

# BYLAWS FOR THE ORGANIZATION OF **KIWANIS INTERNATIONAL - EUROPEAN FEDERATION**

As amended at the European Convention in Reykjavik on May 25<sup>th</sup>, 2019. Effective as of October 1<sup>st</sup>, 2019.

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## **ARTICLE I. NAME AND TERRITORIAL LIMITS.**

### Section 1.

The name of this Organization shall be:

**"KIWANIS INTERNATIONAL-EUROPEAN FEDERATION"**

hereinafter referred to in these bylaws as "the Federation".

### Section 2.

The territorial limits of the Federation shall be Europe. The names of the countries and areas within these limits shall be specified in the policies and procedures of the Federation.

### Section 3.

The territory of the Federation shall be divided into districted and non- districted countries. Each district, created in the manner as prescribed in the Kiwanis International Bylaws within the territorial limits of the Federation, shall be an operational unit of the Federation.

### Section 4.

The name or the territorial limits of the Federation shall not be changed without the prior consent of the International Board.

### Section 5.(05/2019)

The Federation is an operational unit of KIWANIS INTERNATIONAL, registered in the State of Indiana, USA.

The domicile of the Federation shall be Gent, Belgium.

The domicile and the office may be relocated by a majority vote of the European Board and upon approval of the International Board.

### Section 6.

Throughout these Bylaws, the following words refer to the Kiwanis International- European Federation, unless otherwise specified:

- Bylaws

- President, Past President, President-Elect, Vice-President, Secretary, Treasurer
- European Board
- Officer, past officer
- European Convention,
- Federation

Throughout these Bylaws, the Kiwanis International Board of Trustees is referred to as "the International Board." and the Executive Director of Kiwanis International is referred to as "the Executive Director."

## **ARTICLE II. POWERS, PURPOSE AND RESPONSIBILITIES.**

### Section 1.

The powers of the federation shall be to direct, manage, supervise and control the business, property, publications and funds of the Federation.

### Section 2.

The purpose of the Federation shall be:

1. to promote the best interests of districts and clubs within the territorial limits of the Federation and in Kiwanis International.
2. to seek within the Federation and through the districts and clubs the attainment of the mission and the six Objects of Kiwanis International as set forth in the Kiwanis International Bylaws.
3. to increase the fellowship, support and cooperative effort among individual Kiwanis Family members, the clubs and the districts within the territorial limits of the Federation.

### Section 3.

The responsibilities of the Federation shall be:

1. to support growth and expansion of Kiwanis within the territorial limits of the Federation, and appoint and oversee committees to that effect.
2. to assist with Kiwanis International and manage education and training sessions for newly elected club, district and federation

officers and committee chairs, and appoint and oversee committees to that effect.

3. to adhere to all Kiwanis standards for brand identity, graphics and marketing, and appoint and oversee committees for communication, marketing and public relations.
4. to manage and deliver all Kiwanis-branded service programs, as appropriate for European Kiwanis clubs, to include Service Leadership Programs, Global Service initiatives, programs and projects, and appoint and oversee committees to that effect.
5. to consult with the International Board regarding policies and procedures to be implemented within the territorial limits of the Federation.
6. to contract with KI, via the Executive Director, regarding services to be provided by the Member Support Center within the territorial limits of the Federation.

### **ARTICLE III. MEMBERS.**

#### Section 1.

Every organized and chartered Kiwanis club within the territorial limits of Europe shall be a member of this Federation. Clubs in non-districted countries are under the supervision of the European Board.

#### Section 2.

Each new club built in the Federation shall be built in accordance with Article V of the Bylaws of Kiwanis International. (06/2015)

#### Section 3.

Any member club more than sixty (60) days in arrears for any indebtedness to Kiwanis International, the Federation, or the district, shall be considered not in good standing with the Federation and shall have no voting rights at any European convention. (06/2015)

#### Section 4.

Clubs may be disciplined, if necessary, as provided in the Kiwanis International Bylaws.

A. The European Board shall have the right to recommend to the International Board that disciplinary action be considered or taken regarding a district or club within the Federation.

#### Section 5.

Clubs and districts of the Federation are entitled to use the name of the Federation, "Kiwanis International - European Federation", on their stationery and all other official insignia.

### **ARTICLE IV. FEDERATION OFFICERS.**

#### Section 1.

The officers of the Federation shall be the President, the President-Elect, the Immediate Past President, the Vice-President, the Secretary and the Treasurer.

