

**BYLAWS
OF
CIVITAN INTERNATIONAL
(An Alabama Nonprofit Corporation)**

These Bylaws of Civitan International, formerly known as The Civitan International Foundation (herein referred to as “Civitan International”), were adopted on July 21st 2004 and supersede all prior and existing Bylaws of Civitan International.

ARTICLE I – MEMBERS

Section 1.01 *Minimum Qualifications:* A proposed member (other than a member club) must be a natural person eighteen (18) years of age or older of good character and reputation. Minimum qualifications for member clubs shall be determined by the Board of Directors of Civitan International and described in the policies of Civitan International.

Section 1.02 *Membership Classes:* There shall be several classes of membership, one of which (member clubs) shall be voting members and the remainder of which shall be nonvoting members. Only voting members shall have all rights and privileges of members of the corporation. Nonvoting members shall have only such rights and privileges as are specifically set forth in these Bylaws, but in no event shall nonvoting members have a right to vote. Unless otherwise specifically stated in these Bylaws, all references to “members” shall apply only to voting members and not to nonvoting members. Nothing in this paragraph, however, shall be construed to disallow the elected members of the Board of Directors, Past-presidents of Civitan International, and districts of Civitan International in-good-standing from the right to vote at any meeting of the members of corporation afforded to same under Article I, Sections 1.04 and 1.07 of these Bylaws. The following are the classes of membership:

(a) *Member Clubs:* Civitan clubs duly chartered under the policies of Civitan International as prescribed by the Board of Directors of Civitan International.

(b) *Other Classes:* There shall be other classes of members as determined by the Board of Directors of Civitan International.

Section 1.03 *Applications:* Applications for all classes of membership shall be filed with the corporation on the form and in the manner as proscribed by the Board of Directors of Civitan International.

Section 1.04 *Authority of Members:* Each voting member shall have the right to vote on all matters submitted to or requiring a vote of members under these Bylaws or the Alabama Nonprofit Corporation Act, including without limitation, the following:

- (a) election of members of the Board of Directors;
- (b) election of the President-elect;
- (c) amendments to the Articles of Incorporation; and
- (d) amendments to these Bylaws.

Section 1.05 *Meetings:*

(a) *Annual Convention:* The annual meeting of the members to elect Directors, the President-elect, and to transact business as may properly come before the meeting shall be held each year at such time and place as may be determined by the Civitan International Board of Directors and are herein referred to as the annual convention.

(b) Special Convention: Special meetings of the members, herein referred to as special conventions, may be called by a majority vote of the Civitan International Board of Directors at such time and place as may be determined by the Board of Directors.

Section 1.06 Notice: Written notice of each annual convention of the members, stating the place, day and hour of the meeting shall be mailed to each chartered club of the corporation at least ninety (90) days prior to the date of the convention, and for any special convention written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be mailed to each chartered club of the corporation at least thirty (30) days prior to date of same. Written notice of such conventions shall be made, when practicable, in the official publication of Civitan International.

Section 1.07 Voting at Conventions: Each member club in-good-standing at a convention of Civitan International shall be entitled to voting delegates as follows:

- (a) Clubs having a membership of less than fifteen (15) shall be entitled to one (1) voting delegate;
- (b) Clubs having a membership of at least fifteen (15) but not more than nineteen (19) shall be entitled to two (2) voting delegates;
- (c) Clubs having a membership of at least twenty (20) but not more than twenty-nine (29) shall be entitled to three (3) voting delegates;
- (d) Clubs having a membership of at least thirty (30) but not more than thirty-nine (39) shall be entitled to five (5) voting delegates;
- (e) Clubs having a membership of at least forty (40) but not more than forty-nine (49) shall be entitled to six (6) voting delegates;
- (f) Clubs having a membership of at least fifty (50) but not more than fifty-nine (59) shall be entitled to seven (7) voting delegates;
- (g) Clubs having a membership of at least sixty (60) but not more than sixty-nine (69) shall be entitled to eight (8) voting delegates;
- (h) Clubs having a membership of at least seventy (70) but not more than seventy-nine (79) shall be entitled to nine (9) voting delegates;
- (i) Clubs having a membership of eighty (80) or more shall be entitled to ten (10) voting delegates.

