the Constitution;
- To coordinate the projects of member Circle K clubs;
- To strengthen and extend Circle K in the district;
- To increase the fellowship and cooperative efforts of the clubs within the district;
- To provide the goods and services necessary for the welfare of the clubs and individual members;
- To promote participation of the clubs within the district in the general objects, programs and policies of the district and of Circle K International; and
- To accept and promote the Constitution and Bylaws and Policy Code of Circle K International.

Section 2. The vision of this district shall be:

Circle K is the organization that holds the promise of today's college student becoming tomorrow's leader. It exists to meet the personal needs of the individual collegian through the qualities of leadership, the rewards of service, and the unique spirit of friendship. Circle K's potential lies in its ability to positively influence those in our society who are facing ultimate personal decisions, and those who will one day create the vision of mankind for generations to come. Circle K is the embodiment of those qualities necessary to shape the future, realized in the colleges and universities of today. The vision of Circle K International is dedicated to the realization of mankind's potential.

ARTICLE III

Divisions

Section 1. The territory of this district shall be divided into six (6) divisions.

Section 2. The territorial limits of these divisions, as approved by the Kiwanis district board of trustees, shall be such as shall be delineated from time to time by the district board of officers and the Ohio Kiwanis District.

ARTICLE IV Membership

Section 1. Each Kiwanis sponsored Circle K club situated within the territorial limits of this Circle K district shall be a member of the district.

Section 2. Any member club more than thirty (30) days in arrears for any indebtedness to Circle K International, its district or its sponsoring Kiwanis club shall be considered "not in good standing" and may have its charter and membership suspended or revoked as provided for in the Constitution and Bylaws.

Section 3. Any member club must be in good standing with both Circle K International and this district to be considered in good standing with this district.

Section 4. If the Board of Officers rules that a club is not in good standing, the club and the Kiwanis club which sponsors it shall be notified of this action and why it was taken.

ARTICLE V Officers

Section 1. The officers of the district shall be the governor, the secretary, the treasurer, and such lieutenant governors as deemed necessary by the Circle K district board of officers and the Kiwanis district board of trustees.

Section 2. The officers of a district, as defined above, shall be elected at the annual district convention.

a. One (1) Lieutenant Governor shall be elected for each division given that the candidate will be a member of a club in said division for 75% of the Ohio District Circle K Administrative year, with the understanding that the club in said division in which the candidate will be a part of, or presently is a part of, is a club in good standing.

Section 3. All officers shall assume their official duties as outlined in the Constitution and Bylaws.

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

a. The governor shall have the duty of furthering the objects of Circle K International and promoting the interests of Circle K clubs within his/her district. He/She shall work closely with other International and district officers to strengthen and expand Circle K. The governor shall be the chief executive of the district, shall appoint all standing and special district committees, and shall preside at the district convention and all meetings of the District Board of Officers. He/She shall attend the International convention and all meetings of the International Council. The governor shall be responsible for the leadership training of club officers, for workshops which will be held at the district convention; and for developing all communication with clubs for the purpose of bringing administrative aid to said clubs. The governor shall develop and work within an established income and expense budget, and shall work closely with the Kiwanis district Circle K administrator on all matters dealing with the operation of the district.

b. The lieutenant governor shall assist the governor in the work of the district. This person shall represent the governor and have full responsibility under the direction of the governor in supervising

the district executive work in his/her respective division. The lieutenant governor shall be charged with encouraging clubs within the division to increase their membership, complete worthwhile service projects, and remain up-to-date on the condition of the clubs.

The lieutenant governor shall also work with the governor, district administrator, Kiwanis lieutenant governors and area Kiwanis clubs on the building of new clubs and the rebuilding of inactive clubs. This person shall also perform such other duties as may be assigned by the governor or the district board of officers.

c. The secretary shall keep all records of the district convention and of all meetings of the district board of officers. The secretary shall submit a report to the annual convention and at such other times as the governor and the district board of officers may require. This person shall submit to the proper officials and committees all communications received from Circle K International. The secretary shall cooperate with the governor in forwarding all official reports required by Circle K International. The secretary shall distribute to all clubs, and members of the District Board of Officers, copies of any proposed amendments to the District Bylaws, as specified by the District Board of Officers. The secretary shall forward any amendments to the Bylaws for approval, as directed in these Bylaws. This person shall also perform such other duties as may be assigned by the governor or the district board of officers.

