

BYLAWS OF THE COMMITTEE OF PAST LIEUTENANT GOVERNORS

(a/k/a Past Lieutenant Governors Council)
**Missouri – Arkansas District
Kiwanis International**

ARTICLE I. NAME, STATUS, AND AUTHORITY

SECTION 1. NAME

The name of this organization shall be the Committee of Past Lieutenant Governors of the Missouri-Arkansas District (hereinafter "District") of Kiwanis International. It shall also be known as the Past Lieutenant Governors Council (hereinafter "Council").

SECTION 2. STATUS

The Council is a committee appointed by the Governor of the District.

SECTION 3. AUTHORITY

The Council derives its authority from District Bylaws Article V, Section 3, including the authority to determine its rules for internal management and method of selecting its chair and other offices who serve at the pleasure of the Council.

ARTICLE II. PURPOSES

SECTION 1. GENERAL PURPOSES:

The general purposes of the Council shall be primarily:

- a) To assist them in:
 - 1) Building new clubs and strengthening existing clubs;
 - 2) Delivering education to clubs, and;
 - 3) Delivering service leadership programs and global campaign for children programming to and through clubs.
- b) To promote and support projects in Kiwanis service District Bylaws.
- c) To initiate subjects for consideration and report to the District Board its conclusions.
- d) To consider and report to the District board of trustees its conclusions on all matters referred to it.
- e) To be compatible with the bylaws of the District.
- f) To, in no way, interfere with the authority of the District board of trustees and lieutenant governors.

SECTION 2. SPECIFIC PURPOSES

- a) To, provide assistance and support to the lieutenant governor and past lieutenant governors of the district in forming and maintaining division councils, in cooperation with the regional trustee for the division;

- b) To support membership growth and retention;
- c) To support Service Leadership Programs;
- d) To engage in fund raising projects for service activities sponsored by the Council;
- e) To improve the image of Kiwanis and Kiwanis Clubs in communities within the Districts;
- f) To promote the Earl Collins Kiwanis Foundation of the District;
- g) To promote the Beatrice Johnson Kiwanis Youth Kamp Foundation of the District;
- h) To provide an opportunity for fellowship among past lieutenant governors;
- i) To seek out qualified Kiwanians for candidacy and election to offices in the Division, District and Kiwanis International;
- j) To encourage and promote attendance of Kiwanians and their families at District and Kiwanis International conventions and other official functions;
- k) To afford past lieutenant governors an opportunity to continue utilizing in Kiwanis service the knowledge and experience they gained in previous offices held;
- l) To undertake such projects, activities or services as may be requested by the District Governor or District Board.

ARTICLE III. MEMBERSHIP

SECTION 1. ELIGIBILITY

The membership of the Council shall consist of past lieutenant governors who are members in good standing of Kiwanis clubs within the District, and who are within the classes of members specified below.

SECTION 2. CLASSES:

- a) **Subscribing:** Subscribing members are those members who maintain their membership by the payment of annual dues.
- b) **Life:** Life members are those members who pay a life membership fee (see Article VII, Section 4), and who thereafter are relieved of paying annual dues.

SECTION 3. Termination: Membership may be terminated by resignation or other circumstances inhibiting participation in activities of the Council as determined by the executive committee and shall be terminated if the annual dues of a subscribing member are not paid by 90 days after the end of the District convention.

SECTION 4. Membership Records: A permanent record will be maintained by the Council of all paid memberships and membership terminations and a copy will be filed with the District office by the council secretary by October 1 of each year.

ARTICLE IV. MANAGEMENT

SECTION 1. EXECUTIVE COMMITTEE

- a) The affairs of the Council shall be managed by an executive committee (below Article V, Section 2) which shall consist of five (5) members holding Council offices.
- b) The District governor shall be an ex officio member of the executive committee.