Elected members of the Civitan International Board of Directors, as well as all Past-presidents of Civitan International, shall be voting delegates and shall possess one vote each on business transacted at each convention requiring a vote. Each district in-good-standing shall be entitled to two (2) voting delegates at each convention

Section 1.08 Voting Procedures and Certification: Voting at conventions shall be by written ballot except that a voice vote of acclamation may be permitted for the election of an officer or director if a candidate is unopposed. Voting by proxy shall not be permitted. A majority of all votes cast shall be necessary for the election of all elected officers and Directors. In the event no candidate receives a majority, a further ballot shall be cast for the two (2) candidates receiving the highest number of votes in the first ballot and the names of all other candidates shall be dropped.

Certification of voting convention delegates and requirements for candidates shall be as stated in the policies of Civitan International.

Section 1.09 Quorum: The quorum of any convention of Civitan International shall consist of not less than two-thirds (2/3) of the delegates present at the convention and entitled to vote.

Section 1.10 Termination of Membership:

(a) Member Clubs:

Charter Surrender:

(a) Any member club may, by unanimous vote of the active membership, surrender its charter in accordance with the rules and regulations of Civitan International as proscribed by the Civitan International Board of Directors.

(b) In the event a majority of the members of a club desires to surrender the charter but a minority of at least five (5) members oppose, the minority group may retain the charter of the club together with all funds and assets of the club if such group agrees to conditions established by the Executive Vice President to rebuild the club to charter strength within a six (6) month period.

(ii.) Charter Revocation: Any member club may have its charter suspended or revoked by the Civitan International Board of Directors for any of the following reasons:

(a) For being more than three (3) months in arrears of any indebtedness to Civitan International or any of its administrative units;

(b) For failing to conform to the Articles of Incorporation and Bylaws or policies of Civitan International or the club's own Articles of Incorporation and Bylaws and refusing to correct such lack of conformity within ninety (90) days after written request has been made to do so by the Board of Directors of Civitan International.

(c) Or, for failing to otherwise conform to the accepted standard for chartered clubs as prescribed by the Civitan International Board of Directors.

Whenever a member club ceases to be a member of Civitan International, whether voluntarily or by forfeiture, final disposition of a club's assets, its property real and personal and any and all accounts must be in accordance with the policies of Civitan International regarding same. The club shall return within sixty (60) days thereafter all buttons, emblems, insignia, banners and property used only and exclusively by members and member clubs. Upon notification by Civitan International, the governor of the district in which said club is located shall obtain the charter and other supplies in the possession of said club. Any member club which ceases to be a member of Civitan International shall not thereafter use the word "Civitan" or the emblem and insignia thereof and does thereby forfeit all rights and claims to the use of the word "Civitan" as a club name.

(b) Other Classes of Members:

A member may resign at any time, and the Board of Directors shall have full authority and discretion to suspend or expel any member for violation of these Bylaws or any rules and regulations duly adopted by the Board of Directors for Civitan International or by reason of any conduct deemed by Civitan International to be prejudicial to its best interest. No member may be expelled or suspended, and no membership in the corporation may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. The Board of Directors shall, by resolution, establish a procedure to terminate, expel or suspend a member.

ARTICLE II – ORGANIZATIONAL STRUCTURE and TERRITORY

Section 2.01 Regions or Divisions: The Civitan International Board of Directors shall create, establish, and amend regions or divisions of Civitan International. Regions or divisions shall consist of the districts located within the territorial limits designated by the Board of Directors for a particular region or division. Regions or Divisions shall have limited operational status or power, if any, but shall exist simply to provide a geographical division for the purpose of representation to the Civitan International Board of Directors in

that directors shall be elected by a region or division. The territorial boundaries of the regions and divisions shall be as outlined in the policies of Civitan International.