The Secretary and the Treasurer shall be appointed by the President, subject to the approval of the European Board; all other officers shall be elected as provided elsewhere in these Bylaws.

No district shall have more than one elected officer on the European Board. Additionally, each Federation officer shall not simultaneously hold a Kiwanis International office. (06/2015)

#### Section 2.

Each officer shall be a member in good standing of a chartered club of a European district during his or her full term of office. Each officer, except the secretary or treasurer, shall have served a complete term as governor of a district of the Federation.

#### Section 3.

The term of all officers shall commence on the first day of October of each year and shall continue for one (1) year or until his or her successor shall be duly elected and qualified.

#### Section 4.

The President shall be the chief executive officer, exercising general supervision over the work and activities of the Federation and shall perform such other duties as are specified or implied in these Bylaws or Kiwanis International governing documents or are usually pertained to the office.

The President shall preside at all European conventions and at all meetings of the European Board. The President shall be an ex officio member of all standing and special committees.

#### Section 5.

The President-Elect shall perform such duties as usually pertain to the office or as may be assigned from time to time by the European Board.

#### Section 6.

The Immediate Past President shall perform such duties as usually pertain to the office or as may be assigned from time to time by the European Board.

#### Section 7.

The Vice-President shall perform such duties as usually pertain to

the office or as may be assigned from time to time by the European Board.

#### Section 8.

The Secretary shall assist the President and the European Board in conducting the administrative business of the Federation and shall perform such duties as are specified or implied in these Bylaws, or as may be assigned by the European Board.

#### Section 9.

The Treasurer shall assist the President and the European Board in conducting the financial business of the Federation and shall perform such duties as are specified or implied in these Bylaws, or as may be assigned by the European Board.

#### Section 10.

All elected officers of the Federation shall serve without pay. No elected officer shall accept any remunerative employment from any Kiwanis International organizations.

### **ARTICLE V. EUROPEAN BOARD.**

#### Section 1.

The European Board shall consist of the President, President-Elect, Immediate Past President, Vice-President, Secretary, Treasurer and a governor of each district. However, the Secretary and Treasurer shall not have voting rights.

#### Section 2.

The management and control of the affairs of the Federation not otherwise provided for in these Bylaws or the Bylaws, Policies, or Procedures of Kiwanis International shall be exercised by the European Board, subject to supervision and control by the International Board. The European Board may define and adopt policies and procedures dealing with Federation matters.

#### Section 3.

These bylaws may be interpreted by the European Board, subject to

approval of the International Board. Within sixty (60) days, the Secretary shall notify all European Kiwanis club secretaries of any interpretation of the Federation Bylaws by the European Board. Such interpretation, after approval, shall be final and binding, unless it is changed or rescinded by a majority of the valid votes cast at a subsequent Convention of the Federation.

#### Section 4.

The European Board, if practicable, may assign an official representative to attend the district convention of the districts within the Federation.

#### Section 5.

The European Board shall hold no less than four (4) meetings each year, generally as shown below, at such specific times and places as determined by action of the European Board.

1. The first meeting of the newly elected European Board shall be held immediately after the General Assembly of the annual Federation Convention. Any action taken by the European Board prior to October 1 shall not become effective until October 1.
2. The second meeting of the European Board shall be held in the month of  
  
October.
3. The third meeting of the European Board shall be held in the month of  
  
February. At this meeting, the President-Elect shall inform the European Board of his selection for Secretary and Treasurer for his year and seek approval of the Board.
4. The fourth meeting of the European Board shall be held at the Annual European Convention.

Special meetings of the Board may be called by the President or by the written request of six (6) members of the European Board. The date and place of any special meeting shall be determined by the President and designated in the meeting notice.

#### Section 6.

Notice of the time and place of all meetings shall be sent by the Secretary to each member of the European Board and to the Executive Director, with no less than thirty (30) days notice prior to regular meetings or 10 days notice prior to special meetings.

#### Section 7.

In the absence of the President from any meeting, the European Board shall designate the Immediate Past President to act as chairman, or in his/her absence, shall designate one of its officers to act as chairman.

#### Section 8.

If a district governor cannot be present at a meeting of the European Board, the governor may appoint the district governor-elect, or the immediate past governor or a past governor to attend the meeting; however, such attendee shall not be permitted to vote on matters before the Board.

