



Proposed Bylaws - Summary

All non-profits need bylaws, which are regulations that convey how they are governed and operate. Bylaws should be reviewed regularly. They should truly reflect how the organization works and remain relevant. This requires amending the bylaws frequently.

The Civitan International bylaws were last dramatically changed in 2004. Upon a review by corporate counsel, it was determined there were places in the document that did not comply with Alabama non-profit and federal laws. The Civitan International Board appointed a committee in 2019 to start work on revisions. That committee was expanded to include more members earlier this year. The group determined the bylaws needed not just simple amendments but instead, a total revamp to keep Civitan current and sustainable.

Here are some major items included in the new bylaws:

The membership class section now consists of two classes: individuals who are members of clubs and individuals who are not members of clubs.

***WHY?** To allow for more possibilities with membership as the typical club model becomes more diverse*

All qualified members who attend International conventions will now vote in the International elections.

***WHY?** To allow more members to have a say in leadership and organizational choices, provide a significant benefit to our members*

Districts would be phased out by 2022 and replaced by a regional structure.

***WHY?** A district's mission is to grow the organization, but there have been less than twenty clubs built in the last three years by districts in North America. There have been no new club builds in Canada since 2017, and none in Europe in the same time period. Besides a steep membership decline in many districts, these entities are having trouble finding leaders. At least ten currently do not have an official Governor-Elect for 2020-2021. In addition, one of the original purposes of a district was to bridge the communication gap between International and clubs. With technological advancements in the last few decades, that is no longer needed.*

Regions would provide the middle level system of internal support for clubs and members.

***WHY?** To better support our members on a local level and refine the focus of any group supporting the international organization so it will have a better chance of initiating growth and retaining members*

The size of the board of directors would be reduced (six directors instead of nine).

***WHY?** The board's size has been the same in the last two decades even though membership has decreased by 50%*

The role of the organization's treasurer would be opened up to allow for a volunteer to serve in the position.

***WHY?** Allow for more volunteer leadership, transparency, and accountability*

While a cost of living dues increase with limits is allowed if board approved, district dues would be eliminated and replaced with a lesser fee that would support the regional structure.

***WHY?** Most similar organizations have this kind of sensible solution about a cost of living addition because small changes can help alleviate larger ones in the future. Plus, the change that allows for a regional fee lowers overall dues for most of Civitan's North American members as well as those who hail from Europe. This regional fee will also be used to benefit the general member, and not district leaders.*

If these bylaws are changed by the board, the changes cannot be implemented until ratification by members at a convention.

WHY? Allowing for ratification first allows for more of the voice of the general member to be heard on an issue before efforts are made to integrate the change into the operations of the organization.

Other Revisions and Rationale

REVISION	NEW SECTION	WHY?
There is no more “holding the charter” by a certain number of members.	One	More realistic approach to when a club surrenders its charter
Individual membership can be revoked by not only the board, but also the EVP.	One	In cases of criminal convictions that need immediate action
Added/revise verbiage to allow electronic voting and opened up virtual convention possibilities	Two	In cases of emergency like what happened in 2020, we can still carry out business and fellowship
Clearing up quorum language	Two	To comply with Alabama non-profit law
All areas outside North America are now in one division	Three	Membership decreases don't justify Europe to stand alone as when that area was larger
Programs section describing Junior Civitan condensed	Four	Unnecessary, doesn't have to be in governance documents
Name of Junior Civitan taken out	Four	Allows flexibility in case of name/programmatic changes
Sets a number of the board of directors	Five	To comply with Alabama non-profit law
Full board appoints any board vacancies	Five	Current bylaws allow only president, could lead to favoritism
Moves Finance Committee description to another part of the Committees section	Six	Differentiates which committees can act in lieu of the board – only the Executive Committee can
Adds a member to the Finance Committee	Six	Reasonable to add the treasurer as those attending if this person is a volunteer
Description of Immediate Past President position taken out of Officers section	Seven	IPP is not an officer in traditional non-profit settings, but stays as a member of the Executive Committee
Title of Executive Vice President position changed to Chief Executive Officer	Seven	EVP is an outdated title, using CEO is a best practice among non-profits
Takes out references to “Civitan Year”	Eight	Term is made up, and is virtually the same as the legal term “fiscal year”
Gift acceptance verbiage taken out	Eight	There is a policy that directly details the organization's gift acceptance policy
Minimum dues per club increased by \$30	Nine	Relates to ten members paying, minimum and amount has not been increased in decades.
Indemnification section added	Ten	This verbiage was needed to protect officers and decision makers of the organization and is typical in bylaws, some verbiage added in this section helps us adhere to federal law/IRS standards
“Name and Emblem” Article deleted	n/a	Unnecessary in a governance document, instead will be outlined in policy