Section 2.02 *Districts:* For the purpose of more efficient administration, the Civitan International Board of Directors shall create districts comprised of member clubs and shall establish the boundaries thereof. All clubs located within the territorial boundaries of a district shall be members of that district. The purpose of a district is to further the principles of Civitan International within a defined geographic territory as a management and administrative division of Civitan International. The management, operation and territorial boundaries of the districts shall be governed by the Civitan International Board of Directors and outlined in the policies of Civitan International.

Section 2.03 *Areas in Development:* To promote expansion and the orderly growth of Civitan clubs in geographic areas located outside existing Civitan district boundaries, the Civitan International Board of Directors may establish clubs in areas designated "Areas In Development." In Europe this authority is delegated to the European Division Board. Development of the areas outside Europe shall be monitored by the Executive Vice President and any other district, club or individual deemed appropriate by the Civitan International Board until designated an official Civitan district. Development of areas in Europe shall be monitored by the European Division board and any other European district, club, or individual deemed appropriate by the European Division board until designated an "official" Civitan district. All clubs located in "areas in development" shall, to the fullest extent possible, operate in accordance with these Bylaws and Civitan International policies, with the deviations approved for Europe. Each club in an "area in development" shall be accorded the same voting privileges at conventions as clubs located in established Civitan districts.

ARTICLE III – SPONSORED ORGANIZATIONS

Section 3.01 *Junior Civitan:* In furtherance of the purpose of Civitan International, the organization for many years has sponsored an integral subsidiary known as Junior Civitan International. Membership in Junior Civitan International has in the past and shall in the future continue to consist of full-time students who are at least middle school/high school level (U.S. equivalent in other countries) and must not have reached the age of nineteen (19) prior to July 1 of the Junior Civitan fiscal year. Exceptions will be outlined in the Junior Civitan International policies. Every advisor of every Junior Civitan club shall be an honorary member of the Junior Civitan organization. The purpose of Junior Civitan International has been and shall continue to be to develop initiative and leadership and to encourage youth to live a fuller life enriched by unselfish service to others. It shall be headed by a president and other designated officers, all of whom shall be elected from the ranks of its members at an annual Junior Civitan convention as per a Constitution and Bylaws for Junior Civitan International. Ultimate control of the Junior Civitan International organization, its constitution, bylaws and policies, and responsibility for its operation and finances are vested in the Civitan International Board of Directors.

Section 3.02 *Campus Civitan:* Campus Civitan clubs shall be clubs which are located on college/university campuses. Membership in such clubs shall consist primarily of students at such a college/university. Such clubs shall function under the Articles of Incorporation and Bylaws of Civitan International with the exception that separate policy or policies for Campus Civitan clubs shall be developed and approved by the Board of Directors of Civitan International.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01. *General Powers:* The governing and policy making body of Civitan International shall be a board of directors, which shall make all necessary rules and regulations for the governing thereof not contrary to the Articles of Incorporation and Bylaws of Civitan International. The Board of Directors of Civitan International shall have the power to create, supervise, and control chartered clubs, districts, regions, divisions, or other groups of chartered clubs and divisions thereof and shall direct, manage, supervise, and control the business, property, and funds of Civitan International. The Board of Directors

may, by general resolution, delegate to the officers and to committees such powers as provided for in these Bylaws.

Section 4.02. *Composition and Term:* The Board of Directors shall consist of the President, President-elect, Immediate Past president of Civitan International, and a Director from each region or division of Civitan International. The Executive Vice President and the Junior Civitan International president shall be *ex officio*, nonvoting, members of the Board. The term of office for all elected Directors shall be three (3) Civitan years and each Director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 4.03. *Organization:* The President of Civitan International shall preside at all meetings of the Board and at the annual convention. In the President's absence, the immediate past-president shall preside. In the absence of the Immediate Past-president, the President-elect shall preside. The Executive Vice President shall serve as Secretary of the corporation and shall keep the minutes of the meetings of the Board and of the members at convention. In the case of vacancy or absence of the Secretary, any person appointed by the President or by the acting chair of the meeting, shall act as secretary of the meeting.

