



BYLAWS OF KIWANIS ASIA-PACIFIC

*As approved by the House of Delegates of Kiwanis Asia-Pacific on March 18, 2023
and submitted to Kiwanis International for approval on March 19, 2023.*

Approved by Kiwanis International on April 22, 2023.

Effective from April 23, 2023.

ARTICLE I.

NAME AND TERRITORIAL LIMITS.

Section 1. The name of this organization shall be:

KIWANIS ASIA-PACIFIC

Section 2. The territory of Kiwanis Asia-Pacific shall be the Asia-Pacific geographic area, defined as Asia-Pacific Region in the Bylaws of Kiwanis International.

Section 3. The Executive Board may, with prior agreement of the House of Delegates at a Kiwanis Asia-Pacific Convention, recommend to the Board of Trustees of Kiwanis International, a change in the name or territorial limits of Kiwanis Asia-Pacific, but the name or territorial limits shall not be changed without the prior consent of the Board of Trustees of Kiwanis International.

ARTICLE II.

OBJECTIVES AND GOALS.

Section 1. The objectives of Kiwanis Asia-Pacific shall be:

To seek within the Asia-Pacific Region and through the clubs the attainment of the Objects of Kiwanis International as set forth in the Bylaws, 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 the application of higher social, business, and professional standards.
- To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship.
- To provide, through Kiwanis clubs, a practical means to form enduring friendships, to render altruistic service and to build better communities.
- To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

Section 2. The goals of Kiwanis Asia-Pacific shall be:

- a) To promote the development of Kiwanis in the Asia-Pacific Region in cooperation with Kiwanis International. The major emphasis is to be on areas outside districts and on countries where a few or no clubs are working.
- b) To unite Kiwanis in the Asia-Pacific Region to better participate in the future organization of Kiwanis International.
- c) To work closely with Kiwanis International in order to provide a more equitable distribution of Kiwanis International staff throughout the world and to facilitate an improvement in the service and support which districts and clubs in the Asia-Pacific Region receive from Kiwanis International.
- d) To promote the Global Campaign for Children in cooperation with Kiwanis International.
- e) To recognize and develop an understanding of diverse cultures and mores of all nations within the Asia-Pacific Region.
- f) To promote the achievements of Kiwanis in the Asia-Pacific Region throughout the Kiwanis world.
- g) To encourage interclub relations and to support effective communication among Kiwanians within the Asia-Pacific Region and the entire world.
- h) To promote the building of service leadership programs (SLP) within the Asia-Pacific Region.
- i) To prepare and keep up to date a Strategic Plan in cooperation with Kiwanis International for the development of Kiwanis in the Asia-Pacific Region.

ARTICLE III.
MEMBERSHIP.

Every chartered club in good standing with Kiwanis International within the Asia-Pacific Region shall be a member of Kiwanis Asia-Pacific.

ARTICLE IV.
OFFICERS.

Section 1. The officers shall be a Chair, a Chair-elect, a Vice Chair, the Immediate Past Chair, a Secretary/Treasurer, the incumbent Governor of each District, the Chair of each Provisional District, the Convention Organizing Chair, and three (3) representatives from among the Kiwanis Nation(s) who shall each be from different nations.

Section 2.

- (a) Each officer shall be an active member in good standing of a chartered club in good standing with Kiwanis International within the Asia-Pacific Region.
- (b) The Chair, Chair-elect and Vice Chair shall have served as Governor of a Kiwanis Asia-Pacific District, and shall not come from the same district in any one year.
- (c) No offices shall be combined in one (1) person, nor shall any person serving as a Kiwanis International Board Member simultaneously be an officer of Kiwanis Asia-Pacific.

Section 3.

- (a) A member of the same district may not succeed a Chair within two (2) administrative years after that Chair's incumbency.
- (b) A member of the same district may not succeed a Chair-elect or Vice Chair within one (1) administrative year after that Chair-elect's or Vice Chair's incumbency.

Section 4.

