



**PHILIPPINE LUZON DISTRICT (PLD) OF KIWANIS INTERNATIONAL, INC.  
K36**

**PLD RESOLUTION NO. 2025-001  
DISTRICT BOARD INTERNAL RULES OF PROCEDURES 2025-2026**

WHEREAS, to achieve orderly and efficient conduct of district board meetings, it is imperative to set rules of procedure for proper guidance of the members of the board;

WHEREAS, the District Board shall adopt the District Internal Rules of Procedures through a resolution not later than its first Board of Trustees meeting pursuant to Article 1, item 8 of the District Policies and Procedures;

WHEREAS, the same provision states that “the District Internal Rules of Procedures shall contain narratives about the Presiding Officer and alternate, type and frequency of meetings, quorum, mandatory agenda of the first board meeting, order of business of regular and special meetings, minutes, resolutions, amendments, discussion and decorum, votes and voting, motions, dress code, resource persons, and attendance of non-officers among others”;

WHEREFORE, IT IS HEREBY RESOLVED, that the District Board Internal Rules of Procedures 2025-2026 as follows is adopted:

**DISTRICT BOARD INTERNAL RULES OF PROCEDURES 2025-2026**

**INTRODUCTION**

The officers of Philippine Luzon District of Kiwanis International, Inc. (KI) who are also the members of Board of Trustees (“board”) shall be composed of the Governor, Governor-Elect, Vice Governor, Immediate Past Governor, Secretary, Treasurer and a Lieutenant Governor for each division.

The Secretary is a non-voting member of the board. Committee Chairs of standing KI and district committees including special or ad hoc committees shall be appointed by the Governor with the concurrence of the board, unless otherwise provided under Article V. Section 2 of Philippine Luzon District Bylaws.

The District Board and officers shall take the active role in upholding the Objects of Kiwanis. Thus, these rules and procedures shall be observed by all individuals who are present during the meeting.

**RULE 1 - PRESIDING OFFICER**

The Governor is the Presiding Officer in all district board meetings. In his absence, the members of the board who are present during the meeting shall elect the temporary Presiding Officer from among the voting members.

## **RULE 2 - DECORUM, DRESS CODE AND MANNER OF SPEAKING**

All district officers, resource persons and guests are expected to adhere to proper decorum, wear proper business attire and speak in a polite manner during board meetings.

The members of the board shall comply with the official dress code or any attire as directed by the Governor. The members of the board shall avoid uttering impertinent remarks against their peers or the latter's being, and refrain from using indecent language or offensive words which may disparage another's feelings or name.

A member of the board who wishes to speak or take the floor shall raise his right hand to seek permission from the Presiding Officer. Once recognized, a member of the board may address the Presiding Officer directly and he/she cannot be interrupted by other members except in instances when his/her motion is to:

- 2.1 Reconsider the decision of the Presiding Officer (Appeal the decision);
- 2.2 Suggest to adhere to the Order of Business which was not observed (Order of the day);
- 2.3 Propose to separately discuss proposals with more than one (1) subject (Motion to Divide);
- 2.4 Call the attention on infraction of rules (Point of order) or mistake in parliamentary procedures or inquire as to the proper motion (Parliamentary inquiry);
- 2.5 Inquire for information on parliamentary procedures (Point of inquiry); and
- 2.6 Raise a question relating to the rights and privileges of a Kiwanian (Question of personal or collective privilege).

## **RULE 3 - REGULAR BOARD MEETING**

The District Board shall hold seven (7) regular board meetings during the administrative year – September, October, December, February, April, July and September at a place chosen by the District Governor. The first board meeting shall be held during the District Convention 2025.

The regular board meetings may be conducted in person or virtual. The notice of meeting shall be communicated through the board members' email addresses at least three (3) weeks in advance. The duration of each meeting should not last more than six (6) hours.

## **RULE 4 - SPECIAL BOARD MEETING**

The Governor or 2/3 vote of the entire board may call for special board meeting only for urgent and important matters. The Secretary shall formally notify all members of the board of such meeting at least (3) days in advance via email or through the board's messenger account. The notice shall state the order of business, date, time and place.

Unless otherwise concurred in by 2/3 vote in a quorum, no other matters may be considered at a special board meeting except those stated in the agenda. At the discretion of the Governor, special board meetings may also be held virtually or remotely. The special board meeting should not last more than three (3) hours.