Section 4.04. *Qualification and Selection:*

(a) There shall be a Director elected to the Board of Directors of Civitan International from each of the regions or divisions of the corporation.

(b) The coordinator of a division shall be a voting member of the Board of Directors. If a division consists of more than one (1) region, each region shall be represented on the Board of Directors by a voting member from that region. The coordinator shall represent his or her region, only, as a voting board member and in no event shall the number of voting board members from the division exceed the number of regions that comprise that division.

(c) Eligibility requirements to serve as a Director shall be defined in the policies of Civitan International.

(d) At the annual convention, there shall be elected by a majority vote of those delegates present and entitled to vote thereon, a Director for each region of Civitan International in which the current Director's term in office is expiring. Candidates for election to the Board of Directors from a division may be elected by the division prior to the annual convention. A candidate for Director must reside within the region or division by which he or she seeks office and voting shall be limited to delegates residing in the region or division of a candidate for Director.

Section 4.05 *Interpretation of Organizational Documents:* The construction and interpretation of the Articles of Incorporation and Bylaws by the Board of Directors of Civitan International shall be final and binding, unless rescinded by a majority vote of the members of Civitan International at the annual or a special convention.

Section 4.06 *Meetings:* The Board of Directors of Civitan International shall meet at such times and places as may be determined by action of the Board, by call of the President or by the written request of no less than five (5) members of the Board.

Section 4.07 *Notice and Waiver:* A written notice of the time and place of all meetings of the Board shall be mailed to each member of such Board by the Executive Vice President not less than ten (10) days prior to said meeting or not less than three (3) days prior to said meeting if notice is given by personal delivery of written notice or by telephonic or telegraphic notice or other electronic means of notice. A Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or in these Bylaws.

Section 4.08 Quorum: A majority of the members of the Board shall constitute a quorum for the transaction of business. *Ex Officio* members of the Board of Directors shall not be counted in determining a quorum.

Section 4.09. Informal Action: Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

Section 4.10. Manner of Acting: The act of a majority of Directors present at which a quorum is present shall be an act of the Board of Directors of Civitan International, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

Section 4.11. Resignation: Any Director may resign at any time by giving written notice to the President, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified, or at the time of acceptance thereof as determined by the Board of Directors.

Section 4.12 Removal: Any Director may be removed by a two-thirds vote of the Directors present at any regular or special meeting at which a quorum is present.

Section 4.13 Vacancies: In the event of a vacancy in an office of a Director, whether caused by resignation, death, or removal, the President shall appoint a person otherwise qualified to fill the office for the unexpired term. If the appointment is for less than one (1) year, such appointee shall be eligible for election for a full term as a Director, or a Past International President, Vice President, or Director may be appointed to fill such a vacancy if the unexpired term is for a period of less than one (1) year, but such appointee shall not be eligible for re-election.

Section 4.14. Compensation: All Directors and members of any committee created by the Board of Directors shall serve without compensation but expenses may be allowed for attendance at each regular or special meeting of the Board or of any such committee. Directors and members of any committee created by the Board of Directors shall not be disqualified from receiving reimbursement of expenses incurred while serving in their capacity as Directors or committee members.

Section 4.15: Right to Hearing: Any Civitan International member club or district shall have the absolute right to a hearing before the Board of Directors of Civitan International; and such hearing shall be granted at the earliest practicable time at a regular or special meeting of the Board under such rules and regulations as the Board shall prescribe.

ARTICLE V – COMMITTEES OF THE BOARD OF DIRECTORS

Section 5.01: Standing Committees: The Executive Committee and the Finance Committee shall be permanent Committees of the Civitan International Board of Directors and shall be directly responsible to the Board of Directors. All such committees shall be governed by the same requirements regarding action without meetings, notice and waiver of notice, quorum and manner of acting requirements as are applicable to the Board of Directors. The powers, duties, composition and organizational requirements for such committees shall be as follows:

(a) Executive Committee:

(i.) Power and Duties: The Executive Committee shall be empowered to manage the affairs of the corporation between the meetings of the Board of Directors subject to any limitations placed on it by the Board of Directors, and to direct the activities of the Executive Vice President. Actions taken by the Executive Committee may be repealed or modified by the Board, except to the extent that the Executive Committee has lawfully bound the corporation. The Executive Committee shall recommend policies and financial and operational programs to the Board of Directors, based upon its own studies, as well as upon the recommendations submitted by the Executive Vice President.