The term of each officer shall begin on the first day of October of each year and continue for one (1) year or until a successor shall be duly elected, appointed (Convention Organizing Chair and Secretary/Treasurer), and qualified

Section 5. The duties of the officers shall be as follows:

- (a) The Chair shall preside at all meetings of any Asia-Pacific Convention and at all meetings of the Executive Board. The Chair shall attend the annual Kiwanis International Convention and any Kiwanis International Council meetings. The Chair shall perform such other duties as may be assigned by the Executive Board.
- (b) The Chair-elect shall oversee the implementation of the Kiwanis Asia-Pacific Strategic Plan and Goals as adopted. The Chair-elect shall also perform such other duties as may be assigned by the Executive Board.
- (c) The Secretary/Treasurer shall keep the records of membership, attendance, minutes of the meetings of the Executive Board, and minutes of any Convention. The Secretary/Treasurer shall receive all funds paid to Kiwanis Asia-Pacific and shall deposit the same in the official depositories designated by the Executive Board and shall disburse the same by order of said Executive Board. The accounts and books shall at all times be open to the inspection of the Chair, the Executive Board, and any person or entity named by the Executive Board. The Secretary/Treasurer shall submit a report to the annual Asia-Pacific Convention and such other reports as the Chair or the Executive Board may require. The Secretary/Treasurer shall perform such other duties as may be assigned by the Executive Board.
- (d) The Vice Chair shall oversee the development and support of Kiwanis Nations and Provisional Districts. The Vice Chair shall also perform such other duties as may be assigned by the Executive Board.
- (e) The Immediate Past Chair shall perform such duties as may be assigned by the Executive Board.
- (f) The Convention Organizing Chair shall organise any Convention in accordance with the provisions of the Kiwanis Asia-Pacific Policies and Procedures.
- (g) The Representatives of the Kiwanis Nation(s) shall perform such duties as may be assigned by the Executive Board.
- (h) The incumbent Governors shall perform duties as provided in the Kiwanis International Bylaws, as well as Policies and Procedures.

Section 6. In the absence of the Asia-Pacific Chair from a meeting of any Asia-Pacific Convention or the Executive Board, the Chair-elect shall preside. In the event that both the Chair and Chair-elect are absent, the Vice Chair shall preside, failing which the Executive Board shall designate one of its members to act as Chair.

Section 7.

- (a) In the event of a vacancy in the office of Asia-Pacific Chair during any administrative year, the Executive Board shall elect the Chair-elect to serve as Chair.
- (b) In the event of a vacancy in the office of a Chair-elect or Vice Chair during an administrative year, the Executive Board may elect a Past Governor of an Asia-Pacific District to serve as a Chair-elect or Vice Chair.
- (c) In the event of a vacancy in Immediate Past Chair, the active member who served as Chair most recently prior and who is willing and able to serve shall automatically become the Immediate Past Chair.
- (d) In the event, during an administrative year, of vacancies in the office of any of the representatives of Kiwanis Nation(s), the Executive Board may appoint persons from any Kiwanis Nation(s) not yet represented on the Executive Board.
- (e) In the event of disability or inability of any member-designate of the Executive Board,
except the Governor of a District or the Chair of a Provisional District, to serve for the year for which elected, as certified by the Chair-designate and affirmed by a two-thirds (2/3) vote of the entire Executive Board-designate, the Executive Board-designate shall proceed to elect a successor for the administrative year in accordance with the provisions for filling vacancies in office as prescribed herein.

ARTICLE V.
EXECUTIVE BOARD.

Section 1. The Executive Board shall include a Chair, a Chair-elect, a Vice Chair, the Immediate Past Chair, a Secretary/Treasurer, the incumbent Governor of each District, the Chair of each Provisional District, the Convention Organizing Chair, and three (3) representatives of the Kiwanis Nation(s). The Kiwanis International President, President-Elect, and Vice-President, as well as any members of the Kiwanis International Board and Kiwanis International Foundation (Kiwanis Children's Fund) Board from the Asia-Pacific Region, the Executive Director of Kiwanis International or his/her designee, and International Kiwanis Committee Chairs from Asia-Pacific, shall be ex-officio members of the Executive Board, without vote. The Governor-elect of each District and the Coordinator of any Kiwanis Nation not already represented, shall be invited as observers to meetings of the Executive Board.

Section 2. The Executive Board shall meet at such time and places as may be determined by action of the Board, by call of the Chair, by call of the President of Kiwanis International, or by written request of five (5) voting members of the Board, provided there shall be at least three (3) regular meetings during each year, one immediately before and one immediately after the annual Asia-Pacific Convention, with another to be held at the time of either the Kiwanis International Council or the Kiwanis International Convention. However, if the annual Asia-Pacific Convention is held in conjunction with the Kiwanis International Convention, then there shall be at least two (2) regular meetings during that year. A written notice of the time and place of all meetings of the Executive Board shall be sent to each member not less than thirty (30) days prior to said meeting.

Section 3. The Executive Board may meet and conduct business by any method that allows all participants to simultaneously communicate with one another. Participation by such methods constitutes attendance. Normal Executive Board meeting rules and processes apply unless otherwise previously determined and announced by the Executive Board. The Executive Board may also determine matters via written mailed, emailed, or faxed ballots, provided responses are received from at least three-fourth (3/4) of the Executive Board

members. Written ballots shall be retained until the subsequent Executive Board meeting_ and may be produced upon request of an Executive Board member.

