

BYLAWS OF THE MINNESOTA-DAKOTAS DISTRICT- KIWANIS INTERNATIONAL

ARTICLE I

NAME AND TERRITORIAL LIMITS

- Sec. 1. The name of this organization shall be the Minnesota-Dakotas District of Kiwanis International.
- Sec. 2. The territorial limits of this district shall be confined to the States of Minnesota, North Dakota, and South Dakota. These shall not be changed unless permission shall first have been had and obtained from the Board of Trustees of Kiwanis International.

ARTICLE II

OBJECTS

- Sec. 1. The Objects of this district shall be:

To seek within the district and through the clubs of the district the attainment of the Objects of Kiwanis International as set forth in the International Bylaws.

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

To cooperate with Kiwanis International in building new clubs and membership in existing clubs, educating club members, and strengthening club services within the district.

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

ARTICLE III

DIVISIONS (REGIONS)

- Sec. 1. The territory of this district shall be divided into divisions (regions).
- Sec. 2. The territorial limits of these divisions (regions) shall be such as shall be delineated from time to time by the District Board of Trustees.

ARTICLE IV

MEMBERSHIP

- Sec. 1. Every chartered Kiwanis Club in this district shall be a member of this district.

- Sec. 2. Any member club more than sixty (60) days in arrears for any indebtedness to Kiwanis International or to this district shall be considered not in good standing.
- Sec. 3. Any member club that fails for two (2) successive years to have present at least one (1) delegate at the annual convention of the district and that does not furnish a satisfactory excuse for such failure to the Board of Trustees within thirty (30) days after an official request thereof shall not be considered in good standing.
- Sec. 4. Any member club not in good standing with Kiwanis International shall be considered not in good standing with this district.

ARTICLE V

OFFICERS

- Sec. 1. The officers of the district shall be the Governor, Governor-Elect, Immediate Past Governor, Secretary-Treasurer, and a Lieutenant Governor from each division (region) of the district. The executive officers shall be the Governor, Governor-Elect, Immediate Past Governor, and the Secretary-Treasurer. Executive officers must be active members of a Kiwanis Club within the district. Each Lieutenant Governor must be an active member of a club within the division (region) from which elected. No offices may be combined in any one individual except those of Secretary and Treasurer.
- Sec. 2. The terms of all officers except that of the Secretary-Treasurer 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. The District Secretary-Treasurer shall be elected by the Board for a term of not more than three years to commence on the first day of October following the election. The District Secretary-Treasurer shall be eligible for re-election.
- Sec. 3. The duties of the officers shall be as follows:
- (a) The Governor shall be the executive officer of the district and shall preside at all conventions and at all meetings of the Board of Trustees. The Governor shall be an ex-officio member of all standing and special committees. Under the direction and supervision of the Board of Trustees of Kiwanis International, the Governor shall have the duty of furthering the Objects of Kiwanis International and of promoting the interests of the clubs within the district. It shall be the Governor's duty to attend any convention of Kiwanis International.
 - (b) The duties of the Governor-Elect shall be such as are from time to time assigned by the Board of Trustees.
 - (c) The Lieutenant Governors shall assist the Governor in the work of the District. They shall represent the Governor and shall have full responsibility under the direction of the Governor in supervising the District executive work in their respective divisions

(regions). The Lieutenant Governors shall also perform such other duties as may be assigned to them by the Governor or the Board of Trustees.

(d) The Secretary-Treasurer shall receive and collect all funds paid and due to the district and shall deposit them in the designated depositories and shall disburse these funds in accordance with these bylaws and the budget as adopted. The district's financial record shall be open at all times for inspection by the Governor, Finance Chairperson, any authorized Auditor, and the Board of Trustees. A financial statement shall be available during the annual district convention and such other times as requested by the Governor, Board of Trustees, or Finance Chairperson. The Secretary-Treasurer shall be bonded as approved by the Board of Trustees.

(e) The Secretary-Treasurer shall keep all records of the district, minutes of the district convention, meetings of the Board of Trustees and Executive Board, and shall handle all correspondence from Kiwanis International to this office, and disseminate all information to the proper officers and committees of the district and shall perform such other duties as may be assigned the office by the Governor.