d. The treasurer shall, under the supervision of the district administrator, process all expense reports received from District Officers. The treasurer shall review and approve the expense reports and forward them on to the District Administrator. The treasurer shall also record all expenditures from each officer's account. The accounts shall at all times be open to inspection by the governor, the board of officers, the district administrator, Kiwanis district board of trustees, and any authorized auditor. The treasurer shall submit a financial report at the annual convention and at such other times as the governor, the board of officers, or the Kiwanis district board of trustees may require. The treasurer shall also perform such other duties as may be assigned by the governor or the board of officers.

Section 5. A district officer may be removed from office for just cause by a vote of two-thirds (2/3) of all members of the board of officers duly elected and serving at the time. Whenever there appears to be sufficient cause for such action, the governor shall give said officer immediate notice of the scheduled meeting of the board of officers. Consideration shall be given to the facts and reasons why the office should be declared vacant. The officer shall be afforded the opportunity at that meeting to explain or refute the allegations. In the event that the board of officers shall find the alleged facts to be true, by a vote of two-thirds (2/3), the board of officers shall have the power to declare such office vacant, and the vacancy will be filled in accordance with the provisions contained in these bylaws.

Section 6. No elected district officer may hold an elected International office or elected club office in addition to his/her district office.

ARTICLE VI Board of Officers

Section 1. The board of officers of this district shall consist of the governor, the secretary, the treasurer, the lieutenant governors, elected district officers and any elected representatives from each club that may serve on a council of representatives. The international counselor, the district administrator, and the appointed administrative personnel shall serve as non-voting ex-officio members of the board.

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 officers, subject to the direction and approval of the Kiwanis district board of trustees, through the district administrator, and the Circle K International Board of Trustees.

Section 3. The board of officers may create suitable administrative divisions with the approval of the Kiwanis district board of trustees. There will be a lieutenant governor for each division who would also be a member of the board of officers.

Section 4. The district board of officers shall hold a minimum of five (5) meetings annually, one of which is to be held during the period between academic years, and one of which is to be held at least one (1) month prior to the district convention.

Section 5. The Governor shall be responsible to ensure that each member of the board of officers, the Kiwanis governor, the district administrator, members of the Kiwanis district Committee on Circle K, and the presidents of all Circle K clubs in the district, in writing, of the time, place (including directions), and the date of all meetings of the board of officers not less than thirty (30) days prior to each meeting.

Section 6. A special meeting of the board of officers may be called by the governor, the secretary or two-thirds (2/3) of the members of the board of officers.

Section 7. The Governor shall be responsible for sending a tentative agenda for these meetings to each member of the board of officers, the Kiwanis governor, the Kiwanis district secretary, the district administrator, and members of the Kiwanis district Committee on Circle K not less than thirty (30) days prior to each meeting.

Section 8. In the absence of the governor from a meeting, the board of officers shall designate a member of the board of officers to act as chairperson for that meeting upon recommendation of the governor and/or the district administrator.

Section 9. A majority of the voting members of the board of officers 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 by these bylaws.

Section 10. Within twenty-one (21) days after any special or regular meeting of the board of officers, the secretary shall make a report of the proceedings of the meeting, comprising a complete synopsis of all actions taken, and shall distribute said report to the members of the board of officers for review. Within fourteen (14) days after said distribution, the secretary shall compile the corrections and then send a revised copy of the report to members of the board of officers, the International Administrator, the International Counselor, the Kiwanis Governor, Kiwanis District Secretary, the Key Club Governor, the Key Club District Secretary, and the presidents of the clubs in the district.

ARTICLE VII Committees

Section 1. The titles and duties of district standing committees shall be as follows:

- a. Service: The responsibility of this committee is to promote service amongst the Circle K Clubs in the Ohio District. The chairperson shall collect information on service projects such as various ideas, themes, and contacts. Collection of information can be from Circle K Clubs or from outside resources. The function of the chairperson shall be to provide service information to Circle K Clubs, to act as a resource center for clubs in need of new ideas for projects.

