

BYLAWS
KIWANIS CLUB OF TULSA, OKLAHOMA

Article I
OFFICIAL NAME

Section 1. This organization shall be known as Kiwanis Club of Tulsa, Oklahoma. This name shall not be changed unless permission shall first have been obtained from the Board of Trustees of Kiwanis International.

Article II
OBJECTS

Section 1. The Objects of this club shall be the Objects of Kiwanis International, which are:
To give primacy to the human and spiritual, rather than to the material values of life.

To encourage the daily living of the Golden Rule in all human relationships

To promote the adoption and application of high social, business and professional standards.

To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.

To provide, through this club, a practical means to form enduring friendships, to render altruistic services, and to build a better community.

To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

Article III
MEMBERSHIP AND CLASSIFICATION
CLASS OF MEMBERSHIP

Section 1. Membership in this club shall be primarily of the active class as herein defined. There may be only three (3) other classes of memberships: senior, privileged, and honorary.

Section 2. A person may hold membership in more than one (1) Kiwanis Club.

Section 3. The active members shall represent a cross section of occupations in the community in which this club is located.

Section 4. Members (other than honorary) have the duty to attend meetings, participate in service projects and other activities, pay club financial obligations, wear the Kiwanis emblem, be appointed to committees, be elected as officers or directors, and attend Kiwanis conferences and conventions.

Section 5. Membership is open to persons eighteen (18) years of age and over who satisfy the qualifications for either active membership, privileged membership, senior membership or honorary membership.

Section 6. All members of this club must believe in and subscribe to the Objects of Kiwanis International and be of good character and community standing.

QUALIFICATIONS FOR ACTIVE MEMBERSHIP

Section 7.

- (a) Any member must believe in and subscribe to the Objects of Kiwanis International.
- (b) An active member must be a person of good character and community standing who resides or has other community interests within the area of this club.
- (c) An active member must pay a membership induction fee and annual membership dues and shall be entitled to all privileges of club membership.

QUALIFICATIONS FOR SENIOR MEMBERSHIP

Section 8.

- (a) Any member who shall have been an active member in good standing of one (1) or more Kiwanis clubs for not less than ten (10) years, and who is unable to meet the attendance requirements because of health, business, or other extenuating circumstances, and who shall have met such other conditions as may be prescribed by the club in these bylaws, may be elected by the Board of Directors as a senior member upon making written application
- (b) The Board of Directors shall review the list of senior members not less than once each year and shall have authority, for such reasons as seems adequate, to terminate any such senior membership or to reinstate any such member to active membership.
- (c) A Senior member must meet the standards of attendance and participation as set forth by the Board of Directors.

QUALIFICATIONS FOR PRIVILEGED MEMBERSHIP

Section 9.

- (a) Any active member of a chartered club who, on or before July 31, 1963, shall have been elected a privileged member, may continue to be a privileged member.

- (b) The Board of Directors shall review the list of privileged members not less than once each year and shall have authority, for such reasons as seem adequate, to terminate any such member's privileged membership or seem adequate, or to reinstate any such member as an active member.
- (c) A privileged member must pay annual membership dues and shall be entitled to all privilege of club membership. A privileged member shall be excused from conformity to the attendance rules for active and senior members.
- (d) No member shall be elected to privileged membership after July 31, 1963.

QUALIFICATIONS FOR HONORARY MEMBERSHIP

Section 10.

- (a) Any person who has performed some distinguished public service may be elected by the Board of Directors as an honorary member of this club of which the person is not an active, senior, or privileged member for a period of one (1) year and thereafter may be reelected annually.
- (b) An honorary member shall not pay either a membership induction fee or annual membership dues and shall be entitled to all privileges of club membership, except those of voting and holding office. An honorary member in the United States of Canada shall be a paid subscriber to KIWANIS magazine.
- (c) An honorary member shall not be obligated to attend club meetings.