## **RULE 5 - BUSINESS MATTERS**

The following business matters shall be the main agenda of the first regular board meeting:

1. District Annual Plan for AY 2025-2026;

2. Annual District Budget;
3. Internal Rules of Procedures, and amendments if there are any;
4. Chairs of Standing, Ad hoc/Interim and Executive Committees, and Internal Audit Team; and
5. Engagement of External Auditor/s.

The designated Secretary should provide copy of documents relevant to the meeting at least three (3) days in advance.

The following business matters shall be the main agenda of the subsequent regular board meetings:

1. Secretary's Report
2. Treasurer's Report
3. District Governor's Report
4. Committee Reports
5. Lieutenant Governor's Reports
6. Unfinished Business
7. New Business
8. Other Matters

The designated Secretary should provide the members of the board copies of minutes of the previous meeting and financial report at least three (3) days in advance.

#### **RULE 6 - PROPOSAL ON MEETING AGENDA**

Any member of the board may request matters or issues to be included in the agenda of the next regular board meeting, provided that the proponent formally submits his/her proposal to the Governor through the Secretary at least twenty (20) days prior to the scheduled meeting. The proponent shall cite the importance and urgency of the matters or issues requested in his/her proposal. The Governor has the sole authority to grant, deny or modify the proposal.

#### **RULE 7 – PROPOSAL ON AMENDMENT OF BY-LAWS OR POLICIES AND PROCEDURES**

Any proposal by the club members or district board to amend the district or KI by-laws or its policies and procedures regarding administrative issues shall be in conformity with the standards set by KI and district regarding amendments.<sup>1</sup>

Any valid proposal must be submitted by the Lieutenant Governor then to the Secretary at least twenty (20) days in advance for inclusion in the business agenda. Additionally, in order that the proposal may be considered by the House of Delegates during the District Convention, it must comply with the requirements set forth under Article VI Section 18 of the district by-laws.

#### **RULE 8 – FORM OF PROPOSAL**

Any proposal by the club members, and club or district board regarding service matters, social concerns, or special initiatives requiring district board's action shall be in the form of a resolution.<sup>2</sup> This requirement shall also apply to the proposal to amend any provision of these internal rules of procedures.

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<sup>1</sup> Annex "A" - KI standard format of a by-law or policies and procedures amendment

<sup>2</sup> Annex "B" - KI standard format of a resolution

**RULE 9 – AUTHORSHIP**

Any district board-initiated amendment or resolution shall have one (1) main author, who may be the Presiding Officer or any member of the board. A maximum of two (2) members of the board can be co-authors.

If the author is the Presiding Officer, he/she cannot participate in the deliberation and can only vote in case of a tie. The Secretary may take part in the discussion, but he/she cannot vote.

**RULE 10 – SPONSORSHIP**

The Lieutenant Governor who submitted the club-initiated amendment or resolution to the district shall automatically be the main sponsor of such initiative. Subject to the requirements herein stated, a maximum of two (2) members of the board can be co-sponsors of any proposal.

A validly adopted amendment or resolution proposed by the Councils of Past District Governors and/or Past Lieutenant Governors may be considered for business provided at least three (3) incumbent Lieutenant Governors shall agree to sponsor such measure. They shall choose among themselves the main sponsor and co-sponsors. Their sponsorship shall be manifested prior to submission to the Secretary by their signatures on the documents over the printed full names and designation:

	CONFORME:	
Sponsor: _____	Co-Sponsors: _____	_____
Lt. Governor, Div. ____	Lt. Governor, Div. ____	Lt. Governor, Div. ____

**RULE 11 - FLOOR RESOLUTION**

A resolution presented orally during any of the district board meeting, as a result of the discussion or deliberation, may be permitted if the matter requires immediate attention. Otherwise, the standard procedure laid down in Rule 8 shall apply.

A proposal to amend the district or KI by-laws and policies made orally during any of the district board meeting is prohibited. Such amendment shall only be considered upon compliance with the provisions of Rule 7 herein.

**RULE 12 - DISCUSSION OF PROPOSALS**

A Lieutenant Governor representing as sponsor or acting as author of any valid proposal shall be the first to discuss the merits of such proposal during the board meeting. The supporters and dissenters of the proposal shall be recognized and given the privilege to express their stand on the matter. However, the Presiding Officer shall prescribe the specific length of time and number of speakers favoring or opposing the proposal.

