Proposed Amendment 1  
Board Authority and Responsibility

Submitted by: The Kiwanis International Board of Trustees  
Purpose: To restate the existing authority and responsibility of the Kiwanis International Board to comply with "best practices" for nonprofit organizations.  
Effective date: Immediately  
Vote required to adopt: 2/3

KI Board position: The Kiwanis International Board proposes this amendment for the following reasons:

• In 2002, the United States government adopted the Sarbanes-Oxley Act designed to help prevent fraudulent accounting practices and to improve general governance and oversight. Several other nations have adopted similar reforms. Though nonprofit organizations are not bound by most of these mandates, many of the principles involved are equally relevant to nonprofit management, and many nonprofits have taken steps to adopt improved governance practices to assure membership and donor confidence. These are now commonly referred to as “best practices.”

• The Board recently reviewed Kiwanis’ governing documents to assure the organization complies with relevant “best practices.” As a result, the Board revised several policies and procedures, but one bylaw amendment is needed as well.

• The first sentence already exists in the Standard Form for District Bylaws regarding the district board. The same principle will now apply to the Kiwanis International Board as well.

• This amendment does not change the way the Board currently operates or give the Board any new authority.

Amend Article XIII by adding a new Section 6 and revising existing Sections 6 and 8, as follows:

ARTICLE XIII. BOARD OF TRUSTEES

Section 6. The management and control of the affairs of the organization not otherwise provided in these bylaws shall be vested in the Board of Trustees. The Board shall provide effective and ethical management of the organization in compliance with all applicable laws and the mission of the organization.

Section 6.7. The Board of Trustees shall define the policies and shall have full administrative authority in all matters of Kiwanis International. All policies adopted by the Board of Trustees shall be published in an official publication within one hundred and twenty (120) days following such adoption. (6/2010)

Section 7.8. The interpretation of these Bylaws by the Board of Trustees shall be final and binding, unless such interpretation is changed or rescinded at a subsequent International convention. To change the interpretation, the proposer must provide the wording of the proposed change. (7/1998)

Section 8.9. The Board of Trustees shall establish and implement a long-range strategic plan for Kiwanis International. The plan, which shall be reviewed annually and revised as necessary. (6/1989)