Section 4. A majority of the total members of the Executive Board shall constitute a quorum, and a majority vote of those present shall decide any question, unless a greater vote is specified herein.

Section 5. Within thirty (30) days after any Executive Board meeting, the Secretary/Treasurer shall provide a draft of the meeting minutes or a summary of the actions taken to Kiwanis International and a copy shall be made available to clubs in the Asia-Pacific Region. The Executive Board shall provide a copy of the official minutes of each Executive Board meeting to Kiwanis International within thirty (30) days after approval by the Executive Board.

Section 6. The Executive Board shall direct and oversee the conduct of any Asia-Pacific Convention to ensure its efficient operation; and also advise, compel, and monitor adherence to prescribed convention procedures, agenda, and protocol by the host district/club.

ARTICLE VI. CONVENTIONS.

Section 1. The Annual Convention shall be held at such place and date in the months of March to July as shall be mutually agreed to by the Executive Board and the Board of Trustees of Kiwanis International. In determining the location of a given Annual Convention, the Executive Board shall be guided by the majority vote of the qualified delegates present and voting at the preceding Annual Convention, provided that the Convention shall not be held in the same District, Provisional District or Kiwanis Nation more often than once every three (3) years.

Section 2. In the event the Executive Board shall determine by resolution that there exists a condition of emergency that compels cancellation of the Annual Convention, the Executive Board shall notify Kiwanis International and regional clubs immediately and shall take one of the following measures, in this order, as soon as practical to transact any and all business that was to be transacted at the Annual Convention.

(1) If possible, reschedule the convention to another date and/or location.

(2) Call a special meeting of all persons having the status of delegates-at-large at Annual Conventions, a quorum of which shall consist of not less than thirty (30) delegates-at-large present, provided that at least a majority of the Districts and Provisional Districts are represented. Delegates to such meeting may meet and conduct business by any method that allows all participants to simultaneously communicate with one another or by any other method approved by agreement between the Executive Board and the Kiwanis International Board. The report of the voting results shall be recorded in the meeting minutes.

In all cases, the delegates and delegates-at-large need to be registered.

Section 3. Special conventions shall be called by the Chair upon the request of a majority of the clubs in good standing, or upon the request of the three-fourth (3/4) of the members of the Executive Board. The dates and locations of special conventions shall be determined by a majority vote of the Executive Board.

Section 4. The Secretary/Treasurer shall send by mail or electronic means to each Club Secretary, each District Secretary, each member of the Executive Board, and to the Executive Director of Kiwanis International an official call to the Annual Convention at least ninety (90) days prior to the date of the Annual Convention and an official call to any special or rescheduled convention at least thirty (30) days prior to the start of such convention.

Section 5. The Annual Convention program must include adequate and appropriate coverage of the following:

- (a) Kiwanis administrative matters such as:
 - (1) election of Asia-Pacific officers,
election of Kiwanis International Trustee whenever election is relevant;
 - (2) consideration of future Asia-Pacific convention sites;
 - (3) resolutions and Asia-Pacific Bylaws amendments;
- (b) Activities report of the districts and Kiwanis nations in the Asia-Pacific Region.

Section 6. Delegates and delegates-at-large to any Asia-Pacific convention will be certified by the Secretary/Treasurer in accordance with the following provisions:

- (a) Each District shall be entitled to five (5) voting delegates, provided, however, that Districts having more than twenty-five (25) clubs shall be entitled to one (1) additional voting delegate for every fifteen (15) clubs or part thereof in excess of twenty-five (25) clubs. Such clubs shall be chartered and in good standing with Kiwanis International.
- (b) Each Provisional District shall be entitled to three (3) voting delegates, provided clubs shall be chartered and in good standing with Kiwanis International
- (c) Each Kiwanis Nation with a club or clubs chartered and in good standing with Kiwanis International shall be entitled to one (1) voting delegate for every (15) clubs or part thereof.
- (d) Preceding any convention, the Executive Board shall determine the number of delegates entitled to each District, Provisional District and Kiwanis Nation, based on the number of clubs in good standing as reported by the Secretary/Treasurer. Each District, Provisional District and Kiwanis Nation shall then be informed of its delegate entitlement.
- (e) The voting members of the Executive Board, all Governors–elect and all Past Governors of any District or former District-in-Formation from the Asia-Pacific Region shall be delegates-at-large to the Annual Convention.
- (f) Each delegate, delegate-at-large, or alternate shall be an active member in good standing of a chartered club in good standing with Kiwanis International within the Asia-Pacific Region.
- (g) To be entitled to vote, each delegate or delegate-at-large must have paid the convention registration fee.

