

The “STANDARD FORM FOR CLUB BYLAWS” provides the following foundational guidelines which relate to the Nominating Committee and the election of officers:

#### **ARTICLE VI. OFFICERS\***

**Section 1.** The officers of this club shall be a President, a President-elect, the Immediate Past President, two (2) Vice Presidents, a Treasurer and Secretary.\*\* If, in any year, the Immediate Past President ceases to be an active, senior or privileged member of this club, the active, senior, or privileged member who served as President most recently prior to the Immediate Past President shall automatically become Immediate Past President.

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

**Section 2.** Each officer shall be an active, senior or privileged member in good standing. No offices shall be combined in one (1) person other than those of:

- a. President-elect and Vice President, or
- b. Secretary and Treasurer.

No person shall simultaneously serve as an elected director and an officer.

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

#### **Article VII. Board of Directors**

**Section 1.** The Board of Directors shall consist of the officers and twelve (12) elected directors.

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

**Section 3.** The directors shall enter upon their official duties on the first day of October of each year and shall serve for a term of two (2) years or until their successors shall be duly elected and qualified. To insure continuity on the Board of Directors, one- and two-year terms are required in the initial election.

#### **Article XI. Meetings**

**Section 5.** The annual meeting of this club should be held at a regular weekly meeting no earlier than the first meeting in April and no later than the second meeting in May. The membership shall be given at least two (2) weeks notice of the date and place of the annual meeting. One-third (1/3) of the active, senior, and privileged members of the club shall constitute a quorum.

#### **ARTICLE XII. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

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

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

**Section 3.** At a regular meeting at least five (5) weeks prior to the annual meeting, the President shall appoint a Nominating Committee. The committee shall consist of not less than five (5) members and, if possible, a majority shall be Past Presidents. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations, with the consent of those nominated, and to prepare a ballot for the election of such officers and directors.

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- Section 4.** At least two (2) weeks before the annual meeting, the Nominating Committee shall submit:
- a. the President-elect as its sole nominee for the office of President;
  - b. a list of nominees not exceeding two (2) in number for each office to be filled; and
  - c. a list of nominees not exceeding the number of directors to be elected plus three (3).

At least one (1) week before the annual meeting, at a regular meeting of the club, nominations from the floor may be made for any office and, when so made, together with the list submitted by the Nominating Committee, shall then be the list of nominees submitted for an election of officers and directors.

**Section 5.** The President shall appoint an Elections Committee consisting of not more than seven (7) members. The duties of this committee shall be to distribute, collect, and count the ballots and report the results to the President, who shall announce them. A majority of all votes cast shall be necessary to elect any officer. If any ballot does not have a majority for a nominee for any office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot, the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

**Section 6.** If the names of more than the number of directors to be elected are placed in nomination, the individuals who receive the highest number of votes up to the number to be elected shall be declared elected.

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

**Section 8.** Nothing contained in this Article shall be construed as limiting the right to make further nominations from the floor of the meeting.

### ARTICLE XIII. VACANCIES IN OFFICE

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

**Section 2.** After the election and prior to October 1, in the event of the disability or inability to serve by an officer-designate or director-designate, except the Secretary, the vacancy shall be filled at a regular club meeting, upon one (1) week's notice of nomination(s) by the Board of Directors-designate. In case of a vacancy in the office of Secretary for the following year, the vacancy shall be filled by the Board of Directors-designate.

### ARTICLE XXIII. 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.

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#### **Schedule**

- At a regular meeting not later than the first week in April - the President shall appoint a Nominating Committee, consisting of not less than five members, a majority of which shall be Past Presidents.
- At the last regular meeting in April - the Nominating Committee shall submit it's report of nominations as follows:
  - a. the President-elect as the sole nominee for the office of President
  - b. one or two nominees for the office of President-elect
  - c. two to four nominees for the two offices of Vice-President
  - d. one or two nominees for the office of Treasurer
  - e. six to nine nominees for the six Directors to serve a two year term.
- At the first regular meeting in May - nominations from the floor may be made for any office
- At the second regular meeting in May (the Annual Meeting) - the election of officers shall be held prior to the program. Additional nominations may be made from the floor. If there is not more than one candidate for each office, a collective voice vote may be taken for the entire slate of officers and directors. If there is any contested position, Article XII. Section 5 shall be followed to complete the election.
- At a special meeting of the newly elected Board of Directors within the week following the Annual Meeting - election of the Secretary.