#### Section 9.

A majority of the members of the European Board shall constitute a quorum for the transaction of all business and a majority vote of those present shall decide any question, except in cases where a larger vote is required under these Bylaws. If the vote is evenly divided, the vote of the President shall decide, provided he/she did not previously vote on the matter.

#### Section 10.

With the approval of the President, the European Board, without meeting together, may transact business by any method allowed by law in the nation where the Federation is registered with the government.

Participation by such methods constitutes attendance. Normal Board meeting rules and processes apply unless otherwise previously determined and announced by the Board. Any voice votes not clearly reflecting the necessary number for a motion to pass must be taken individually; however, only adoption or failure must be included in the minutes. If written votes are desired, they may be made by email, fax, or postal mail within a designated period of time following the meeting, as determined by the Board.

However, no action shall go into effect for ten (10) days after the Secretary shall have sent to each member of the European Board and to the Executive Director a report of the tabulated result of such vote. The ballots, before being destroyed, are to be produced at the following meeting of the European Board.

#### Section 11.

Within thirty (30) days after any regular or special meeting of the European Board, the Secretary shall compose minutes of the meeting comprising a complete synopsis of all actions taken. A copy of the

minutes shall be sent to all members of the European Board and the Executive Director. These minutes shall be approved at the next European Board meeting.

## **ARTICLE VI. COMMITTEES.**

### Section 1.

The President, by and with the consent of the European Board, shall appoint an Executive Committee consisting of seven (7) members from the European Board, of whom six (6) shall be the President, President-elect, Immediate Past President, Vice President, Secretary and Treasurer.

The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to said committee by the European Board.

The President shall preside at all meetings of the Executive Committee. In the President's absence, the committee shall elect a chairman.

The Executive Committee shall meet at the call of the President or upon the written request of at least three (3) members of the committee. Notice of such meetings shall be sent by the Secretary to all members of the European Board, to be received not later than three (3) days prior to the date of the meeting. Four (4) members of the Executive Committee shall constitute a quorum.

### Section 2.

The President, by and with the consent of the European Board, shall appoint a Committee on Finance which shall include the Vice-President and not fewer than two (2) members from the Executive Committee, one (1) of whom shall be designated as chairman. The Committee on Finance shall perform such administrative duties as may be defined by the European Board.

### Section 3.

There shall be a Standing Committee of Past European Presidents, which shall be composed of all the Past European Presidents, and there shall be added thereto each year the retiring Immediate Past European President, who shall act as chairperson thereof.

A. The quorum of the Committee of Past European Presidents shall be five (5).

2. The Committee of Past European Presidents shall consider and report to the European Board its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board. A summary of the



Committee's proceedings shall be provided to each member of the Committee, the European President, and the Secretary.

3. The Committee shall meet at the annual European convention, and may hold such other meetings as provided herein, provided that such other meetings shall not be held less than thirty (30) days prior to the convention.

#### Section 4.

There shall be a Standing Committee on Resolutions, which shall consist of seven (7) members from clubs, at least one (1) of whom shall be a Past European President.

1. The quorum of the Committee on Resolutions shall be four (4).
2. The Committee on Resolutions shall consider and make recommendations of resolutions properly submitted as provided in these Bylaws for action at annual European conventions. The Committee shall also have the authority to originate resolutions and to modify, combine, edit, or not accept any resolution submitted to it. When the European Board proposes to the Resolutions Committee programs for the ensuing administrative year, the Committee on Resolutions shall embody such program or programs in an appropriate resolution or resolutions.

#### Section 5.

The President, by and with the consent of the European Board, shall appoint for the duration of his/her term in office a person or persons responsible for Kiwanis laws and regulations. This (these) person(s) shall act as the advisor on these matters. (06/2015)

#### Section 6. (06/2015)

The President-elect, with the consent of the European Board, shall appoint during the term of office as President-elect such European Program Committees as will make it possible to give direct and effective leadership in the areas of growth, education, communication and service programs.

A. European Program Committees shall serve for the administrative year for which they are appointed.

2. The duties of the European Program Committees shall be as defined by the President-elect with the consent of the European Board.
3. European Program Committees shall consist of not less than three (3) members, except as otherwise noted herein, with one

(1) member of each committee being named as chairman by the President-elect.

4. If a European Program Committee is subdivided, each subdivision shall have no more than two (2) members, with one (1) member being named as vice chairman by the President- elect.