**RULE 13 - PARLIAMENTARY PROCEDURES**

The Robert’s Rules of Order shall be adopted as a guide for parliamentary procedures.<sup>3</sup> To allow each member to speak and make sound decisions, the said rules must be observed at all times during board meetings.

<sup>3</sup> Please refer to the Roberts Rules of Order in the KI PLD Leadership Guide for Lieutenant Governors.

#### **RULE 14 - RESOURCE PERSON/S**

Only resource person/s with prior notice of invitation shall be allowed to speak about the assigned topic within the allotted time or as granted by the Presiding Officer.

Past District Governors, Past Lieutenant Governors or any district officer present in the meeting may be requested anytime by the Presiding Officer to speak and clarify or provide expert opinion on matters being deliberated on the floor.

#### **RULE 15 – QUORUM**

A majority of all members of the board constitute a quorum to transact official business, and all who are present during the meeting may vote on matters requiring the board's decision.

In special board meetings, attendance in absentia or through remote communication of any member of the board is allowed if the intent is relayed to the Secretary at least three (3) days in advance.

Any member of the board can manifest a quorum call or question the presence of a quorum during the proceedings even if such has already been certified at the start of the meeting.

#### **RULE 16 - RECESS, ADJOURNMENT AND EXECUTIVE SESSION**

When a quorum call is raised by any member of the board after the roll call, the Presiding Officer may declare a recess until such time a quorum is constituted and/or adjourn the meeting if after a lapse of considerable time quorum is still not attained.

The Presiding Officer may also declare a recess anytime during the proceedings which shall not exceed two (2) minutes to privately confer with other members of the board or resource person/s or attend to other urgent and important matters. Whenever applicable, the Presiding Officer may hold a brief executive session during the 2-minute recess or during snack or lunch breaks.

#### **RULE 17 – OBSERVERS AND COMMITTEES**

The regular board meeting is open on a limited first-to-register basis to active members who wish to observe the proceedings, provided that such observer shoulders his/her expenses and he/she notified the Secretary at least twenty (20) days in advance.

Chairs of various standing and ad hoc committees and district staff may be required by the Governor to be present for any committee updates or administrative tasks.

The Presiding Officer may order a closed-door meeting during the proceedings or prior to the meeting for reasons of security, decency or morality and in such cases, observers are not allowed to be present. Observers should stay only at the gallery or designated visitor's area.

#### **RULE 18 - MESSENGER ACCOUNTS**

The board shall maintain three (3) messenger accounts to be administered by the District Secretary and/or Administrative Secretary:

1. *Get Together, Stay Together* for all members of the board;
2. *GTST DISTRICT TEAM* for Committee Chairs and Educ Team; and
3. *PLD EXECOM 2025-2026* for Executive Committee account.

These accounts are strictly for official use only, and as such, any posts foreign to the true purposes shall be automatically deleted by the administrator/s.

**RULE 19 – PRESERVATION OF ORDER DURING PROCEEDINGS**

The Presiding Officer shall appoint the Administrator/s and/or Administrative Secretary as the board’s Sgt.-At-Arms whose primary duty is to ensure that these rules are strictly observed and shall therefore execute appropriate measures to maintain a high sense of professionalism in the conduct of board meetings. They may perform such other duties as the Governor may prescribe.

If and when a person (“offender”) exhibits disorderly behavior causing disturbance to the proceedings, the Sgt.-At-Arms may immediately and independently take action to restore order. The action to be undertaken by the Sgt.-At-Arms includes reprimanding or giving oral warnings, rejecting the participation of the offender in the proceeding, and ousting the offender from the meeting venue, among others.

In case of persistent or recurring disturbance, the board may also initiate a floor resolution to censure the offender.

**RULE 20 – AMENDMENT**

This District Board Internal Rules of Procedures can be amended through a resolution during the first regular board meeting upon 2/3 vote of all board members.

**RULE 21 – EFFECTIVITY**

These rules and its subsequent amendment/s shall take effect on the date of its adoption.

ADOPTED, September 7, 2025.

CERTIFIED TRUE AND CORRECT:

ATTESTED BY:

**RICARDO FRANCISCO MIRANDA**  
District Secretary, AY 2025-2026

**STACHYS NEIL E. ESPINO**  
District Governor, AY 2025-2026