The Executive Committee shall have the duty to secure competent and qualified legal counsel to serve Civitan International. The Executive Committee first shall endeavor to obtain such legal counsel on a voluntary basis from among the membership of the organization but failing to do so may employ legal counsel either from within or without Civitan International. When legal counsel is utilized from within Civitan International on either a voluntary or compensated basis, such person shall be designated as General Counsel for Civitan International. The duties of such General Counsel are described in the policies of Civitan International. When legal counsel is utilized from without the membership of Civitan International, the duties of such legal counsel shall be as determined by the Executive Committee based on the need for legal services.

The Executive Committee shall perform such other administrative duties and exercise such other administrative authority as may be delegated to it by the Board of Directors.

(ii.) Composition: The Executive Committee shall be composed of the President, the President-elect, the Immediate Past President and a member of the Civitan International Board of Directors. The Executive Vice President shall be an *ex officio*, nonvoting, member of the Executive Committee. The Director who serves as a member of the Executive Committee must have served a full year as a director and shall be elected by the Civitan International Board of Directors at its last meeting in each year.

(iii.) Meetings: The Executive Committee shall meet at such times and places as may be determined by action of the Committee, by call of the President or at request of no less than two (2) members of the Committee.

(b) Finance Committee:

(i.) Powers and Duties: The Finance Committee shall be responsible for the reviewing of the annual budget and periodic financial reports of Civitan International, and shall present its recommendations to the Executive Committee and to the Board of Directors. The Finance Committee shall recommend policies concerning management of the financial resources of Civitan International, systems for internal control, allocation of funds, and general dues structure, including those revisions to the structure deemed necessary to provide the required revenue.

(ii.) Composition: The Finance Committee shall consist of the President, the Executive Vice President, the Staff Director of Finance, and two members, each appointed for a two-year term. There shall be a second year member who shall be the chair of the committee and a first year member. The first year member shall be appointed by the international board on the recommendation of the president-elect at the spring meeting of the board. The member appointed shall have experience in finance and budgetary matters.ⁱ

For budget preparation purposes only, the committee shall also include the President-elect and a first-year Director and, if desired, a non-member of the Board. The member(s) shall be approved by the Board of Directors in sufficient time for participation in the budget preparation meeting. These members shall be considered full members of the committee with the authority to cast a vote on all issues under consideration during the committee's budget preparation meeting. With the exception of their duties relating to the budget process, these committee members' terms will begin on October 1 following their official approval by the Board.

Section 5.02: Other Committees: The Board of Directors may, in its discretion, form such other committees as are deemed necessary to deal with specific tasks or projects, or to provide needed advisory services. Members of any committee so formed shall be appointed by the Board of Directors provided, however, that the terms of office for such committee members shall not, in any event, exceed three (3) years. The President-elect shall designate a committee member to serve as chairman during his or her term of office as President. He or she shall also suggest replacements for committee vacancies that shall occur at the beginning of his or her term as President. Each such committee shall be dissolved upon completion of its assigned duties, and in no event shall a committee extend beyond the end of a Civitan year unless continued by the Board of Directors in the subsequent year.

ARTICLE VI – OFFICERS and EXECUTIVE VICE PRESIDENT

Section 6.01. Elected Officers:

(a) Qualifications and Titles: The elected officers of Civitan International shall be a President, a President-elect, the most recent living Past President (who shall in the Bylaws be referred to as the Immediate Past President). The President and President-elect shall be from different districts or divisions. No person may hold more than one elected office.

(b) Election and Term: The President-elect of Civitan International shall be elected at the annual convention by a majority vote of those delegates present and entitled to vote thereon. The terms of office for all elected and appointed officers of Civitan International shall be for one (1) Civitan year.