SECTION 2. OFFICERS

- a) **Officers:** The officers of the Council shall be a chair, a vice-chair, a secretary, a treasurer, and the immediate past chair.
- b) **Election:** The officers shall be elected at the regularly scheduled meeting which coincides with the District convention from a list of nominees submitted by the Council nominating committee. Nominations may be made from the floor. Election for an officer who has served one or more terms shall be by ballot, except that in the event of only one nominee for an office, the election for that office may be by voice vote. A majority of the votes cast shall elect. Each officer shall be installed and take office October 1 following election and shall serve for a term of one (1) year and until a successor is duly elected and qualified. The names of the officers elected shall be submitted to the Governor-elect/designate of the District prior to October 1 of the year for which they are elected
- c) **Chair:** The chair shall be the principal officer of the Council, shall preside at all meetings, shall be a member ex officio, with right to vote of all committees except the nominating committee, and shall perform such other duties as are necessarily incident to the office.
- d) **Vice-Chair:** In the event of the chair's temporary disability or absence, the vice-chair shall perform the duties of the chair. The vice-chair shall perform such duties as the chair, or the executive committee may assign.
- e) **Immediate Past Chair:** The immediate past chair shall perform such duties as the chair or the executive committee may assign.
- f) **Secretary:** In the capacity of secretary, this officer shall provide timely notification of all meetings, shall attend all meetings, shall make and maintain a record of all proceedings of the executive committee and of the Council, and shall prepare correspondence and reports as may be required. Further, as secretary, this officer shall perform such other duties as are commensurate with the office or as may be assigned by the executive committee.
- g) **Treasurer:** In the capacity of treasurer, this officer shall receive all monies due or donated to the Council, shall maintain a record of all sums received and expended by the Council, shall deposit all sums received in a depository approved by the executive committee, and shall be authorized to withdraw funds of the Council as provided in Article VII, Section 8 below. Further, as treasurer, this officer shall make a financial report at the annual meeting and at any other time when called upon by the chair or the executive committee and shall perform such other duties as are commensurate with the office or as may be assigned by the executive committee.

SECTION 3. VACANCIES:

- a) **Vacancies of officer position:** In the event of the disability or inability of any Council officer of the executive committee to perform their responsibilities or vacancy in an office, a vacancy in the office of the chair shall be filled automatically by the vice-chair; in the event the vice-chair does not fill the vacancy, the immediate past chair will fill the vacancy. Vacancies in the offices of vice-chair, secretary, treasurer and immediate past

chair may be filled on an interim basis by the chair and shall be filled for the remainder of the respective terms as the executive committee may decide.

ARTICLE V. MEETINGS

SECTION 1. COUNCIL MEETINGS

- a) **Regularly scheduled meetings:** Regularly scheduled meetings of the Council shall, as nearly as possible, coincide in time and place with the District convention or other District functions as designated by the District board (District Bylaws Article VI, Section 1). At its meetings, the Council shall receive reports directed to it; consider and approve a budget for the year beginning, a financial statement of the year ending, and any interim financial statements; elect officers of the executive committee; and transact other business of the Council as needed. A summary of the meetings shall be provided to each member of the Council and to the governor and secretary of the District by October 1.
- b) **Special meetings:** Special meetings may be scheduled with the approval of the executive committee and the District governor. A summary of the meetings shall be provided to each member of the Council and to the governor and secretary of the District 30 days from the date of the meeting. Special meetings can be by electronic attendance if necessary.

SECTION 2. EXECUTIVE COMMITTEE MEETINGS

- a) **Regularly scheduled meetings:** The executive committee shall meet during the District convention or when called for by the Chair.
- b) **Special meetings:** Special meetings of the executive committee may be held at the call of the chair or of a majority of the executive committee at such time and place as may be determined in the call.
- c) **Electronic attendance:** Members of the executive committee may participate in a meeting by means of the telephone or other electronic means.

SECTION 3. NOTICES

Notices of the time and place of meetings of the Council shall be mailed or otherwise transmitted to each member at a reasonable time in advance of the meeting.

SECTION 4. QUORUM

A quorum for meetings of the Council shall consist of those members present at the meeting. A quorum for meetings of the executive committee shall consist of three (3) members thereof.

SECTION 5. VOTING

A vote by a majority of the members of the Council or of the members of the executive committee present at any meeting at which a quorum is present shall constitute the act of the Council or the executive committee, respectively. Proxy voting is prohibited.

SECTION 6. RULES OF ORDER

The latest edition of *Robert's Rules of Order, Newly Revised*, shall govern in all cases in which they are applicable and are not inconsistent with the bylaws and any special rules of order the Council or the executive committee may adopt.

ARTICLE VI. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

Executive: The executive committee shall study and make recommendations to the Council on programs and procedures providing for the effective administrative functioning of the Council, including implementation of the purposes of the Council, meetings, fellowship, disciplinary matters, and other administrative matters of concern to the council.