Article IV

ADMISSION TO MEMBERSHIP AND RESIGNATION

Section 1. Prospective active members shall be considered for election to membership by invitation only or by transfer from an active Kiwanis club, under the following procedures:

- (a) Each proposal for membership shall be submitted by a member of this club to the Secretary or the Committee on membership Growth and Education, which proposal shall (sic) bear the signature of the proposer and the endorsement of at least one (1) additional club member, both of whom shall be members in good standing.
- (b) All proposals for membership shall be referred to the Board of Directors, who shall inform the club members of the names of those proposed for membership which will be acted upon by the Board of Directors after a period of two (2) weeks.
- (c) Each proposal for transfer may be submitted by a member of an active Kiwanis club directly to the Board of Directors for the purpose of changing club membership. Transfers must be requested within six (6) months of discontinuing active attendance in the original club.
- (d) At a meeting of the Board of Directors at which a quorum is present, members shall be elected and transfers accepted by two-thirds (2/3) vote of those present.
- (e) Upon favorable action by the Board of Directors, the new and transferred member shall be notified personally concerning the action of the Board and the membership induction fee shall then be secured. The official admission into club membership shall be the date the foregoing requirements are completed, and that date shall be report to Kiwanis international

Section 2. Senior and honorary members shall be elected by a majority vote of the entire Board of Directors.

Section 3. A member may resign from the club provided that such member's indebtedness to the club has been paid. The resignation shall be submitted in writing to the board of Directors and shall become effective when accepted by the Board. Such individual shall forfeit all interest in any funds or other property belonging to the club and all rights to the use of the Kiwanis name, emblem, insignia, or other Kiwanis Marks.

ARTICLE V DISCIPLINE OF MEMBERS

Section 1. Any active, senior, or privileged member being two (2) months in arrears in the payment of dues and/or financial obligations, by majority vote of the Board of Directors, shall stand suspended from membership and be so notified in writing by the Secretary. Upon payment of arrears and making application for reinstatement or membership, such member, within thirty (30) days from the date of such written notice, by majority vote of the Board, may be reinstated. If such member is not reinstated within the thirty (30) day period, the membership is terminated.

Section 2. Active members shall maintain regular attendance at club meetings and shall actively participate in club activities, and the Board of Directors shall review semiannually the attendance and activity participation record of each member. The Board will then measure the personal involvement and attendance at regular club meetings of each active member. At the discretion of the Board, any active member who, without excuse fails to regularly attend club meetings or actively participate in the activities, by majority vote of the Board, shall stand suspended and be so notified in writing by the Secretary.

Section 3. Any senior member who, without excuse fails to meet the standards of attendance and participation in club activities set forth by the Board of Directors, by majority vote of the Board, shall stand suspended and be so notified in writing by the Secretary.

Section 4. Any suspended active or senior member, upon making application to the Board of Directors for reinstatement and expressing a willingness to meet club standards of attendance and participation, by majority vote of the Board, may be reinstated within thirty (30) days from the date of such written notice of suspension by the Secretary. If such member is not reinstated within the thirty (30) day period, the individual's membership is terminated.

Section 5. A complaint against a member charged with conduct unbecoming a Kiwanian shall be referred to a special committee appointed by the Board for the purpose of investigating, reporting, and making a recommendation before any action is taken on such charges by the Board of Directors. Proper notice of the charges, the investigation, and the hearing shall be given to such member. A member against whom such charges are sustained after a hearing before the Board may be terminated from the membership by a two thirds (2/3) vote of the entire Board.

“Conduct unbecoming a board member of the Kiwanis family” (Kiwanis, Kiwanis Junior, Circle K, Key club, Builders Club, K-Kids, and Aktion Club), is defined as any conduct that:

- (a) Is incompatible with the interested of the public or of the members of the Kiwanis family; -or-
- (b) Tends or threatens to harm the standing or reputation of the Kiwanis family in the local or global community.