(c) Compensation: All officers, except the Executive Vice President, shall serve without compensation. No elected or appointed officer shall accept any remunerative employment from Civitan International.

(d) Duties of Officers:

(i.) President: The President shall be the principal officer of the corporation and shall exercise general supervision over the affairs of the corporation consistent with the policies established by the Board of Directors. The President shall preside at the annual convention and at all meetings of the Board of Directors and Executive Committee and shall oversee that all resolutions of the Board of Directors are executed, shall provide policy guidance to the Executive Vice President and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may take such steps he or she deems necessary to advance the interests of Civitan International, provided such steps do not exceed the scope of authority determined by the Board.

(ii.) President-elect: The President-elect shall have the duty of familiarizing himself or herself with all Civitan affairs and preparing himself or herself for assuming the presidency. He or she shall work under and in cooperation with the President. He or she shall automatically succeed the President at the expiration of the President's term. He or she shall become President in the event of the death or resignation of the President; and shall become acting President if the President is unable to serve due to physical or mental impairment. He or she shall perform such other duties as are set forth in the policies of Civitan International.

(iii.) Immediate Past-President: The Immediate Past-president shall serve as the representative of the past presidents thereon. He or she shall perform such other duties as are set forth in the policies of Civitan International.

(e) Vacancies in Office of President: In the event of a vacancy in the office of President, the President-elect shall assume the office.

(f) Removal of Officers:

(i.) President: The Board of Directors may, by a two-thirds (2/3) vote of all members, determine that the President is physically or mentally unable to perform the duties of President, or that he or she has failed and/or is failing to perform the duties of his or her office, and if such determination is made, the President-elect shall thereupon succeed to the office as acting President, and shall continue to hold office as acting President so long as the disability continues, or unless the Board of Directors, by the same vote, has determined that the President is now properly performing the duties of his/her office.

(ii.) Other Elected Officers: The President shall have the power to remove any officer of Civitan International or of a district failing to act or perform the duties of his or her office, and to appoint the successor of any officer so removed. Any officer so removed may appeal such removal to the next regular meeting of the Board of Directors of Civitan International. The action of said Board shall be final.

Section 6.02 Paid Officers (Executive Vice President): The Board of Directors may employ an Executive Vice President to be responsible for carrying out policy as set by the Board of Directors, for conducting and managing the daily affairs of the corporation and for the employment and supervision of all paid personnel. He or she shall have full authority and responsibility for the employment, retention and supervision of all members of Civitan International's staff and all other individuals and organizations retained to assist with the corporation's activities. Unless otherwise required by the Board of Directors, the Executive Vice President shall execute contracts and other instruments on behalf or in the name of Civitan International. He or she shall develop and recommend policies to the Executive Committee and the Board of Directors and shall develop, recommend, and implement programs for members, membership development, operations, and organizations in accordance with the policies of Civitan International. He or she shall solicit the participation of key members in the organization's activities. He or she shall prepare and recommend the corporation's annual operating plan and budget to the Board of Directors and the Finance Committee and administer and maintain control over the approved budget. He or she shall represent Civitan International before the general public, government agencies, legislative bodies, business groups, and other appropriate organizations. By virtue of this position, the Executive Vice President shall be a non-voting, *ex-officio* member of the Board of Directors and shall act as the Secretary and Treasurer of the corporation.

(a) Secretary: As Secretary, he or she shall keep the minutes of all meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all records required by law or by the policies of the Board, be custodian of the corporation's records and of the seal of the corporation and shall sign all documents on behalf of Civitan International and affix the corporate seal of the corporation when required.

(b) Treasurer: As Treasurer he or she shall ensure that sound accounting principles and practices are followed by the staff who have fiduciary responsibility. He or she shall report on the financial condition of the corporation at its convention and at meetings of the Board of Directors and the Executive Committee, when required. He or she shall keep the accounts; shall receive all monies paid to Civitan International; and shall deposit same in the official depository of the corporation. He or she shall give bond for the faithful discharge of his or her duties in the sum and with such sureties as required by the international board of directors and outlined in the policies of Civitan International.