Section 7. Each delegate and delegate-at-large present shall be entitled to vote on all matters put before the House of Delegates at any convention. There shall be no voting by proxy. Cumulative voting shall not be permitted.

Section 8. A quorum at any Convention shall consist of not less than fifty (50) voting delegates and delegates-at-large present, provided that at least a majority of the Districts and Provisional Districts are represented.

Section 9. The Executive Board shall have full supervision and management of all Asia-Pacific conventions and shall announce the official program and order of business of each convention. The Executive Board shall present a proposed agenda for the meeting of the Asia-Pacific House of Delegates, which shall be adopted by a majority vote of the

delegates. Changes in the agenda may be made from time to time by a majority vote of the delegates present and voting.

Section 10 For each convention, the Asia-Pacific Chair, subject to the approval of the Executive Board, shall appoint:

- a Sergeant-at-Arms of the Convention and such Assistant Sergeants-at-Arms as may be deemed necessary or advisable.
- a Committee on Credentials, of at least five (5) members from chartered Kiwanis clubs from the Asia-Pacific Region. All members shall be delegates or delegates-at-large. Three (3) members shall constitute a quorum. The Committee on Credentials shall determine whether the delegates present are in good standing.
- a Committee on Elections, of at least five (5) members from chartered Kiwanis clubs from the Asia-Pacific Region. All members shall be delegates or delegates-at-large. Three (3) members shall constitute a quorum. The Committee on Elections shall report promptly to the Asia-Pacific Convention on the results of the balloting and the report shall be signed by a majority of the committee. After the committee has so reported, the Chair shall deliver all ballots to the Secretary/Treasurer to be kept for a period of ninety (90) days after the close of the convention when the ballots shall be destroyed.

Section 11. Any Asia-Pacific convention may propose, discuss, and adopt resolutions, and may recommend matters or concerns to Kiwanis International. The convention shall also consider and act upon matters submitted to it by Kiwanis International.

Section 12. Resolutions

- A club in the Asia-Pacific Region, by majority vote of its active members or board, may propose resolutions to be considered at any Asia-Pacific convention, provided they are submitted to Asia-Pacific Secretary/Treasurer not less than sixty (60) days prior to the date of the convention. Resolutions may also be proposed by the Executive Board.
- All proposed resolutions shall be referred to the Resolutions and Bylaws Committee for its consideration and recommendation to the Executive Board. The Committee may modify, combine, edit, or not accept any club proposals. The Executive Board shall have final authority on resolutions to be considered at the convention.
- No later than thirty (30) days prior to the Asia-Pacific convention, the Secretary/Treasurer shall make available to each club in the Asia-Pacific Region a copy of all proposed resolutions other than those of memoriam and appreciation.
- No other resolutions shall be considered unless approved for consideration by two-thirds (2/3) vote of the Executive Board and presented no later than the beginning of the House of Delegates.
- Resolutions may be adopted by a majority of the valid votes cast by the delegates present and voting, except those recommended by the Executive Board less than sixty (60) days in advance which shall require two-thirds (2/3) vote to adopt.

Section 13. On any matter requiring a vote of the delegates and delegates-at-large, the total number of votes cast shall not exceed the number of voting entitlements as reported by the Secretary/Treasurer.

Section 14. Within forty-five (45) days after any convention, The Secretary/Treasurer shall provide a written report of the actions taken, approved by the Asia-Pacific Chair, and shall transmit the report to the Executive Director of Kiwanis International. A copy of the report shall be sent to each member of the Executive Board and to clubs in the Asia-Pacific Region.

ARTICLE VII.

NOMINATION AND ELECTION OF OFFICERS AND THE GUARANTEED ASIA-PACIFIC REGION KIWANIS INTERNATIONAL TRUSTEES.

Section 1. The Chair, Chair-elect, Vice Chair, the representatives from the Kiwanis Nation(s), and the guaranteed Asia-Pacific Region Kiwanis International Trustees (hereafter in this Article referred to as “Kiwanis International Trustee” or “Kiwanis International Trustees”) during relevant years shall be elected by the House of Delegates at the annual Asia-Pacific Convention.

Section 2. The Asia-Pacific Convention Organizing Chair shall be appointed by:

- (a) The District Board of Trustees if the Convention is being hosted by a district,
- (b) The Board of Directors of the host club if the Convention is being hosted within a Provisional District or Kiwanis Nation, subject to approval by the Executive Board.