ARTICLE VI

BOARD OF TRUSTEES

- Sec. 1. The Board of Trustees shall consist of the Governor, the Governor-Elect, the Immediate Past Governor, the Lieutenant Governors and the Secretary-Treasurer.
- Sec. 2. The management and control of the affairs of the district not otherwise provided for in these bylaws shall be vested in the Board of Trustees, subject to the direction of the Board of Trustees of Kiwanis International.
- Sec. 3. The Board of Trustees shall hold at least two (2) meetings during each administrative year, one prior to October 31, at such time and place as designated by the Governor, and another in connection with the district convention at such time and place as may be determined by the Board of Trustees. If the first meeting is held prior to October 1, any action taken shall become effective October. 1.
- Sec. 4. A special meeting of the Board of Trustees may be called by the Governor, the Secretary-Treasurer or two-thirds (2/3) of the Board of Trustees.
- Sec. 5. The Secretary-Treasurer shall notify each member of the Board of Trustees and the Executive Director of Kiwanis International, in writing, of the time, place, and the date of any meeting at least three (3) weeks in advance of the date of each meeting.
- Sec. 6. In the absence of the Governor (or Acting Governor) from the meeting, the board of Trustees shall designate a Lieutenant Governor to act as chairperson.

- Sec. 7. One-half (1/2) of the total members of the Board of Trustees shall constitute a quorum. 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.
- Sec. 8. After any special or regular meeting of the Board of Trustees, the Secretary-Treasurer shall publish a report of the proceedings in The Minnekotan, and submit a copy to the Executive Director of Kiwanis International.

ARTICLE VII

COMMITTEES

- Sec.1. The titles, structures, 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.
- Sec.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.
- Sec.3. Subject to 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.
- Sec. 4. All committee members shall be subject to removal by the Governor.

ARTICLE VIII

CONVENTIONS

- Sec. 1. The district's annual convention shall be held at a place and date as voted by the Board of Trustees. This convention shall be held no earlier than thirty (30) days nor later than forty (40) days following a Kiwanis International Convention.
- Sec. 2. An invitation from any chartered club for holding an annual convention in its city shall be delivered in writing to the District Secretary-Treasurer at least six (6) months prior to the Board of Trustees voting.
- Sec. 3. Special conventions of the district shall be called by the Governor upon request of a majority of the chartered clubs in good standing, or upon the request of three-fourths (3/4) of the members of the Board of Trustees.
- Sec. 4. The Secretary-Treasurer shall mail to each chartered club and to the Executive Director of Kiwanis International an official call to the annual convention at least sixty (60) days prior to the date of the convention, and an official call for any special convention at least

thirty (30) days prior to the date of same. The Governor and Secretary-Treasurer shall have full supervision over the hosting club or clubs of a district convention.

- Sec. 5. At each duly called convention, or prior thereto, the Governor shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least five (5) members. All members of the Committee on Elections shall be delegates or delegates-at-large. Three (3) members of each of the foregoing committees shall constitute a quorum.
- Sec. 6. Each chartered club in good standing in the district shall be entitled in any convention to three (3) delegates; recommendation is that two of whom shall be the President, President-elect or Secretary. Each chartered club at the time of selecting its delegates for the convention shall choose two (2) alternates, designated as alternate number one (1) and alternate number two (2). Such alternates will serve, in the numerical order certified, for any absence of the delegates.
- Sec. 7. The delegates and their alternates shall be active, privileged, or senior members in good standing of the chartered clubs they represent or are a Lieutenant Governor, a past Lieutenant Governor, or the District Secretary-Treasurer. The Lieutenant Governor or a past Lieutenant Governor may each represent any club but only the division (region) of which the Lieutenant Governor's or past Lieutenant Governor's present club is a member and not otherwise represented by two (2) delegates. The District Secretary-Treasurer may represent any club in that secretary's district not otherwise represented by two (2) delegates. The Lieutenant Governor, past Lieutenant Governor, or District Secretary-Treasurer shall be elected by such clubs not less than sixty (60) days prior to the date of any Annual Convention, or not less than twenty (20) days prior to the date of any special convention. Their election shall be evidenced by a certificate duly authenticated by the President and the Secretary of the club. The status of persons as past Lieutenant Governors shall be certified by the District Governor or District Secretary-Treasurer. In the event any chartered club shall fail to certify the election of its delegates and alternates as herein set forth, then the Committee on Credentials shall determine the seating of the delegates or alternates of such chartered club.
- Sec. 8. Official delegates of newly organized Kiwanis clubs shall be granted full privileges at district conventions after the charter has been issued by Kiwanis International whether or not the charter has been formally presented to such clubs.
- Sec. 9. The District Board of Trustees, along with the past District Governors, all district secretaries emeritus, and the Executive Officers of the Past Lt. Governors Association, who are active, privileged, or senior members of a Kiwanis Club of the district, shall be delegates-at-large to all district conventions.
- Sec. 10. Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted in any convention. There shall be no voting by proxy. A delegate or delegate-at-large to be accredited must be certified according to the provision of these bylaws and must have paid a convention fee, if such is required.