The Board of Directors may elect an acting secretary and treasurer to act during any absence or vacancy of the Executive Vice President.

ARTICLE VII – FISCAL MATTERS

Section 7.01 Fiscal Year: The fiscal year of Civitan International shall be the same as the Civitan year.

Section 7.02. Audit: The books of the corporation shall be audited by an independent public accounting firm annually and at such other times as directed by the Board of Directors. In addition to a written report of the auditors, an oral presentation also shall be made by the auditors to the Board of Directors at the first meeting of the Board following the completion of the audit.

Section 7.03 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.04 Checks: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.05 Funds: The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation.

Section 7.06 Loans: No loans shall be made by Civitan International to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to Civitan International for the amount of such loan until the repayment thereof.

ARTICLE VIII - DUES

Section 8.01 Dues and Fees for U.S./Canadian Member Clubs:

(a) New Club Membership Remittance: Each new member club, before receiving its charter, shall pay to Civitan International, a membership initiation fee of \$15.00 per member. An additional initiatory membership fee per member may be charged provided that districts shall establish a maximum initiatory membership fee which maximum shall apply to all clubs within a district establishing such maximum fee and provided further that such district shall provide a uniform distribution of any additional initiatory fee as between the district, the chartering club, the new club, or otherwise.

(b) Monthly Club Remittance: Each member club shall pay, as a per capita tax, a minimum charter billing of one hundred fifty dollars (\$150.00) per quarter or an amount equal to the sum of eighteen dollars (\$18.00) per quarter for each active member, whichever is the greater. Additionally, each member club shall pay the sum of \$15.00 as an initiatory membership fee for each new member added and a processing fee of \$5.00 for each member added who is a reinstated member of the club. A Junior Civitan or Campus Civitan transferring membership into Civitan International shall pay no fee. Failure to make payment as above specified within fifteen (15) days after such payment is due shall render the club so failing, delinquent and subject, with its members, to any penalties prescribed by policy by the international board of directors. No club shall be required to pay per capita tax for past international presidents on the rolls of such club. The per capita tax of any member club chartered after the beginning of the fiscal year shall be charged in accordance with official Civitan policies.

(c) Club Remittance to District: Each member club shall pay to the district with which it is affiliated the district dues for each active member with the amount and manner of payment to be fixed by the district convention; provided however, that such dues shall not exceed fifty (50) percent of the international dues amount per year per member unless previously approved by the Board of Directors of Civitan International. Campus member clubs shall pay district dues at no more than fifty (50) percent of the amount fixed by the district convention unless previously approved by the Board of Directors of Civitan International. Said dues shall be based upon the membership of the respective clubs as shown in the quarterly reports from Civitan International as of the dates the dues become payable.

Section 8.02: Dues and Fees for Non-U.S./Canadian Member Clubs: The annual dues and payment schedule for clubs existing outside of the boundaries of the United States of America and Canada shall be fixed by the Board of Directors of Civitan International in accordance with policies of Civitan International.

ARTICLE IX – MEMBER CLUBS

Section 9.01 Policies: The Board of Directors of Civitan International shall establish policies governing the member clubs, which shall be in writing and copies of which shall be provided to said members.

Section 9.02 Club Governance: The officers of a member club shall be at least a president, a president-elect, a secretary, and a treasurer. The offices of secretary and treasurer may be combined into one (1) office of secretary-treasurer. The officers, together with at least three (3) directors, shall constitute the club's board of directors. All officers must be active members in-good-standing of the club. The duties of the officers, directors and committees of a member club shall be as prescribed in the club bylaws and as established by policy of Civitan International.

Section 9.03 Club Reports: The secretary of each member club shall submit such reports as may be required by Civitan International. Each club shall make periodic membership reports and dues payments in

accordance with the official policies of Civitan International and as the Board of Directors of Civitan International deems necessary for the efficient administration of the corporation.