Violation of the policy defining “conduct unbecoming a member of the Kiwanis family” may result in disciplinary action against the offending member. Disciplinary action can result in a private reprimand, a public reprimand, or dismissal from the organization. A private reprimand is communicated to the individual violating the “conduct policy” as a warning. A public reprimand requires notification of the district board or district governor of the individual violating the “conduct policy.” Dismissal means removal from the member’s office or club.

Any individual receiving written notice as provided in the applicable bylaws shall be permitted to hear all evidence against him or her and be afforded the opportunity to provide evidence in his or her defense. The appropriate ruling body shall hear the evidence and determine what sanctions, if any, shall be imposed, and such decision shall be final.

Section 6. Any person whose membership has been terminated in any manner shall forfeit all interest in any club funds or other property and all rights to the use of the Kiwanis name, emblem, insignia, or other Kiwanis Marks.

Article VI OFFICERS

Section 1.

- (a) The officers shall be a President, President-elect, Immediate Past President, First Vice-President, Second Vice-President, 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.
- (b) After their election and before their assumption of office, all officers shall be known as 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 officers other than those of President-elect and Vice-President or Secretary and Treasurer shall be combined in one (1) person. 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.

Section 4. The President has the following duties and responsibilities:

- (a) Be the executive officer of this club
- (b) Preside over all meetings of the club and the Board of Directors
- (c) Promote the Object of Kiwanis International and the positive image of Kiwanis in the community.
- (d) Be an ex-officio member of all standing and special committees
- (e) Present the views of this club to the district and the view of the district
- (f) Promote membership growth and the building of the new Kiwanis clubs.
- (g) Be one of the club delegates to the International and district conventions.
- (h) Attend district conventions and division meetings.
- (i) Perform such other duties and responsibilities as usually pertain to such office.

Section 5. In the absence of the President, the First Vice-President or Second Vice-President shall preside at all meetings of this club and of the Board of Directors.

Section 6. The President-elect has the following duties and responsibilities:

- (a) Be the only nominee for the office of President.
- (b) Prepare for service as President the following year.
- (c) While serving as President-designate, attend the International and district conventions, district conferences, and the training conference for club president designate.
- (d) Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the president or Board of Directors.

Section 7. The Immediate Past President shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors, including attending the division meeting for the selection of the Lieutenant Governor and Lieutenant Governor-elect.

Section 8. The Vice-Presidents shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

Section 9. The Treasurer has the following duties and responsibilities:

- (a) Receive all funds paid to this club and promptly deposit them in the official depositories.
- (b) Disburse funds on order of the Board of Directors and may countersign all checks

- (c) Maintain the club financial accounts and records.
- (d) At all times, make available for inspection by the President, the Board, or any authorized auditors, the financial records of the club.
- (e) Make a financial report to the Board monthly, at the annual meeting of the club, and at such other times as the President or Board may require.
- (f) Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board.

Section 10. The Secretary has the following duties and responsibilities:

- (a) When Secretary-designate, attend the training conference for club secretaries-designate.
- (b) Keep the club books and records, including membership and attendance.
- (c) At all times, make available for inspection by the President, the Board of Directors, or any authorized auditors, the club books and records.
- (d) Keep minutes of the meetings of the club, Board and committees.
- (e) Present all bills to the Board for approval and may sign all checks for their payment.
- (f) Submit to the proper officers, committees, or members all communications received from Kiwanis International or the district.
- (g) Promptly respond to correspondence and submit all official reports required by Kiwanis International or the district.
- (h) Submit reports to the club at such times as the President or Board may require.
- (i) Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board.

Section 11. Other officers (if any) shall perform such duties as usually pertain to such offices or as may be assigned by the President or Board of Directors.

Article VII BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers, seven elected directors plus three directors appointed by the President-designate and approved by the current Board.