In addition to promoting service, the major focus of this committee will be the District Concern. The chairperson, with the assistance of the incoming district board, will choose a one (1) year District Concern for their term of office at District Board Trainer. This District Concern will be presented to the clubs at Spring Officer Training, and will be officially approved at the Spring Board meeting. The District Service Chairperson, along with the rest of the District Board, will be responsible for promoting the District Concern throughout the administrative year.

In accordance with the objectives of this committee, every club in the district shall be urged to establish its own service committee responsible for implementing a structured, well-organized, and complete club service program. These programs should promote the District Concern and all other Kiwanis Family service programs/projects, and all around community improvement. The District Service Committee Chairperson shall be in direct contact with the individual clubs' Service Committee Chairperson.

- b. On To International Convention (OTIC): The responsibility of this committee is to develop a campaign for and promote the attendance of Ohio District Circle K members at the Large Scale Service Project and International Convention. The chairperson should confer with the governor to set an attendance goal at the beginning of the administrative year. He/She should then distribute mailings and other pertinent information when necessary and be prepared to answer any questions, help members with transportation possibilities, and attend the Large Scale Service Project and convention in August.
- c. Kiwanis Family and Education: This committee shall work to improve the relationship between all Kiwanis and Kiwanis sponsored organizations. It shall be responsible for developing projects and educational programs to expand and strengthen the bonds between these organizations, including, but not limited to promotion of the Kiwanis Family Award to all clubs in the Ohio District. This committee shall enlist the assistance of the Alumni Association in the Ohio District to help inform Kiwanis and Key Club as well as other organizations about Circle K. The chairperson should draw up and make sure that all board members are educated on the different branches of the Kiwanis Family and the importance of the Kiwanis Family interaction. The District Kiwanis Family and Education Committee Chairperson shall be in direct contact with the individual club's Kiwanis Family Relations Committee Chairperson. In accordance with the objectives of this committee, every club in the district shall be urged to establish its own MD&E committee responsible for implementing a structured, well-organized and complete club MD&E program. These programs shall emphasize recruitment and retention through education, leadership development, service, and fellowship opportunities. The district Kiwanis Family and Education committee chairperson shall be in direct contact with the individual clubs' MD&E committee chairperson.
- d. Technology: This committee shall maintain the district web site, and other established forms of electronic communication, as directed by the governor and/or the District Board of Officers. The chairperson shall work with all members of the District Board of Officers to post approved materials, in electronic format, for reference by members of the Ohio District. The chairperson shall also be responsible for maintaining the district's web site as a marketing tool, and as an archives of past communications and references. The committee shall work with all clubs of the Ohio District, to educate and promote the use of electronic communications and marketing tools.
- e. Spring Officer Training (SP.O.T): This committee shall be responsible for proposing possible SP.O.T. dates and locations to the District board. The chairperson shall also be responsible for promoting SP.O.T. and arranging all details of SP.O.T.

- f. Membership Awareness Conference (MAC): This committee shall be responsible for the planning and execution of the annual Membership Awareness Conference, including planning the agenda, coordinating workshops, and arranging overnight lodging for members in attendance, with the assistance and approval of the Board of Officers.
- g. District Service Project (DSP): This committee shall be responsible for proposing possible District Service Project dates and locations to the District Board. The chairperson shall be responsible for the planning, promotion, and execution of the event, with the assistance and approval of the Board of Officers.
- h. Public Relations and Membership Development: This committee shall be responsible for preparing (if needed) and distributing materials to the clubs that will aid in their efforts at marketing Circle K to their respective campuses. This committee will be in direct contact with either the club chairperson designated with the responsibility of public relations or membership development& education, or the club president. This chair will also prepare marketing and public relations items to be included in the Open House manual, as well as work closely with the event chairs in order to assist in the designing of materials to help promote each event. It is also the responsibility of this committee is to prepare (if needed) and distribute a manual as well as a newsletter, at least quarterly, promoting very specific ideas for the club's MD&E Programs. They should work closely with the Lieutenant Governors to inform the clubs of their specific membership goals and ways of attaining these goals. The committee should also be concerned with membership retention and work to promote the building of leadership in the district.
- i. District Bulletin: This committee shall be responsible for the production and distribution of the district bulletin. The editor shall publish at least five (5) bulletins throughout the one (1) year term. The name of the district bulletin shall be The Ohio P.A.C.E. Setter. The editor shall send copies of the publication to the members of all clubs in good standing and others as designated by the Board of Officers. The editor shall perform other such duties as may be assigned by the governor or the board of officers.