Section 9.04 *Incorporation:* Each member club shall be incorporated as a separate nonprofit corporation in the state of the club's residence. Each member club shall adopt the standard form of Articles of Incorporation and Bylaws as provided by Civitan International, or a similar form, approved in advance by Civitan International, not contrary to the Articles of Incorporation and Bylaws of Civitan International. No member club shall amend its Articles of Incorporation or Bylaws without the prior written consent of Civitan International.

Section 9.05 *Not Liable for Debts:* Civitan International shall not be liable for any of the debts or obligations of the member clubs. The member clubs shall be separate and independent corporations. Civitan International shall, however, provide general liability insurance for its member clubs as outlined in the policies of Civitan International.

ARTICLE X - BOOKS and RECORDS

Civitan International shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XII - CIVITAN YEAR

The fiscal and administrative year for Civitan International and all of its subordinate divisions and clubs shall be from October 1 of each year to September 30 of the following year. Anything contained in these Bylaws to the contrary notwithstanding, the terms of all club, district and elected officers of Civitan International shall be in accordance with the foregoing fiscal and administrative year.

ARTICLE XIII - NAME and EMBLEM

The word "Civitan" and the name and emblem of Civitan International are the property of Civitan International and are registered as such in the various nations where member clubs are located and are protected by the United States Federal Registration Laws. To preserve its rights and to prevent the word "Civitan" and the name and emblem of Civitan International from becoming public property, the Civitan International Board of Directors shall exercise complete control over the use of said word, name and emblem. Permission for use shall be granted by the Board of Directors only when the contemplated use is appropriate to the aims, ideals and purposes of Civitan International and its members clubs.

ARTICLE XIV – AMENDMENTS

Section 14.01 *Amendments to Articles of Incorporation:* Amendments to the Articles of Incorporation of Civitan International shall be made only at a convention of Civitan International by a two-thirds (2/3) vote of the delegates present and voting. Proposed amendments for consideration by the delegates at a convention may be submitted by the Board of Directors of Civitan International, a district board of directors, a district convention or a club. Proposed amendments shall be received by the Secretary of

Civitan International at least seventy-five (75) days prior to the date of the convention. All amendments to be voted on at the convention shall be published in an official publication of Civitan International not later than twenty (20) days prior to the convention, or shall be mailed to the secretary of each club and the governor of each district not later than twenty (20) days prior to the convention.

Section 14.02 *Amendments to Bylaws:* These Bylaws may be amended by the Board of Directors of Civitan International, or at a convention of Civitan International, by a majority vote of the delegates present and voting. Amendments to these Bylaws passed by the Board of Directors at any meeting of the Board shall remain in force until the next convention at which time such amendments will be submitted to delegates for their approval or rejection. Proposed amendments for consideration by the delegates at a convention of Civitan International may be submitted by the Board of Directors of Civitan International, a district board of directors, a district convention or a club. Proposed amendments shall be received by the Secretary of the corporation at least seventy-five (75) days prior to the date of the convention. All amendments to be voted on at the convention shall be published in an official publication of Civitan International not later than twenty (20) days prior to the convention, or shall be mailed to the secretary of each chartered club and governor of each district not later than twenty (20) days prior to such convention.

ARTICLE XV - OFFICIAL PUBLICATION

Section 15.01 *Civitan Magazine:* The Board of Directors of Civitan International shall cause to be published, under its supervision and control, a periodical to be known as the *Civitan Magazine* which shall be an official publication of Civitan International.

Section 15.02. *Price:* The subscription price of the *Civitan Magazine* shall be as determined by Board of Directors, payable in accordance with the other provisions of the Bylaws.

Amended July 2006 – Detroit, Michigan, International Convention
Amended July 2007 – Orlando, Florida, International Convention
Amended June 2008 – New York, New York – Canadian Cruise Convention
Amended November 2010 – Administrative Housekeeping Correction
Amended July 2011 – New Orleans, Louisiana, International Convention
Amended July 2016 – Norfolk, Virginia, International Convention
Amended June 2017 – Birmingham, Alabama, International Convention
Amended July 2018 – Reno, Nevada, International Convention
Amended July 2019 - Greenville, South Carolina, International Convention