

By-Laws

The New England District of Kiwanis International Past Lieutenant Governors Committee

Article I- Name

The Name of this organization shall be The New England District of Kiwanis International Past Lieutenant Governors Committee (sometimes called the "Committee").

Article II- Authority

Sec. 1- The Committee is formed under the authority of Article VII, Section 12 of the Policy Manual of the New England District of Kiwanis International (revised to March 7, 2010).

Article III—Purpose

Sec. 1- The purpose of the Committee, as stated in Article VII, Section 12 of the Policy Manual of the New England District of Kiwanis International (revised to March 7, 2010), is to consider all matters referred to it as well as all matters initiated by it and report to the Board of Trustees of the District and/or the Governor of the District. At the request of the Board of Trustees, the Past District Lieutenant Governors Committee may from time to time be directed to assist and carry out certain District programs or projects. The Committee shall meet at the time of the Annual District Convention (the "Annual Meeting") and at other times as it may determine.

Article IV—Mission

The mission of the Past Lieutenant Governors Committee shall be:

- a) To expand old and new friendships during service to the New England District of Kiwanis International.
- b) To afford advice and counsel to the New England District of Kiwanis International, its Board of Trustees, and its Governor.
- c) To mentor and act as a resource to present Lt. Governors.
- d) To disseminate District information as requested by the District leadership.
- e) To organize and provide for CLE training at designated sites throughout the District.

Article V- Membership

Sec. 1- The Membership of the Committee shall be as outlined in Article VIII, Sec. 12 of the Policy Manual of the New England District of Kiwanis International (revised to March 7, 2010), which reads as follows:

The Past District Lieutenant Governors Committee shall be composed of all past District Lieutenant Governors who are active, privileged, or senior members of clubs within the District. The Committee shall determine the method of selecting its Chair and Officers who shall serve at the pleasure of the Committee. The Committee shall submit the name of the Chair so selected to the Governor-elect of the District prior to October 1.

Sec. 2- Any member of the Committee who becoming a member of another District of Kiwanis International shall be granted Associate Membership in the Committee upon written request for the same. An

Associate Member shall have all the rights and responsibilities to a regular member with the exception of voting or holding office.

Article VI- Officers

Sec. 1- The Board of Directors shall consist of the officers of the Committee, and seven (7) Directors.

a) The officers shall be a Chair a Vice Chair, the Immediate Past Chair, a Secretary, and a Treasurer.

b) One director shall be elected to serve each the following seven (7) designated areas:

1. Bermuda
2. Connecticut
3. Maine
4. Massachusetts
5. New Hampshire
6. Rhode Island
7. Vermont

Sec. 2- The officers shall have the following terms of office:

a) The Chair and the Vice Chair shall be elected for a term of two (2) years and shall serve until their successors have been duly elected and qualified.

b) The Secretary shall be elected for a term of three (3) years and shall serve until a successor has been duly elected and qualified.

c) The Treasurer shall be elected for a term of three (3) years and shall serve until a successor has been duly elected and qualified.

Sec. 3- The term of office of Directors elected at the Annual Meeting shall be two (2) years. The terms of the Directors shall be staggered so that approximately one-half of the Directors are to be elected each year at the Annual Meeting.

Sec. 4- The Officers and Directors shall take office on October 1st of the applicable calendar year.

Sec. 5- No Officer or Director, except the Secretary and Treasurer, may be elected to serve consecutive terms in the same office, provided any person filling a vacancy as Chair or Vice Chair for a period not exceeding one year may serve a full two year term if subsequently elected to such office in their own right.

Article VII- Duties of Officers/Directors

Sec. 1- The Chair shall:

preside at all meetings of the Committee and its Board of Directors.

request all information normally sent to the Lieutenant Governors by the District office and shall cause to be published and mailed to the members of the Committee a periodic summary of the same.

call meetings of the Board of Directors and/or the Committee.

participate in the selection of the Outstanding Lt. Governor.

communicate with the Governor any problems or issues in the District discovered by the Committee.

perform such other duties as are assigned by the Board of Directors.

Sec. 2- The Secretary shall:

keep all records of the Committee.

keep a roster of all members of the Committee and of the Board of Directors.

assist the Chair in conducting the business of the Committee.

keep the minutes of the meetings of the Committee and of the Board of Directors.
submit to proper officers, committees or persons communications required by the District.
attend all meetings of the Committee.
make a report to the Governor, the Chair and members of the Committee at the Annual Meeting.
perform such other duties as are assigned by the Board of Directors.

Sec. 3- The Treasurer shall

prepare an annual budget effective each October 1.
collect and record all funds.
deposit all funds with the District Treasurer.
request payments from the District Treasurer for all Committee expenditures from Committee funds.
render a financial report at each meeting of the Committee.
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 Committee.
perform such other duties as are assigned by the Board of Directors.

Sec. 4- The Vice Chair shall

preside at meetings of the Committee and its Board of Directors in the absence of the Chair.
participate in the selection of the Outstanding Lt. Governor and present the award at Annual District Convention.
perform such other duties as are assigned by the Board of Directors.

Sec. 5- The Directors shall

attend all meetings called by the Chair.
maintain communication with Lt. Governors (past and present) within their designated area.
act as a resource of information to present Lt. Governors.
report to the Committee any questions, problems or issues so they can be resolved quickly and effectively.
Assist with securing Lt. Governor and Lt. Governor-Elect for an area designated by the Board of Directors.