#### Section 7.

The President may appoint for his/her term in office, such special committees as may be deemed necessary or advisable, subject to the approval by a majority of the European Board. Any such committees shall perform such duties as may be authorized by the European Board in their creation.

Special committees may consist of only one (1) member.

#### Section 8.

Any Committee shall meet at the call of its chairman upon the approval of the European President. Written notice of such meetings shall be received by the Secretary at least thirty (30) days in advance of the date of the meeting.

Notices of Special Committee meetings shall be received by the Secretary at least ten (10) days in advance of the date of the meeting. All Committees shall report to the President or the European Board upon request.

### **ARTICLE VII. EUROPEAN CONVENTION.**

#### Section 1.

The annual Convention of the Federation shall not be held in the same European district or non-districted nation two years in a row and shall rotate as much as feasible, as determined by the European Board, among different European districts and non-districted nations.

#### Section 2.

The annual Convention of the Federation shall be held between March 15 and September 15, and if possible, shall take place between June 1 and 15.

The Federation shall not schedule its Convention within the period of twenty (20) days prior to, during or twenty (20) days following the annual Convention of Kiwanis International, unless such Convention is held within the territorial boundaries of the Federation or unless approved by the International Board.

Notice of Convention dates shall be sent to the Executive Director at least six (6) months in advance.

Section 3.

Special Conventions shall be called by the President upon the request of the majority of the chartered clubs in good standing, or upon the request of three fourths (3/4) of the members of the European Board.

Section 4.

In any year that the European Board determines that there exists a condition of emergency, and that because of such emergency the holding of the annual Convention of the Federation would not be practical, the European Board, subject to the approval of the Board of Trustees of Kiwanis International, shall have the power to establish and fix provisions and procedures for transacting any or all business that would normally be transacted by and at such Convention.

Section 5.

The Secretary shall send to each chartered club, all Federation officers, district governors, district secretaries, and the Executive Director, an official call to the Convention no less than ninety (90) days prior to the date of the annual Convention, and no less than thirty (30) days prior to the date of a special Convention.

Section 6.

The European Board shall have full supervision and management of all Conventions of the Federation.

Section 7.

For each annual or special Convention, the President shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least five (5) members. All members of the Committee on Elections must be delegates or delegates at large. Three (3) members of each of the foregoing committees shall constitute a quorum.

A. The Credentials Committee shall determine whether the clubs of the delegates present are in good standing. Should any club fail to certify the election of its delegates and alternates as provided in these Bylaws, the Credentials Committee shall determine the

seating of the delegates or alternates for such club. The Credentials Committee shall report the number of delegates and delegates-at-

large to the House of Delegates, and upon request to the Elections Committee and the Federation Secretary.

B. The Elections Committee shall have general charge of all elections, including the distribution and tabulation of the ballots, and shall report promptly to the Convention the results of the balloting, with such report to be signed by a majority of the Committee. After the Committee has so reported, the chairman shall deliver all ballots to the Secretary to be kept for a period of ninety (90) days after the Convention, after which the ballots shall be destroyed.

#### Section 8.

For any Convention, each club in good standing with Kiwanis International, its district, and the Federation, shall be entitled to elect three (3) delegates, one (1) of whom should be the president, and three (3) alternates designated as alternates one, two and three. If any delegate is absent from the Convention, the alternates will serve in the numerical order certified.

#### Section 9.

Each delegate or alternate shall be a member of the club represented, and shall be elected by such club no less than thirty (30) days prior to the date of the annual Convention or no less than fifteen (15) days prior to any special Convention. Their election shall be evidenced by a certificate to the Secretary of the Federation, duly authenticated by the president and the secretary of the club.

#### Section 10.

Federation officers, past Federation Presidents, district governors and past district governors of districts within the Federation, who are members of a Kiwanis club within the Federation, shall be delegates at large to all Federation Conventions.

#### Section 11.

Official delegates of a newly organized Kiwanis club recognized by the Board of Trustees of Kiwanis International shall be granted full privileges at a Convention, even if the charter has not been formally presented to such club.

#### Section 12.

Cumulative, absentee or proxy voting shall not be permitted.

#### Section 13.

No delegates shall be accredited and entitled to vote in a European Convention unless and until the club has paid the Federation

Convention fee for each member, as provided elsewhere in these Bylaws.

Section 14.

Each accredited delegate and delegate at large present shall be entitled to vote on each question submitted in any Convention. On all matters put to a vote, an accredited delegate or delegate at large may abstain from voting; the outcome of any vote shall be determined by the actual valid votes cast, and abstentions, if any, shall be excluded.