SECTION 2. STANDING COMMITTEES

The following standing committees shall be appointed by the executive committee:

Finance: The finance committee:

- a) Shall prepare a budget of estimated income and expenditures by October 10 to be approved by the Executive Committee.
- b) Shall study and make recommendations to the executive committee on fund raising and all allocation of financial support;
- c) Shall prepare and maintain financial records and reports, and act on other matters relating to the financial records and reports.

Nominating: The nominating committee:

- a) Shall consist of no fewer than three (3) and no more than five (5) members of the Council, including a chair. The duties of the committee shall be to make nominations, with the consent of those nominated, for officers to be elected for the succeeding year, and if appropriate to prepare a ballot for election. The chair of the Council shall not be eligible for membership on the nominating committee.
- b) Shall submit to the chair of the Council no later than 30 days before the beginning of the District Convention a list of nominees not exceeding three (3) in number for each office of the council to be filled. The executive committee will notify Council members of the nominees two weeks before the start of the convention; notice of nominees shall be mailed, electronically delivered or telephoned to each Council member.

Special Committees: Special committees may be designated by resolution adopted by a majority of the executive committee present at a meeting at which a quorum is present.

ARTICLE VII. FINANCE

SECTION 1. FISCAL YEAR

The fiscal year of the Council shall be from October 1 through September 30.

SECTION 2. MEMBERSHIP FEE

Each member shall pay to the Council upon subscribing to membership a fee of \$10.00. Thereafter members may pay annually or purchase a life membership.

SECTION 3. ANNUAL DUES

The annual dues shall be \$5.00 due on October 1, covering the period October 1 through September 30. The annual dues may be collected in advance of the annual due date.

SECTION 4. LIFE MEMBERSHIP FEE

The life membership fee shall be \$50.00 (see Article III, SECTION 2(b)).

SECTION 5. OTHER REVENUE

Revenue from sources other than as prescribed in Article VII, Sections 2-4 may be raised as determined by the executive committee and approved by a two-thirds (2/3) vote of the members of the Council present at any meeting.

SECTION 6. COUNCIL FUND

The Council Fund shall consist of the membership fees, the annual dues, the lifetime fees, fundraising activities and monies received from other sources, and shall be deposited into a council fund account at an approved depository. The council fund shall be used for operating expenses and for the purposes of the Council specified in Article II above.

SECTION 8. WITHDRAWAL OF FUNDS

The treasurer is authorized to withdraw budgeted funds from the Council Fund account between meetings of the Council. The executive committee may authorize other officers as alternates to the treasurer and/or other officer designated by it for making withdrawals. In anticipation of withdrawals, all officers authorized to make withdrawals shall have their signature authorized at the approved depository for such purposes.

SECTION 9. AUDIT

The Council Fund books of accounts shall be audited annually as of September 30 by the executive committee. The executive committee shall make the report available to the membership of the Council present at the next regularly scheduled meeting.

SECTION 10. EXPENSES

The travel and other expenses of attending and participating in meetings of the Council or of the executive committee shall not be an obligation of the Council without the approval of the executive committee.

ARTICLE VIII. AMENDMENTS

SECTION 1. ADOPTION

Any amendments of these bylaws may be adopted by a two-thirds (2/3) vote of the members of the Council present at any regularly scheduled meeting, provided notification in writing of the proposed amendments shall have been given the members in a timely fashion prior to the

meeting of the council, by electronic method, or by delivery at any regularly scheduled meeting.

SECTION 2. EFFECTIVENESS

These bylaws shall become effective on October 1, 2019, provided they are first approved by the District Board.

This is to certify that these bylaws, constituting a revision of bylaws adopted on February 28, 1981, as amended on February 24, 1990, were adopted on February 23, 2019 at a regularly scheduled meeting of the Committee of Past Lieutenant Governors, also known as the Past Lieutenant Governors Council Missouri-Arkansas District, Kiwanis International, in accordance with the provisions of the bylaws adopted on February 28, 1981, and February 24, 1990.

ADOPTED

By *Tom Miller*, *8/10/19* Chair, Past Lieutenant Governors Council
(date)

APPROVED

By *LJ Mare*, *8-11-19* Board of Trustees, Missouri-Arkansas District
(date)

By *Ron Hill*, *8-11-19* Governor, Missouri-Arkansas District
(Date)