Sec. 6- If any officer or director is not fulfilling their duties or responsibilities they may be removed from office for failure to perform such duties and responsibilities by majority vote of the Board of Directors.

Prior to any vote being taken by the Board of Directors, one warning letter will be delivered to the officer/director explaining the failure in the performance of their duties and responsibilities. They will be given an opportunity to respond.

If the officer/director fails to respond to the warning letter or if the Chair determines there has been inadequate improvement, then notice shall be given to such officer/director that the Board of Directors will consider their removal as officer/director at the next meeting of the Committee.

In the event the officer or director is removed from office the vacancy shall be filled by the Board as provided in Article VIII, below.

Article VIII- Nominations and Elections of Officers/Directors

Sec. 1- Nominations -

- a) The Nominating Committee shall consist of the Immediate Past Chair and the Directors whose terms of office are not expiring. The Immediate Past Chair shall chair the Nominating Committee.
- b) The Nominating Committee shall submit to the Annual Meeting the name of the Vice Chair

as the sole candidate for the office of Chair, but, if the current Chair has filled a vacancy in the office of Chair for one year or less, the current Chair shall be nominated as the sole candidate for the office of Chair.

- c) The Nominating Committee shall submit to the Annual Meeting the name of at least one (1) and no more than two (2) candidates for the office of Vice Chair, but if the current Vice Chair has filled a vacancy in the office of Vice Chair for one year or less, the current Vice Chair shall be nominated as the sole candidate for the office of Chair. A vacancy in the office of Vice Chair shall only be filled for the remainder of the term of office.
- d) When the office of Secretary or Treasurer is open for election, the Nominating Committee shall submit to the Annual Meeting the name of at least one (1) and no more than (2) candidates for each office. A vacancy in the office of Secretary or Treasurer shall only be filled for the remainder of the term of office.
- e) The Nominating Committee shall submit to the Annual Meeting the names of at least one (1) but no more than two (2) candidates for each two (2) year term open for the office of Director, and the name of at least one (1) but no more than two (2) candidates to fill the remainder of a term in the event of a vacancy in any position of Director. There shall be a separate election for each Director who is to be elected to serve a designated area set forth in Article VI, Section 1.b. The Nominating Committee shall endeavor to nominate a person who resides in the designated area before nominating someone from outside the designated area.
- f) Nothing in this section shall be construed as limiting the right to make nominations from the floor.

Sec. 2- Elections

- a) The Chair, the Vice Chair, the Secretary, the Treasurer, and the Directors.

The Chair, the Vice Chair, the Secretary and the Treasurer (when those offices are open for election) shall be elected at the Annual Meeting by a majority vote of those members present and voting.

Unless there is only one candidate for office, the election shall be by written ballot.

If there are more than two (2) candidates for the office, and one (1) candidate does not receive a majority of the votes cast, the candidate with the fewest votes shall be dropped from the ballot and another ballot taken. This procedure shall be followed until one candidate receives a majority of the ballots cast.

- 4) There shall be no voting by proxy.

Sec. 3- Vacancies

In the case of a vacancy in the Office of the Chair, the Vice Chair shall serve as Chair for the remainder of the term of office.

- b) In the case of a vacancy in the Office of Vice Chair, Secretary, Treasurer or Director, the Board of Directors shall elect a replacement to serve until the next Annual Meeting. Then, at such next succeeding Annual Meeting, a new Vice Chair, Secretary, Treasurer or Director shall be elected by the members to complete the remainder of the term of office.

Article IX- Meetings

Sec. 1- The Annual Meeting of the Committee shall be held in conjunction with the Annual Convention of the New England District of Kiwanis International.

Sec. 2- There shall be at least one other meeting of the Committee, held in conjunction with a function of the New England District of Kiwanis International.

Sec. 3- Twenty (20) members of the Committee shall constitute a quorum for the legal transaction of business.

Sec. 4- Publication of a meeting notice, either in the Yankiwanian, on the District website or by mail or by email, at least thirty (30) days prior to the meeting shall be considered official notice of said meeting.

Article X- Finances

Sec. 1- All funds shall be deposited in the District Account and shall be distributed as requested by vote of the Committee.

Sec. 2- The Committee shall not conduct any fundraising activity until approved by the members at an Annual Meeting. All fundraising activities will be supervised by the Treasurer. Any approval of a fundraising activity must include the purpose of the activity and how and when the funds will be distributed by the Committee. All funds raised shall be delivered in a timely fashion by the Committee Treasurer to the District Treasurer.

Article XI- Endorsements

The Committee shall not endorse any candidate for office in the New England District of Kiwanis International.

Article XII- Rules of Order

Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered in these By-Laws.

Article XIII- Amendments

Sec. 1- These By-Laws may be amended by two-thirds (2/3) vote of the members of the Committee present and voting at the Annual Meeting.

Sec. 2- Proposed amendments must be submitted to the Secretary at least sixty (60) days prior to the Annual Meeting and members must be notified of such proposed amendments at least thirty (30) days prior to the Annual Meeting.

Sec. 3- Legal notice of proposed amendments shall be given to all active members by publishing them in the Yankiwanian, posting them on the District website or sending them by mail or email to all active members.

Sec. 4- These By-Laws, and all amendments thereto, must be approved by the Board of Trustees of the New England District of Kiwanis International in order to take effect.

Sec. 5- Whenever one gender is used in these By-Laws, it shall be deemed to include any other gender, wherever the context so requires.