- Sec.11 The host convention committee shall upon approval of the Governor and Secretary-Treasurer establish district convention registration fees. These fees are to be paid by all persons attending the convention. Proceeds from the convention are to be expended under the supervision of the District Secretary-Treasurer in payment of convention expenses. Profits, if any, are to be turned over to the district treasury. Losses, if any, will be assumed by the district.
- Sec.12 The convention may propose, discuss, and adopt resolutions recommending legislation to Kiwanis International. It shall also consider and act upon matters submitted to it by Kiwanis International.
- Sec.13 In the absence of the Governor or acting Governor (if there be one) from any convention of the district, the Board of Trustees shall designate the Governor-Elect, the Immediate Past Governor, or a Lieutenant Governor to act as chairperson.
- Sec.14 A quorum at any convention of the district shall comprise the official delegates present and representing not less than one-third (1/3) the total number of clubs within the district.
- Sec.15 After any convention the Secretary-Treasurer shall make a report of the convention comprising a complete synopsis of all action taken, and shall transmit a copy thereof to the Executive Director of Kiwanis International and publish the report in The Minnekotan.

ARTICLE IX

CONVENTION PROCEDURE

- Sec. 1. The official program of a convention when approved by the delegates 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.
- Sec. 2. All resolutions submitted thirty (30) days prior to the date of the district convention shall be referred to the Committee on Resolutions for its consideration and recommendation to the convention. No resolutions other than those submitted or originated by the Committee on Resolutions shall be considered unless consideration thereof shall be recommended by two-thirds (2/3) vote of the delegate body.
- Sec. 3. Reports by committees, communications to the convention, and the resolutions presented by the Committee on Resolutions, all motions except those that are undebatable, may be debated upon the floor of the convention, unless by a majority vote of the convention, the body votes to Postpone Indefinitely.

ARTICLE X

NOMINATION AND ELECTION OF OFFICERS

Sec. 1. (a) The election of Governor and Governor-elect shall be held at the annual convention. The office of Immediate Past Governor is not an elected position but is filled by the Governor leaving that office. The Secretary-Treasurer is elected by the District Board of Trustees as stipulated previously in these bylaws.

(b) The official program of the annual convention shall indicate the time for the district nominating conference, and a later time for the election of officers, and the places for both, and such times and places shall be subject to change only in accordance with the rules of convention procedure.

Sec. 2. (a) The Lieutenant Governor of each division (region) shall not later than the second week in April, by ten (10) days written notice to the president of each club in the division (region), call a conference for the purpose of electing a Lieutenant Governor and a Lieutenant Governor-Elect.

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

(c) The representatives of 51 percent of the clubs in the division (region) shall constitute a quorum at the conference, and each club shall have one 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, however, in the event of a tie vote, in which case the Lieutenant Governor shall be entitled to vote.

(d) The Lieutenant Governor shall be chairperson of the conference, or, in the absence of the Lieutenant Governor, the immediate predecessor, and so on. In the absence of a past Lieutenant Governor, the conference shall elect one of its members as chairperson. The conference shall elect one of its members as secretary and such tellers as may be necessary.

(e) Upon completion of organization as above outlined, the conference shall proceed to elect a Lieutenant Governor and a Lieutenant Governor-Elect. The Lieutenant Governor-Elect, if any, shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations from the floor. When the number of names presented to the conference is two or more, a vote shall be taken. The person receiving the fewest number of votes shall be eliminated after the first ballot, and 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 without the consent of said person first being obtained. Each candidate shall give assurance of attendance at the

leadership education conferences for the district, division (region) and clubs as outlined by Kiwanis International, and will officially visit the clubs of the division (region).

(f) A Lieutenant Governor-Elect is not a district officer.

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

(h) The Lieutenant Governor shall certify the results of the election to the District Secretary-Treasurer, and the Secretary-Treasurer will notify Kiwanis International immediately following the conference.