- (a) The Chairman of the Board of the Miss Oklahoma Pageant shall also serve as a director as long as this person is a member of the Kiwanis Club of Tulsa and as long as the Kiwanis Club of Tulsa is a sponsor of the Miss Oklahoma Pageant.
- (b) The Club may elect a member to the Board as an additional director whose duties and responsibilities shall be that of host chairman of the district convention if that person is a member of the Kiwanis Club of Tulsa.

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 one (1) year or until their successors shall be duly elected and qualified.

Section 4. The Board of Directors shall determine the policies and activities of the club, elect and discipline members, approve the budget, approve all bills, take counsel with committees, and have general management of the club.

Section 5. The Board of Directors shall meet regularly at least once each month and hold additional meetings at the call of the President or a majority of the Board. At the discretion of the Board, the committee chairmen shall meet in joint session with the Board.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of all business, except in cases where a larger vote of the entire Board is required under these Bylaws.

Section 7. A member of the Board of Directors who misses three (3) consecutive regular meetings of such Board, unless excused by the Board of Directors, shall automatically vacate the Board membership and office, if any.

Section 8. All vacancies shall be appointed by the President and approved by the current Board.

Article VIII CONTINUING OR LONG-TERM PROJECTS

Section 1. This club may adopt or discontinue a project that may last more than one (1) year, by the approval of a two-thirds (2/3) vote of the active, privileges, and senior members present at a regular meeting, provided written notice of the proposed adoption or discontinuance shall have been given to the members at least two (2) weeks prior to the meeting, One-third (1/3) of the active, senior, and privileged members shall constitute a quorum. There shall be no voting by proxy or absentee ballot.

Article IX RECONSIDERATION OF BOARD ACTION

Section 1. Whenever a petition signed by a majority of the entire club membership alleges that a decision of the club Board of Directors should be reconsidered by the membership of the club, the club secretary shall give at least fourteen (14) clear days written notice to the entire membership of a special meeting to reconsider the decision of the club Board of Directors in question. Such meeting shall be held within thirty (30) days of the date of the petition. Service of such notice shall be deemed effective five (5) days after such notice is mailed. At the meeting, the decision of the club Board of Directors may be reversed by a two-thirds (2/3) vote of those members present.

Article X COMMITTEES

Section 1. The basic standing committee structure for clubs is established by the International Board of Trustees. The basic structure should include separate committees that address community services, youth services, sponsored youth, Young Children: Priority One, human and spiritual values, club administration, membership growth and education, public relation, and finance and fund raising. The structure, along with the duties and responsibilities of standing committees, shall be included in annual club and district officer guidebooks and/or manuals/

Section 2. Where and when the opportunity exists to extend Kiwanis through the sponsorship of a new Kiwanis club, the President shall appoint a committee on New Club Building. This committee shall have responsibilities as outlined in the procedures for new club building established by Kiwanis International.

Section 3. Where desired, there shall be the option of expanding the committee structure by creating other standing committees which would enable the club to function more effectively in terms of its own needs and interests. The duties of such committees shall be determined at the time they are created.

Section 4. Each standing committee shall be composed of three (3) or more members and shall serve for a term of one (1) year, commencing on the first day of October. All members of a committee are appointed by and are subject to removal by the President. Each committee shall be responsible to the President and shall make such reports as the President or Board of Directors may direct.

Section 5. Subject to the approval of the board of Directors, special committees may be appointed by the President and they shall perform such duties as may be defined in their creation.

Section 6. Each committee shall cooperate with the appropriate Kiwanis International or district committee(s) to promote, when practical, programs suggested by such committees(s).

Article XI MEETINGS

Section 1. This club shall hold one (1) weekly meeting on such day and at such time and place as shall be determined by the Board of Directors.

Section 2. If the club's regular meeting falls on a legal holiday or eve thereof, the Board may reschedule the meeting for another day during the affected week or cancel the meeting, provided not more than two (2) regular meetings are cancelled during the administrative year.

Section 3. The club may hold such other meetings as the Board or membership may desire.