Section 15.

The Convention may propose, discuss and adopt resolutions, and recommend matters or concerns to Kiwanis International. The Convention shall also consider and act upon matters submitted to it by Kiwanis International.

Section 16.

In the absence of the President from the Convention, the European Board shall designate the President-Elect, the Immediate Past President, or any officer of the Federation to act as the chairman.

Section 17.

A quorum shall consist of no less than one hundred and fifty (150) delegates and delegates at large for any annual Convention and no less than fifty (50) delegates and delegates at large for any special or emergency Convention.

Section 18.

Within thirty (30) days after the close of any Convention, the Secretary of the Federation shall send a report to the Federation officers, the district governors, the district secretaries, the presidents of clubs within the Federation, and the Executive Director. The report shall summarize the proceedings of the Convention, provide a synopsis of all actions taken, and include copies of all Federation bylaw amendments, resolutions and official recommendations adopted at the Convention.

## **ARTICLE VIII. CONVENTION PROCEDURE.**

Section 1.

The official program, as approved by the European Board, shall be the order of the day for the Convention. Changes in the program may be made at any time by a majority vote of the delegates and delegates at large present and voting.

## Section 2.

1. Proposed resolutions may be submitted by the European Board, the International Board, the board of a district within the Federation, or a club in good standing within the Federation by a majority vote of club members. All proposals must be submitted to the Secretary by December 31. Within ninety (90) days thereafter, the European Board shall meet to support or oppose such proposed resolutions before submitting them to the House of Delegates.
2. The Secretary shall send a copy of all resolutions, other than memorial and appreciation resolutions, to the secretary of each club within the Federation and to the Executive Director no less than sixty (60) days prior to the date of the annual Convention. No resolutions other than those so sent shall be considered by the Convention unless recommended by the European Board by a two-thirds (2/3) vote.
3. Debate on any resolution shall not be in order until it has been reported out by the European Board. At any time prior to the voting thereon by the delegate body, the European Board shall be authorized to make editorial changes in any resolution provided the import of the resolution is not changed thereby.

## Section 3.

Reports of Committees, communications to the Convention, resolutions and all motions may be debated during the House of Delegates, except those that are known in parliamentary practice as "undebatable," or if the Convention, by a two thirds (2/3) vote, decides to dispose of them without debate. No delegate shall speak in Convention longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote.

## **ARTICLE IX. NOMINATION AND ELECTION OF FEDERATION OFFICERS.**

### Section 1.

The nomination and election of the President, the President-Elect and the Vice- President shall be held at the annual Convention, and the official program of the Convention shall indicate the time and place which shall be subject to change only in accordance with the rules of Convention procedure.

### Section 2.

No person shall be considered as a qualified candidate for any

elected Board office until or unless the following requirements have been met:

- Shall be an active member in good standing of a club in good standing;
- Shall have given written consent to be a candidate;
  - Shall have given written assurance that said person, if elected, will fulfill the responsibilities of office;
- Shall have completed a full term as a district governor prior to announcing his/her candidacy;
- Shall have secured prior endorsement from his/her district house of delegates; if extenuating circumstances make it impossible for the district house of delegates to endorse a candidate, he/she may be endorsed instead by the district board in authority during the administrative year in which the election will take place.

Additionally, each candidate shall not hold any other officer position with Kiwanis International or the Federation.  
(06/2015)

### Section 3.

No less than ninety (90) days prior to the date of the annual Convention, the secretary of the district shall submit in writing to the Secretary of the Federation the name of any qualified candidate from their district for the offices of President, President-Elect or Vice- President, including documentation of district endorsement.

No new district shall nominate a candidate unless it has maintained full district status for three (3) consecutive years. The district hosting the European Convention shall not nominate a candidate.

### Section 4.

The President-Elect shall be the sole candidate for the office of President. The Vice- President shall be the sole candidate for the office of President-Elect. However, if the person holding the office of President-Elect or Vice-President at the time of nominations was

placed in such office to fill a previous vacancy, then that person shall not be the sole candidate for President or President-Elect.

Nothing in this section shall be construed as limiting the right to make further nominations of qualified candidates from the floor of the Convention for President or President-Elect.

Section 5.