Sec. 3. At times designated and announced by the District Governor and at places designated and announced by the respective Lieutenant Governors there shall be a divisional (regional) meeting for each division (region) in the district. If the Lieutenant Governor of any division (region) is absent from the convention, the place of meeting and the presiding officer thereof for that division (region) shall be designated by the Governor.

Sec. 4. (a) All delegates in attendance at the district convention from the clubs within a given division (region) shall be eligible to attend the caucus meeting for that division (region); and one-third (1/3) of such delegates shall constitute a quorum at such meeting; and a majority of such persons present at such meeting shall decide all choices and questions in such meeting.

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

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

Sec. 5. The Committee on Elections shall have general charge of the election and of distributing and counting the ballots. Before the election, the District Secretary-Treasurer shall provide the Committee on Elections with the list of delegates and delegates-at-large as shown by the report of the committee on Credentials. All of the elective officers shall be chosen by ballot by the delegates and delegates-at-large present and voting. There shall not be voting by proxy.

A majority of all votes cast shall be necessary to determine the choice of any officer to be elected. In the event that any ballot cast does not show a majority for any nominee for any particular office, the Governor shall designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each ballot the same procedure shall be followed until some nominee shall have received a majority of all votes cast.

Cumulative voting shall not be permitted.

The committee on Elections shall report promptly to the convention the results of the balloting and the report shall be signed by the majority of the committee.

Sec. 6. The District Secretary-Treasurer shall be appointed by the Governor with the approval of the current Board of Trustees. In the final year of this term of office, the above action shall take place no later than the first day of June and the District Secretary-Treasurer shall assume office for the subsequent term on October 1.

Sec. 7. In the event that in any year the Board of Trustees shall by resolution determine that there exists a condition of widespread emergency so affecting the district as to compel the cancellation of the annual district convention, the Board of Trustees shall then have power to elect district officers for the normal term of office, and to transact all other business that could otherwise be transacted at an annual district convention, such council to be comprised of the Board of Trustees and other persons having the status of delegates-at-large to all district conventions. Such council shall formulate its own procedures.

ARTICLE XI

VACANCIES IN OFFICE

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

In the event of a vacancy in the office of Governor-Elect during an administrative year, the vacancy for the unexpired term shall be filled by the Board of Trustees from the Lieutenant Governors or former Lieutenant Governors who are active, privileged, or senior members of Kiwanis clubs in the district.

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

Sec. 3. Whenever it shall appear to the Governor that any Lieutenant Governor or District Secretary-Treasurer is failing to perform the duties of their individual office, the Governor shall give such district officer immediate notice of the fact and shall call a meeting of the Board of Trustees to be held not less than three (3) weeks thereafter to consider such facts and any reasons why the office shall not be declared vacant. In the event that the Board of Trustees shall find the alleged facts to be true, said Governor shall

have the power to declare such office vacant, and the Board of Trustees shall proceed to elect a new officer to fill such vacancy provided that in the instance of the office of Lieutenant Governor the new Lieutenant Governor shall be elected from the division (region) of the office so declared vacant.

- Sec. 4. In the event, after election and before October first, of disability or inability of a district officer to serve for the term elected, the Board of Trustees-designate for said year shall proceed forthwith to the election of the successor in the manner now provided for filling vacancies in office during an 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.
- Sec. 5. In the event the Governor should be temporarily so incapacitated as to be unable to perform duties of the office, the Board of Trustees shall appoint a past Governor as Acting Governor. The Acting Governor shall have all authority that pertains to the office of Governor. Upon again being able to reassume the duties of the office of Governor, and so deemed by the Board of Trustees, the Acting Governor will relinquish authority to the elected Governor.
- Sec. 6. If a vacancy should occur in the office of Secretary-Treasurer during an administrative year, the Governor shall have the authority to appoint a temporary replacement. Such appointee shall be ratified by the Board of Trustees to fill the unexpired term of office within fifteen (15) days of appointment.

ARTICLE XII

PUBLIC ACTIVITIES

- Sec. 1. The district may, from time to time, express by proper means its attitudes on questions of public importance and any proposed legislation affecting communities within the territory of this district provided that the same affects no Kiwanis clubs outside the district.
- Sec. 2. When Kiwanis clubs outside the district are affected by any such public question or such proposed legislation, the district shall refer its favorable or unfavorable recommendations to the Board of Trustees of Kiwanis International. After action on such matters by the Board of Trustees of Kiwanis International, the district may give expression to its attitude provided that such action is consistent with that of Kiwanis International.
- Sec. 3. No action on any public questions 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 recommendations of that committee have been received and considered by the Board of Trustees of the district.
- Sec. 4. 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.