#### **Qualifications for the Club President**

The club president should be an active member in good standing, and should: (6/91)

- A. Possess the esteem and confidence of the club members and the ability to assume the leadership of the club; (6/91)
- B. Have attended the previous district convention and division training conference; (1/00)
- C. Be prepared to give the time and effort necessary to lead and carry on the work and activities of the club; (6/91)
- D. Have served well as a board member, club officer or as chairman of one or more of the major club committees; and (6/91)
- E. Have a working knowledge of the Objects and objectives of Kiwanis International and the club bylaws. (6/91)

#### **Qualifications for other Officers and Directors**

- Nominee(s) for the office of President-elect (who will be the only nominee for the office of President the following year unless a resignation or removal from office has occurred) shall:
  - a. have served this club as a Vice-President, or at least three years as an officer and/or director, or as President of another Kiwanis Club
  - b. have demonstrated adequate leadership and management capability
  - c. commit to the responsibilities and duties of the offices of President and President-elect
- Nominees for the office of Vice-President shall:
  - a. have served this club as a Director and/or as Treasurer or Secretary
  - b. have demonstrated adequate leadership and management capability
  - c. commit to the responsibilities and duties of the office of Vice-President
- Nominee(s) for the office of Treasurer shall:
  - a. have demonstrated adequate knowledge of financial matters
  - b. commit to the responsibilities and duties of the office of Treasurer
- Nominees for the positions of Director shall:
  - a. have exhibited a commitment to the club through service on committees
  - b. commit to the responsibilities and duties of the Directors

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The success of the Kiwanis Club of Glendale is based on the participation of its members. It is therefore crucial that the performance of each member regarding potential consideration as an officer or director be evaluated by the Nominating Committee. Some criteria which are suggested for evaluating a member's performance for service on the Board of Directors are:

- i. Participating in fund raising
- ii. Material contributions
- iii. Board meetings attended (especially if a former officer or director)
- iv. Committee meetings attended
- v. Participation on ad hoc committees
- vi. Offices held
- vii. Recruitment of new members
- viii. Innovative ideas introduced

Note: Not later than the date of the appointment of the Nominating Committee, the Secretary shall compile a list of the active club members who have previously served as an officer and/or director.

### **Annual Board Agreement**

Nominees for the officer and director positions should be prepared to sign an annual reaffirmation as follows:

- I continue to be fully supportive of the group's mission, purpose and goals.
- I understand I am expected to be actively engaged in the group's work and to be responsible for all preparations necessary to make informed decisions.
- I am aware of the attendance requirements for meetings and intend to be at all functions unless an emergency prevents me from fulfilling this obligation.
- I have reviewed, signed and intend to comply with our board policies on confidentiality and conflict of interest.
- If anything should occur during the year that would not allow me to keep these intentions of being a positive contributor to our board, I will take the initiative to talk with the officers about a voluntary resignation or reassignment of responsibilities to allow another member to serve who is able to be fully involved.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

### **Questions To Be Asked By Nominees Before Accepting Board Membership**

The Nominating Committee should be prepared to suggest the following questions of nominees to determine their understanding of the position they are being asked to consider:

- Do I fully understand what is expected of me?
- Am I committed to the goals and Mission of the club?
- Can I afford the demands on my time, energy, and resources?
- Will I attend meetings regularly, making it a priority?
- Am I willing to perform a reasonable amount of work outside of the regular Board meetings and will I be well prepared for each Board meeting?
- Can I work effectively with the other members of the board?
- Do I understand the appropriate functions of a board member vis-à-vis the committees and/or volunteers?
- What is my real motivation for accepting membership?
- Will I stick it out when the going gets tough or there is controversy?
- Am I willing to participate in necessary board training, education, and development activities to improve my effectiveness with this group?
- Will I be given the necessary resources to accomplish the goals?
- Why me? What can I uniquely contribute?

## How Nominations Are Made

### 1. **By the nominating committee**

*President:* "We will have the report of the nominating committee."

*Chairman of the Nominating Committee:* "The

nominating committee submits the following nominations: For president, Bob Adams; for vicepresident,"...( etc., for each office to be filled - in the order listed in Article VI, ending with directors to be elected).

### 2. **From the floor**

*President:* "For president, Bob Adams is nominated by the nominating committee. Are there any further nominations for president?"

*Member:* "I nominate Shanice Walker."

*President:* "Shanice Walker is nominated. Are there any further nominations for president?"

If there are no further nominations for president:

*President:* "If not, nominations for president are closed." (The same procedure is followed until all nominations from the floor for all officers and directors are completed and nominations are closed.)

## Voting Procedure

For any office in which there are more nominees than vacancies, the Standard Form for Club Bylaws (XII, 2) provides that "voting shall be by ballot and shall not be cumulative." The president announces the offices to be filled and the candidates who have been nominated. Candidates must receive majority of votes cast to be elected. If additional balloting is required for this to happen, bylaws prescribe the procedure.

When the number of nominees for any office is the same as the number of vacancies, the president can declare candidates elected by "common consent" or by a "voice vote."

### 1. **By common consent.**

*President:* Announce the office and the candidate. For example: "If there is no objection, the chairman declares Laura Conaway elected president."

### 2. **By voice vote.**

*President:* "As many as are in favor of Laura Conaway for president, say aye. Those opposed, say no. The ayes have it, and Laura Conaway is elected president."

If there have been no additional nominations from the floor, the entire slate recommended by the nominating committee can be elected similarly and at one time. In any case, "only active, privileged, and senior members present and in good standing may vote. There shall be no voting by proxy." Honorary members may not vote. (Note: Depending upon your own bylaws, the secretary must either (1) be elected at this annual meeting or (2) be elected within one week after the annual meeting by the officers and directors who will constitute the board of directors the following year. See XII, 7, and the explanatory note to XII, 1.)