Section 2. The governor, secretary, treasurer, as well as any other members appointed by the governor, shall compose the Executive Committee.

- a. This committee shall maintain these bylaws in conformity with the Constitution and Bylaws of Circle K International and shall make recommendations to the District Board of Officers for proposed amendments. It shall be responsible for the interpretation of these Bylaws for action by the Board of Officers and for all matters affecting Circle K on the District level. It shall also review all changes to club bylaws and make revision or approval recommendations to the District Board of Officers.
- b. The committee shall perform such administrative duties and exercise such administrative authority as delegated to it by the District Board of Officers, in accordance with these Bylaws and the Constitution and Bylaws of Circle K International.

Section 3. The governor shall be empowered to appoint assistants, individuals, or special committees to help him/her with the administrative operations of the district. The Board of Officers shall approve all appointments in consultation with the district administrator. The governor shall clearly define the

responsibilities of these appointments, and their terms shall expire at the end of the administrative year, or at such time during the year when the governor determines their responsibilities have been fulfilled.

ARTICLE VIII Conventions

Section 1. The annual convention of this district shall be held at the time and place mutually agreed upon by the board of officers of the Circle K district, the sponsoring Kiwanis district board of trustees and the Board of Trustees of Circle K International. The dates and site of the convention shall be submitted to the Administrator of Circle K International not less than sixty (60) days prior to the proposed convention dates, and the Administrator, acting for the International Board of Trustees, may approve the dates and site.

Section 2. The governor shall appoint convention committees as outlined in the Constitution and Bylaws.

Section 3. The secretary shall mail to each club, the district board of officers, the International Administrator, the Kiwanis governor, and the Kiwanis district secretary an official call to the annual convention not less than thirty (30) days prior to the dates of the convention.

Section 4. Before the official opening of the annual convention, the Board of Officers, with Kiwanis counsel, shall adopt and publicize the rules of convention discipline. The Board of Officers shall enforce convention rules, in consultation with the district administrator. The board of officers shall have full supervision and management of all conventions, in consultation with the district administrator. The district administrator, or representative of the administrator selected by the Kiwanis district board of trustees, shall handle any contractual arrangements necessary for the district convention.

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 three (3) members. Of the Committee on Elections, all members shall be delegates or delegates-at-large. The governor may also appoint such other committees as may be deemed necessary to conduct the annual convention.

Section 6. Each member club in good standing shall be entitled to two (2) voting delegates, one of which shall be the president or president elect (if in attendance), and two (2) alternates at the district convention. The delegates and their alternates shall be active members in good standing of the chartered clubs they represent. The governor and other elected district officers shall be delegates-at-large at the district convention. International officers shall not be considered delegates unless certified as representatives of their home club.

Section 7. Each accredited delegate shall be entitled to vote on each question submitted at any convention. There shall be no voting by proxy.

Section 8. In the absence of the governor from any district convention, the board of officers shall designate a member of the board of officers to act as presiding officer of the convention.

Section 9. A quorum for any district convention shall be the official delegates present and representing not less than one-half (1/2) of the total member clubs in good standing with the district.

Section 10. Within ten (10) days of the completion of the annual convention, the Immediate Past Secretary shall submit the District Convention Report From to the International Administrator and to the International Counselor. Within thirty (30) days of the completion of the annual convention, the retiring secretary shall make a report of the proceedings of the convention, including a complete synopsis of all action taken, and shall transmit a copy thereof to the governor, the Circle K Administrator of the sponsoring Kiwanis district, the

International Administrator, the International Counselor, the International Secretary, and the members of the Board of Officers.