Section 4. The regular weekly meetings shall not be more than one (1) hours and thirty (30) minutes in duration, except on special occasions as approved by the Board of Directors.

Section 5. The annual meeting of the club should be held at a regular 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.

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.

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) for each office to be filled; and
- (c) A list of nominees not exceeding the number of directors to be elected plus three (3)

Section 5. 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 6. On the day of the annual meeting 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.

Section 7. 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 8. The Secretary shall be appointed by the President-designated and elected within one (1) week after the annual meeting by the officers and directors who comprise the Board of Directors for the succeeding year.

Article XIII VACANCIES IN OFFICE

Section 1. In the case of a vacancy in the office of the President, the First Vice President shall succeed to the office. In the case of a vacancy in the office of President –Elect, Second Vice president, Treasurer, or Director, the vacancy shall be filled at the 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 vacancy in the office of Secretary for the following year, the vacancy shall be filled by the Board of Directors-designate.

Article XIV REMOVAL OF OFFICERS OR DIRECTORS

Section 1. Whenever it shall appear to the President or a majority of the club Board of Directors, or by a petition signed by a majority of the entire club membership and presented to the club Board of Directors, that an officer or director may be engage in conduct unbecoming a Kiwanian or is failing to perform the duties of that office, the club Board shall give written notice of the alleged fact to the officer or director within thirty (30) days.

Section 2. A meeting of the entire club membership to consider the alleged facts shall be held within thirty (30) days thereafter, with at least fourteen (14) days clear notice to be given to the entire membership of such meeting. Service of such notice shall be deemed effective five (5) days after such notice is mailed. In the event that the club, by a two-thirds (2/3) vote of the entire membership, finds that the officer or director has engaged in conduct unbecoming a Kiwanian or is not performing the duties of such office and declares such office vacant, the membership shall proceed forthwith to elect a new officer or director to fill such vacancy.

Article XV INTERNATIONAL AND DISTRICT OBLIGATIONS

Section 1. The club shall exercise fully the privileges and rights of membership in Kiwanis international and the district and shall discharge promptly all obligations imposed by Kiwanis International and the district.

Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by Kiwanis International or the district.

Section 3. The Board of Directors shall provide for the prompt payment of all dues and other obligations to Kiwanis International or the district.

Section 4. The President and President-designate should act as club delegates to the International and district conventions.

Section 5. In the event the President or President-designate is unable to attend the district or International convention, this club should elect alternate delegates.

Section 6. Delegates and alternates to all conventions or other meetings of Kiwanis International or the district shall be elected at dates sufficiently in advance of such meetings to comply with the Kiwanis International Bylaws and district bylaws. Provision for expenses of such representatives shall be made in the club administrative budget. The Board of Directors shall also provide for the proper representation at any other International or district meetings of Kiwanis in which this club has the privilege of participation.

Section 7. Is this club is also affiliated with a federation, the rights, privileges, and obligations set forth in this Article which apply to a district also apply to the federation.

Article XVI OFFICIAL PUBLICATION

Section 1. Each active, senior, privileged and honorary member of a chartered club in the United States and Canada shall be a paid subscriber to the official publication of Kiwanis International. The subscription price shall be collected from each active, senior, and privileged member as a part of that member’s regular dues. If spouses are both members of this club, one spouse may chose not to subscribe to the official publication. A member who belongs to more than one (1) Kiwanis club, must designates their primary club to which the subscription to the official publication will be paid.

Section 2. This club shall enter subscriptions for the official publication in its books in a special subscription account, and such subscriptions shall be forwarded to the Executive Director of Kiwanis International.

Article XVII PUBLIC ACTIVITIES

Section 1. This club, by fair discussions at its meetings and in other ways, is encouraged to keep its members and the community informed on all questions of public importance and any proposed legislation affecting the community in which this club is located.

Section 2. This club shall have the right, and it shall be its duty, from time to time to give expression by proper means of its attitude on such public questions and such proposed legislation, provided that no other Kiwanis Club is affected by the same.