No less than sixty (60) days prior to the date of the annual Convention, the Secretary of the Federation shall send to all district governors, district secretaries, and the secretaries of all clubs within the Federation, the names of the candidates for the office of President, President-Elect and Vice-President. A copy shall be sent to the Executive Director.

Section 6.

When nominations and elections become the order of business at the annual Convention, the Secretary of the Federation shall inform the House of Delegates of the nominees for each office and, if there are two (2) or more candidates for any office, an anonymous ballot shall be taken for such office. (06/2015)

Section 7.

A majority of all valid votes cast shall be necessary for election. In the event that any ballot cast does not show a majority for any nominee, the President shall designate a time and place for further balloting. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until one nominee shall have received a majority of all valid votes cast. There shall be no voting by proxy or absentee ballots. In case of a tie vote, a new ballot shall be taken until one candidate receives a majority vote.

The Committee on Elections shall have general charge of this election, with the authority and duties provided in Article VIII.

## **ARTICLE X. VACANCIES IN OFFICE.**

Section 1.

In the event of a vacancy in the office of President during the administrative year, the unexpired term shall be filled by the Immediate Past President.

Section 2.

In the event of a vacancy in the office of Immediate Past President the unexpired term shall be filled by the last outgoing Past President who is willing and able to assume the office.



### Section 3.

In the event of a vacancy in the office of President-Elect during the administrative year, the unexpired term shall be filled by the Vice-President.

### Section 4.

In the event of a vacancy in the office of Vice-President during the administrative year, the unexpired term shall be filled by the last outgoing Past President who is willing and able to assume the office.

### Section 5.

In the event the President is temporarily incapacitated and unable to discharge the duties of the office, the Immediate Past President shall become Acting President until the President is able to resume those duties.

While the President is incapacitated, the Acting President shall be the chief executive officer of the Federation and shall have all the duties, responsibilities, and authority given to the President by these Bylaws.

If, after a period of sixty (60) days, it shall appear to the European Board that the President continues to be incapacitated and is not able to resume the duties and responsibilities of the office, the European Board may declare the office of President vacant, and the vacancy shall be filled as prescribed in these Bylaws.

### Section 6.

Whenever it shall appear to the President or a majority of the Board that any Federation officer is failing to perform the duties of the office, the Secretary shall give such member written notice of the facts within 30 days. At the next regularly- scheduled or special meeting of the European Board, consideration shall be given to such facts and reasons why the office should be declared vacant. The officer accused shall have the right to attend and provide a defense. In the event that the European Board, by a two-thirds (2/3) vote of the entire Board, finds the officer is not performing the duties of office and declares such office vacant, the vacancy shall then be filled as prescribed in these Bylaws.

### Section 7.

In the event of a vacancy, between election and October 1, in any office(s) of the European Board-designate, the European Board-designate shall proceed to appoint a successor for such office(s) for

the administrative year in accordance with the provisions for filling vacancies in office as provided in this article.

## **ARTICLE XI. GUARANTEED TRUSTEES ON THE INTERNATIONAL BOARD.**

### Section 1.

At the beginning of the administrative year in which one of the Trustee offices on the International Board guaranteed to the Europe Region will or may become available, the Secretary of the Federation shall inform the district governors and district secretaries that nomination of a candidate for said office will be held at the next annual Convention of the Federation, to provide for filling the office in the event that it becomes vacant at the next Kiwanis International Convention.

### Section 2. (06/2015)

In accordance with the Kiwanis International Bylaws, no person shall be considered as a qualified candidate for International Trustee until or unless the following requirements have been met:

- Shall be an active member in good standing of a club in good standing;
- Shall have given written consent to be a candidate;
- Shall have completed a full term as an immediate past district governor prior to announcing his/her candidacy to Kiwanis International;
- Shall have secured prior endorsement from his/her district house of delegates; if extenuating circumstances make it impossible for the district house of delegates to endorse a candidate, he/she may be endorsed instead by the district board in authority during the administrative year in which the election will take place;
- Shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International;

Additionally, each candidate for International Trustee shall not simultaneously hold a Federation office.

No additional criteria shall be required of candidates for International Trustee by the Federation or any district of the Federation.

### Section 3.

The European districts, through the prior endorsement of their board or house of delegates, shall nominate their candidate for the

guaranteed office of International Trustee. No district shall nominate more than one (1) candidate.

As provided in the Kiwanis International Bylaws, no district, which has a member on the International Board, shall present a candidate, and a district shall not have a member on the International Board for one (1) administrative year after another person from that district has completed membership on the International Board.