Sec. 5. Notwithstanding Sections 1, 2, 3, and 4 above, no substantial part of the activities of the district shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the district shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIII

REVENUE

Sec. 1. Each member club shall pay to the district for each of its members, the sum of thirty dollars (\$30.00) per annum as dues, such amount to include all district charges, other than the registration fees paid by those in attendance at district conventions or conferences, such total amount to be payable in one installment due and payable according to the club's organization date and shall be based upon the club's annual membership report. *(dues amount amended 8/05/06)*

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

Sec. 3. No financial obligation other than the annual dues, herein provided, shall be placed upon the clubs by the district and no voluntary contribution for any district activity shall be requested of all clubs by the district, except by a two-thirds (2/3) vote upon a referendum submitted to all clubs of the district, and with the approval of the Board of Trustees of Kiwanis International.

Sec. 4. A New Member Processing Fee of \$5.00 shall be charged for each new club member to defray the office administrative costs. The processing fee is waived for charter members of new Kiwanis Clubs, honorary members, members who, within a six-month period, join another Kiwanis club, and Circle K members who join a Kiwanis Club within six months after graduation. A processing fee is owed by a club and not waived when a member who has been deleted is then added by the same club, except when annual dues have been paid for that member for the annual period in which the member rejoins.

ARTICLE XIV

FINANCE

Sec. 1. The fiscal year of the district shall begin on the first day of October of each year and terminate on the following September 30.

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

- Sec. 3. Total disbursements in any year shall not exceed the gross amount of the budget adopted by the Board of Trustees in each year.
- Sec. 4. The Board of Trustees shall establish and maintain a Board Designated Reserve Fund.
- Sec. 5. The books of account of the district shall be audited at least once each administrative year by an independent auditing firm named by the Board of Trustees and a certified report shall be rendered to the Board of Trustees.
- Sec. 6. The Board of Trustees shall determine the official depository or depositories.
- Sec. 7. The Board of Trustees shall designate the official or officials who shall sign checks.
- Sec. 8. The necessary traveling expenses of all district officers when engaged in the business of the district may be paid by the district to the extent permitted by the provisions of the budget.
- Sec. 9. The necessary expenses of the Governor incurred in attending any convention of Kiwanis International may be paid by the District.

ARTICLE XV

NATIONAL OR LOCAL REQUIREMENTS

- Sec. 1. Provisions required by national or local laws are as follows:

Articles of incorporation must be filed with the appropriate Secretary of State of Minnesota, North Dakota or South Dakota. File additional reports as required by state law.

ARTICLE XVI

OTHER AUTHORITIES

- Sec. 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 Bylaws;
 - Second – Kiwanis International Policies and Procedures.

ARTICLE XVII

PARLIAMENTARY AUTHORITY

Sec. 1. "Roberts Rules of Order Newly Revised" shall be the preliminary authority for all matters of procedures not specifically covered by these bylaws.

ARTICLE XVIII

AMENDMENTS

Sec. 1. Amendments to the bylaws, if in conformity with the 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 Secretary-Treasurer at least sixty (60) days prior to the date of the convention. The Secretary-Treasurer shall send a copy of all proposed amendments to the Secretary-Treasurer of each chartered club not less than thirty (30) days prior to the date of the convention.

ARTICLE XIX

BULLETIN

Sec. 1. The Board of Trustees shall issue a bulletin that shall be sent at least to all present presidents and secretaries of the member clubs at stated intervals of not more than sixty (60) days.

ARTICLE XX

SEVERABILITY

Sec. 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

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

- Sec. 1. These bylaws and all amendments or additions, including any districting, redistricting, or grouping of clubs, shall not be effective unless approved by the Kiwanis International Board of Trustees.

Adopted as revised by the Minnesota-Dakotas District of Kiwanis International on:

APPROVED BY KIWANIS INTERNATIONAL:

 (date)

 District Governor

 District Secretary

 (date)
BY: _____
 Kiwanis International

Note--Two (2) copies of these bylaws and/or any amendments shall be forwarded to the Executive Director of Kiwanis International and one copy will be returned to the district with the noted approval.