Section 3. When any other Kiwanis club or clubs within the district are affected by any such public questions or proposed legislation, before expressing an opinion, this club must refer the matter, with a favorable or unfavorable recommendation, to the District Board of Trustees. If a club or clubs outside the district are affected, the club must refer the matter to the International Board of Trustees. Upon approval of the recommendation by the district or International Board, respectively, the club may publicly express its opinion through legal and proper means.

Section 4. This club shall not be used in any way for political purposes, nor shall it, as a club, actively participate in the political candidacy of any person.

Article XVIII REVENUE

Section 1. The membership induction fee and annual dues shall be as determined by the Board of Directors and shall be approved by a two-thirds (2/3) vote of the active, senior, and privileges members present at any regular club meeting, provided written notice shall have been given the members at least two (2) weeks prior to the meeting. Such membership induction fee or annual dues shall remain in effect until changed in accordance with the provisions of the Section.

Section 2. Revenue from sources other than those defined in this Article may be raised as determined by the Board of Directors and approved by a two-thirds (2/3) vote of the active, senior, and privileges members present at any regular meeting, provided written notice shall have been given to members at least two (2) weeks prior to the meeting.

Section 3. Monies received from fund-raising in which the public participates, or from members or others for the service activities sponsored by the club, shall be segregated from the administrative funds and shall be used only for charitable, educational, religious, and eleemosynary activities.

Section 4. A member under the age of twenty-five (25) years shall be relieved of any obligation to pay the amount of International (and district) dues for a period of two (2) years from the date of joining the club, provided the member was a former member of a Kiwanis International sponsored program, the member will be responsible for all dues in excess of the amount of the International (and District) dues.

Article XIX FINANCE

Section 1. No later than October 15, separate budgets of estimated income and expenditures for the year (October 1- September 30) for the administrative and community service funds shall be adopted by the Board of Directors.

Section 2. The club books of account shall be audited at least once each year. The auditors shall be named by the Board of Directors. The auditors should be familiar with financial statements and should conduct tests of income and expenditures for the past year. The auditors may be club members, but shall not be Secretary or Treasurer. A copy of the auditor's report shall be provided to the current Board of Directors and, upon request, to any club member.

Section 3. The Board of Directors shall determine the official deposit or depositories and shall designate those persons who shall sign checks.

Section 4. If a club is dissolved, resigns, has its character revoked, or otherwise ceases operations, and if there are funds or other club assets remaining after club obligations are paid for which the last Board of Directors has made no provision, then the Treasurer shall pay any such funds to and donate such assets to the Kiwanis International Foundation.

Article XX INDEMNIFICATION AND LIABILITY OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administration of investigative, other than an action by or in the right of the Club, by reason of the fact that such person is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fee, judgments, fines and amounts paid in settlement.

Section 2. To the maximum extent permitted by law, there shall be no liability and no cause of action against any person serving as an officer or director or both on behalf of the Kiwanis Club of Tulsa be reason of the breach of the fiduciary duty of due care.

Article XXI 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
- Third – District Bylaws

Article XXII SEVERABILITY

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

Article XXIII

PARLIAMENTARY AUTHORITY

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

Article XXIV

AMENDMENT

Section 1. Any amendment of these bylaws, if in conformity with the Kiwanis International Constitution and Bylaws, may be adopted by two-thirds (2/3) vote of the active, senior, privileged members present at any regular meeting, provided written notice of the proposed amendment shall have been given to the members at least two (2) weeks prior to the meeting. One-third (1/3) of the active, senior, and privileged members shall constitute a quorum. There shall be no voting by proxy or absentee ballot.

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

Article XXV

APPROVAL OF KIWANIS INTERNATIONAL

Section 1. These bylaws and all amendments or additions shall not be effective unless approved by Kiwanis International.

Adopted 12/6/2004

KI approval 1/16/2005