The district hosting the European Convention shall not nominate a candidate (05/2019).

#### Section 4.

Any eligible district must submit the name of any qualified candidate to the Executive Director of Kiwanis International and the Secretary of the Federation no less than ninety (90) days prior to the date of the annual Convention of the Federation.

#### Section 5.

No less than sixty (60) days prior to the date of the annual Convention of the Federation, the Secretary shall send to the secretary of clubs within the Federation the names of the candidates for the guaranteed office of International Trustee.

#### Section 6.

When the election of the candidate for International Trustee becomes the order of business at the annual Convention, the Secretary of the Federation shall inform the House of Delegates of the nominees and, if there are two (2) or more candidates, an anonymous ballot shall be taken. (06/2015)

#### Section 7.

A majority of all valid votes cast shall be necessary for the election of the candidate. In the event that any ballot cast does not show a majority for any nominee, the President shall designate a time and place for further balloting. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until some nominee shall have received a majority of all valid votes cast. There shall be no voting by proxy or absentee ballots. In case of a tie vote, a new ballot shall be taken until one candidate receives a majority vote.

#### Section 8.

The Committee on Elections shall report promptly to the Convention

the results of balloting, and the majority of the Committee shall sign the report. After the Committee has so reported, the chairman shall deliver all ballots to the Secretary to be kept for a period of ninety (90) days after the close of the Convention when the ballots shall be destroyed.

## **ARTICLE XII. REVENUE.**

### Section 1.

Each club shall pay to the Federation for each of its members, with the exception of its honorary members, the sum of 4.65 Euro per annum as Federation dues. Each club also shall pay to the Federation for each of its members, with the exception of its honorary members, the sum of 3.70 Euro per annum as Convention fees, which covers the registration costs for all of its participating members.

These dues and fees shall be based upon the membership of the respective clubs as of the proceeding September 30 as shown by the annual membership statements to Kiwanis International.

The total amount shall be payable in one annual installment, due October 1 of each year and payable not later than sixty (60) days thereafter.

### Section 2.

The European Board may adjust the dues

- from the clubs in any country where the gross national income per capita is less than ten thousand dollars (US\$10,000), as reported by the World Bank;

- from the clubs for members under the age of 30. (05/2014)

### Section 3.

For newly organized clubs, Federation dues and Convention fees shall be prorated on a monthly basis.

### Section 4.

No financial obligation other than the annual dues, convention fees, and the subscription price for the official publication shall be placed upon the clubs by the Federation, and no voluntary contribution for any Federation activity shall be requested from all clubs by the Federation, except with the approval of the European Board, the

Board of Trustees of Kiwanis International, and by a two thirds (2/3) vote of

the delegates at a Federation Convention, or by a two thirds (2/3) vote upon a referendum submitted to all clubs within the Federation.

### **ARTICLE XIII. FINANCE AND AUDIT OF ACCOUNTS.**

#### Section 1.

The fiscal year of the Federation shall commence October 1 and terminate the following September 30.

#### Section 2.

The European Board shall install and maintain an efficient accounting system for the Federation in Euro, which will include separate accounts and reserve funds for

- Federation dues covering the Federation administrative and operating expenses,
- Convention fees covering the convention registration costs for all its participating members,
- Funds collected by the Federation exclusively for Service Programs approved and authorized by the European Board, and
- Funds received by the Federation covering expenses for responsibilities specified in KI/KI-EF contracts.

These four (4) separate accounts and reserve funds shall be an integral part of the Federation financial accounting system. All annual surpluses and/or deficits shall be allocated to their respective reserve funds.

#### Section 3.

The Federation Board shall report regularly on its financial status to the International Board, at such times and including such information as requested by the International Board.

#### Section 4.

The books of account of the Federation shall be audited at least once each administrative year by two (2) independent auditors selected by the delegates at the Convention from a list provided and approved by the European Board. The auditors must be certified public auditors who do not also handle the bookkeeping of the Federation accounts. (05/2014)

All four (4) Federation funds shall be audited separately, and included as such in one annual certified audit report.

For audit purposes, the European Board shall submit all books, records, and vouchers to the auditors not later than November 15 of each year.

The certified audit report shall be sent to the European Board and the Executive Director. Not later than sixty (60) days prior to the date of the annual Convention, the Secretary of the Federation shall send a copy of the annual audit report to the governor and secretary of each district and the secretary of each club.