Section 3. The incoming Asia-Pacific Chair has the authority to appoint his/her Secretary/Treasurer for his/her term of office subject to the approval of the incoming Executive Board.

Section 4. Before the annual Asia-Pacific Convention immediately preceding the Kiwanis International Convention at which the term of one of the Kiwanis International Trustees ends, or may end, the Secretary /Treasurer of Kiwanis Asia-Pacific shall inform the District’s Governors and/or Secretaries that the election of the next Kiwanis International Trustee is to be held. No district shall submit more than one candidate for any term of a guaranteed Asia-Pacific Region seat.

Section 5. The official program of the Convention shall indicate the days and the venue for nomination and election of officers and the nominees for the office of Kiwanis International Trustee.

Section 6. Before the opening of the polls, the Secretary/Treasurer shall report on the number of delegates and delegates-at-large entitled to vote.

Section 7.

- (a) The sole candidate for the position of Asia-Pacific Chair shall be the Chair-elect.
- (b) All candidates for the offices of Chair, Chair-elect, Vice Chair, Representatives of Kiwanis Nation(s) and Kiwanis International Trustee must submit written notice of candidacy to the Kiwanis Asia-Pacific Secretary/Treasurer no later than the beginning of the first business session of the Convention. At that session, the Secretary/Treasurer shall make a report of the candidates giving such notice.
- (c) All candidates for a Kiwanis International Trustee shall meet the requirements of the Bylaws of Kiwanis International.
- (d) No person shall be considered as a candidate without his/her written consent. All nominees shall be duly registered for and in attendance at the Convention.
- (e) No person shall be considered a candidate without prior endorsement of the candidate’s District Board of Trustees or District House of Delegates having been obtained. In the case of representatives of Kiwanis Nation(s), prior endorsement of the candidate’s Club Board of Directors must have been obtained.
- (f) For the election of Asia-Pacific officers, except as otherwise provided by these Bylaws, nothing contained in this section shall be construed as limiting the right to make further nominations of qualified candidates from the floor of the convention.
- (g) For the election of a Kiwanis International Trustee, provided the candidate satisfies the requirements in the Bylaws of Kiwanis International and except as otherwise provided in

these bylaws, nothing contained in this section shall be construed as limiting the right to make further nominations of qualified candidates from the floor of the convention

Section 8. Where there are two (2) or more candidates for the same office, the voting shall be by ballot only. No delegate or delegate-at-large shall be allowed to vote without valid accreditation.

Section 9. A majority of all valid votes cast shall be necessary for the election of the Chair, Chair-elect, Vice Chair, a Kiwanis International Trustee, and the representatives from Kiwanis Nation(s). The candidate receiving a majority of valid votes will be declared elected. If no candidate receives a majority of valid votes, the two (2) candidates receiving the highest number of valid votes will be voted on in a runoff election. In the event of a tie vote for any office, the House of Delegates shall take a new ballot on the tied candidates.

Section 10. In the event, during an administrative year, of a vacancy in the office of a Kiwanis International Trustee, the vacancy shall be filled as provided in the Bylaws of Kiwanis International

Section 11. In the event, that the election of any officer cannot be completed for any reason, the Executive Board may consider the office to be vacant and may fill it as a vacancy as provided elsewhere in these bylaws for such office.

ARTICLE VIII. LANGUAGES.

Section 1. English shall be the official language of Kiwanis Asia-Pacific.

Section 2. Other languages may be approved, according to the policies of the Executive Board.

Section 3. Simultaneous interpretation will be provided for any Asia-Pacific communities during Conventions when the total membership of any language group exceeds one thousand (1000) certified paid members of that language group as of September 30 of the previous year, provided that more than fifty (50) registrations shall have been received and paid for at least forty-five (45) days before the first day of the Convention.

ARTICLE IX. BYLAWS.

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the delegates and delegates-at-large to any Convention. Any club or district or the Executive Board may submit a proposed amendment to the Secretary/Treasurer, but such proposed amendment must be received by the Secretary/Treasurer not less than sixty (60) days prior to the Convention. The Secretary/Treasurer shall send a copy of all proposed amendments to the secretary of each chartered club, to all members of the Executive Board, and to each District Secretary in the Asia-Pacific Region, and to the Executive Director of Kiwanis International, not later than thirty (30) days prior to the Convention.

Section 2. These bylaws and any amendments thereto shall be subject to the approval of the Board of Trustees of Kiwanis International.

ARTICLE X. PARLIAMENTARY AUTHORITY.

"Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered in these guidelines or by the Bylaws of Kiwanis International.