Section 11. Each district convention program shall include, but not be limited to, the following:

- a. An address by the governor of the sponsoring Kiwanis district or a representative of the governor;
- b. An address by the governor of the Key Club district or a representative of the governor;
- c. An address by the International counselor in attendance;
- d. Workshops for the purpose of stimulating enthusiasm, motivating and educating membership, training newly elected club officers, developing leadership potential, increasing awareness of International theme and emphasis areas, and increasing service activities;
- e. Nomination and election of officers for the upcoming year;
- f. Installation of the newly-elected district officers;
- g. A presentation promoting attendance at the upcoming International convention; and
- i. Presentation of club and district awards.

Section 12. The secretary shall submit a report of the convention as outlined in the Constitution and Bylaws.

ARTICLE IX Vacancies in Office between Conventions

Section 1. In the event of a vacancy in the office of governor, a qualified member of a club in good standing with the district and Circle K International, shall be elected by the board of officers to serve for the remainder of the unexpired term. Such action shall be communicated by the secretary in writing to the International Administrator. In any year in which the district convention is not held, the board of officers shall elect a qualified member of a club in good standing to serve for the upcoming administrative year.

Section 2. In the event of a vacancy in the office of secretary, treasurer, the governor shall, with approval of the board of officers, appoint a qualified member of a club in good standing with the district and Circle K International to serve for the remainder of the unexpired term. Such approval from the board of officers must be made, in writing, within fourteen (14) days of the appointment.

Section 3. In the event of a vacancy in the office of lieutenant governor, the governor shall, with approval of the board of officers, appoint a qualified member of a club in good standing, in the same division, to serve for the remainder of the unexpired term. In the event that a qualified member of the division in question can not be found for the office of lieutenant governor, a qualified member of a club in good standing of another division may be appointed by the governor, with the approval of the board of officers, for the remainder of the unexpired term. Such approval from the board of officers must be made, in writing, within fourteen (14) days of the appointment.

Section 4. Any District Officer elected to an International office must immediately resign their District office, as provided for in Article V, Section 7.

Section 5. The administrative year of the Ohio District shall begin April 1 and end March 31.

ARTICLE X Revenue

Section 1. Each member club shall pay to the district for every active member annual dues of \$12. The amount of the district dues shall be determined by a two-thirds (2/3) vote of all delegates at the district convention. In no case shall the district dues exceed twelve dollars (\$12.00 US) per member per year. First time new members who join between April 15 and September 30 shall pay to the district \$5.00 per member per annum.

Section 2. Assessments in excess of the annual dues may be made only upon a two-thirds (2/3) vote of all delegates attending the district convention or by a two-thirds (2/3) vote of all clubs in good standing in the district between conventions and must be approved by the Kiwanis District Board and the Circle K International Board.

Section 3. The Kiwanis district board of trustees shall determine the official depository for the Circle K district.

Section 4. Each check shall carry the signature of the district administrator, or other individual designated by the Kiwanis District Board, and the treasurer, or other individual designated by the board of officers.

Section 5. Revenue may be derived from other sources in such a manner as may be determined by the board of officers. The district shall never sponsor or participate in any manner in a lottery, raffle, drawing or game of chance in connection with any fund raising activity unless the district has received the prior approval of the sponsoring Kiwanis district board of trustees. Such approval so granted does not constitute official endorsement of such activities by Circle K International or by Kiwanis International. Any lottery, raffle, drawing, or game of chance so approved must not contravene any laws, mores, customs or traditions of the country, state or province in which the fund raising activity is to be held. The district shall not directly or indirectly engage in any activity, which may impugn or reflect unfavorably on the good name of Circle K or of Kiwanis.

ARTICLE XI Parliamentary Authority

Section 1. The current edition of "Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically outlined in these bylaws or in the Constitution and Bylaws of Circle K International.

ARTICLE XII Amendments

Section 1. The bylaws of this district may be amended as outlined in the Constitution and Bylaws.

CERTIFICATION.

District Date of Adoption: 2-21-09

Jason R. Steen
Circle K Governor

Circle K District Secretary

Date of Kiwanis District Approval: 4-24-2009

Rich Crain
Kiwanis District Governor

B. David Whittem
Kiwanis District Secretary

Date of Circle K International Approval: _____

Erin Nyfacha

International Director