#### Section 5.

During the annual Convention of the Federation, the European Board shall present for approval by the delegates:

- - the budget of estimated income and expenditures for the next fiscal year;
- - the balance sheet and the statements of income and expenditures for the previous fiscal year
- - the annual certified audit report of the Federation.

#### Section 6.

The European Board shall designate the official depositories of funds for the Federation.

#### Section 7.

The European Board shall have the power to authorize officers or employees to execute and countersign checks and vouchers, and to perform such other acts to carry out the purposes and objectives of this article.

#### Section 8.

The necessary expenses of all officers of the Federation, including travel expenses when engaged in the business of the Federation, shall be paid by the Federation in accordance with the provisions of the budget and Federation policies.

#### Section 9.

The expenses of the President incurred in attending any Convention of Kiwanis International which are not paid or reimbursed by Kiwanis International shall be paid by the Federation.

### **ARTICLE XIV. POLITICAL ACTIVITIES.**

Section 1.

The Federation shall take no action on any political questions or proposed legislation.

Section 2.

The Federation shall not be used in any way for political purposes, nor shall it as a Federation actively participate in the political candidacy of any person.

**ARTICLE XV. LANGUAGES.**

Section 1.

English shall be the official language of the Federation. Other languages may be approved, according to policies, for use by the European Board, the European Convention, and other Federation events.

Section 2.

When the total membership of the Federation exceeds 3000 certified paid members of a European language group as of September 30 of the previous administrative year, simultaneous translations in such languages shall be provided during all sessions of the House of Delegates at the Convention,

**ARTICLE XVI. OTHER AUTHORITIES**

Section 1.

For any matters not specifically covered by these bylaws, the following documents shall be consulted in order of priority to determine such matters:

1. (first) Kiwanis International Bylaws
2. (second) Kiwanis International Policies and Procedures
3. (third) Federation Policies and Procedures
4. (fourth) The appropriate parliamentary procedure reference manual

**ARTICLE XVII. SEVERABILITY**

Section 1.

If any provision of these bylaws is held invalid, all other provisions shall remain in effect.

**ARTICLE XVIII. AMENDMENTS.**

### Section 1

Amendments to these Bylaws, consistent with the Bylaws of Kiwanis International, may be proposed by the European Board, the International Board, a district board of trustees, a district house of delegates, or a club within the Federation by a majority vote of club members.

### Section 2.

Proposed amendments to these Bylaws in the official language of the Federation shall be received by the Secretary of the Federation no less than ninety (90) days prior to the date of the start of the Convention, except those initiated by the European Board.

1. No less than sixty (60) days prior to the date of the start of the Convention, the Secretary shall send a copy of all proposed amendments to the secretary of each club within the Federation, the European Board, officers of the Federation, district governors, district secretaries, and the Executive Director.
2. Amendments to these Bylaws, if in conformity with the Bylaws of Kiwanis International, may be adopted by a two thirds (2/3) vote of the delegates and delegates at large voting at the Convention of the Federation.

### Section 3.

Any amendment to these Bylaws shall become effective only upon approval thereof by the Board of Trustees of Kiwanis International.

### Section 4.

If these bylaws are in conflict at any time with the Kiwanis International Bylaws or the Standard Form for Federation Bylaws, the Federation shall amend these bylaws to bring them into conformity with said documents.

## **ARTICLE XIX. COMPLIANCE WITH KIWANIS INTERNATIONAL.**

### Section 1.

The Federation and its members will at all times abide and be governed and controlled by any applicable Bylaws, Policies, and Procedures of Kiwanis International.

### Section 2.

The Federation will comply with all such conditions and requirements as Kiwanis International may prescribe.



Section 3.

Whenever requested by the International Board, the Federation shall dissolve or change its form of organization.

**ARTICLE XX. DISSOLUTION OF THE FEDERATION**

Section 1.

A decision to dissolve the Federation, unless specifically directed by the International Board, may only be made by a special Convention, exclusively called for such a purpose.

Two-third (2/3) of the Federation clubs must be present, represented by at least one delegate for each club, and a four-fifths (4/5) majority vote is required for approval.

Section 2.

In the event of dissolution, all Federation assets shall be donated exclusively for eleemosynary and charitable purposes.

A simple majority vote by the delegates at the special Convention, referenced in section 1, shall determine disposition of Federation assets, subject to the approval of the International Board.